

Irish Takeover Panel

Code of Conduct

Irish Takeover Panel

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Introduction

The revised Code of Practice for the Governance of State Bodies, issued by the Government in August 2016, requires all regulatory bodies to have written Codes of Conduct for directors and employees. It requires that directors and employees comply with the requirements of the Companies Act 2014, if applicable, and any other relevant legislative and regulatory requirements.

This document contains the basic rules and policies governing the business practice of the Irish Takeover Panel (the "Panel"). It assists Panel directors and employees in understanding their duties, rights and obligations as persons connected with the Panel.

In addition to and separate from the requirements of this Code of Conduct, holders of Designated Directorships or Designated Positions are required to ensure their compliance with the Ethics in Public Office Act 1995 as amended by the Standards in Public Office Act 2001. Compliance with each of these provisions is a matter of personal responsibility.

This Code of Conduct is essentially a description of proper attitudes that should govern the behaviour of directors and employees and reference to either category in this document should be understood to also refer to the other where appropriate. All directors must act with integrity, lead by example and promote the desired culture.

This document is issued to all directors of the Panel and employees on appointment and will be reviewed and updated from time to time. Recipients are responsible for acknowledging receipt and understanding of the document and to make any declaration of interest as may be appropriate.

Objectives

The main objectives of the Code are to:

- establish a set of ethical principles for all directors and employees;
- promote and maintain confidence and trust in the Panel;
- prevent the development, continuance or acceptance of unethical practices.

In general, directors and employees are expected both personally and professionally to behave in a fashion which reflects positively on their association with the Panel. The Panel will not accept discrimination in any form. All persons connected with the Panel must avoid any practice or conduct in the workplace which amount to racist, religious or sexual discrimination or harassment of any kind.

Directors and employees are reminded that the nature of the functions of a body such as the Panel requires a high degree of integrity, independence and visible good faith on their part. The ultimate responsibility of directors and employees is to act fully in accordance with the relevant legislation. Finally, public confidence in the Panel requires that directors and employees be seen at all time to be above reproach in the area of actual/potential conflict of interest situations.

It should be remembered that the ethical and behavioural standards expected of directors and employees do not necessarily cease on termination of service with the Panel.

If a director finds evidence that there is non-compliance with any statutory obligations that apply to the Panel, s/he should immediately bring this to the attention of their fellow directors with a view to having the matter rectified.

Any employee may, in confidence, raise concern about possible irregularities in financial reporting or other matters directly with the Chairperson of the Panel or the Chairperson of the Audit and Risk Committee who shall then be responsible for ensuring meaningful follow-up of matters raised in this way.

While it is not possible for a set of rules or guidelines to provide for all situations which may arise directors and employees are expected to ensure that all their activities are governed by ethical standards reflected in this document.

This Code sets out the basic principles of integrity, confidentiality, professionalism, fairness, loyalty and lawfulness/compliance required from directors and employees of the Panel.

Integrity

The Panel is committed to the concept of integrity in all its dealings. It follows therefore that directors and employees conduct themselves and are seen to conduct all activities to the highest standard.

It includes the following:

- disclosure of outside business interests in conflict or potential conflict with the business of the Panel;
- maintenance of the confidentiality and security of any restricted or confidential information or not using such information for personal gain or abuse of one's position in any way;
- refraining from giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions;
- refraining from using the Panel's resources or time for personal gain, or for the benefit of persons/organisations unconnected with the Panel or its activities;
- commitment to act in the best interests of the Panel in all dealings with external parties, and to act ethically and honestly;
- conducting of purchasing activities of goods/services in accordance with best business practice;
- claiming of expenses only as appropriate to business needs;

- a commitment not to acquire information or business secrets by improper means; and
- ensuring that the Panel's annual report and financial statements accurately reflect the business performance and are not misleading or designed to be misleading.

Confidentiality

Confidentiality means respecting and protecting the privacy of the Panel's affairs and activities. It includes:

- non-disclosure of any restricted or confidential information and safeguarding sensitive information held by the Panel in confidence;
- a requirement that Directors and employees upon leaving the service of the Panel return all Panel related documentation held by them to the Secretary or alternatively, confirm to the Secretary that all such documentation has been shredded; and
- exercising care in the storage of mail and documents, and in the disposal of records (either electronic or paper).

Directors of the Panel and employees are required to comply with the obligations of professional secrecy under section 17 of the Irish Takeover Panel Act 1997.

Directors of the Panel and employees should be aware that the non-disclosure obligation in respect of privileged or confidential information does not cease when board membership or employment in the Panel has ended (see section 5.6 of the Code of Practice for the Governance of State Bodies).

Professionalism and Fairness

Professionalism and fairness can be defined as striving for excellence in all dealings on behalf of the Panel. The Panel relies heavily on the contribution of each individual in their capacity as a director of the Panel or employee in order to perform its functions and requires such persons to meet certain standards.

It embraces the following:

- respecting the dignity of those parties dealing with the Panel and colleagues alike;
- being courteous at all times;
- directors endeavouring, subject to the management of any conflict of interest, to attend all meetings of the Panel and committees on which they serve;
- a commitment to fairness in all business dealings;
- complying with employment equality and equal status legislation; and
- complying with technical and professional standards pertaining to the position held and best practice generally.

Disclosure of Interests

Each Board member must act, and be seen to act, objectively and independently. Therefore, Board members should ensure that they comply with their statutory obligations with regard to actual and potential conflicts.

The statutory obligations of Board members in respect of conflicts of interest derive from the Ethics in Public Office Act 1995 as amended by the Standards in Public Office Act 2001. In addition, section 5 of the Code of Practice for the Governance of State bodies contains a number of additional obligations in relation to conflicts of interest.

In summary, these obligations require Board members to:

1. On appointment as a Board member, provide to the Secretary of the Board a statement of interests as prescribed in the Code of Practice for the Governance of State Bodies.
2. On an annual basis provide a statement of interests to the Standards in Public Office Commission and to the Secretary of the Board. Where the Board member is also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under the Code of Practice for the Governance of State Bodies.
3. On an ongoing basis, disclose material interests to fellow Board members in respect of any matter that falls to be considered by the Board.

With regard to meeting their disclosure of interest obligations, Board members should note the following:

1. Interests disclosed by Board members under the Code of Practice for the Governance of State Bodies are required to be recorded in a special confidential register maintained by the Secretary of the Board. Access to this register is restricted to the Chairperson and the Secretary of the Board.
2. The ongoing obligation to disclose interests relevant to a matter that arises applies even though the interest may have been already disclosed in the annual statement of interests or at a previous meeting.
3. The Chairperson of the meeting has a determining role where an issue in regard to a disclosure of interest arises. Where the interest relates to the Chairperson, he/she must retire from the Chair and the issue will be determined by the majority vote of the remaining Board members.
4. If a Board member is deemed to have a material interest, he/she must cease to be involved in any consideration/decision in relation to the matter and to absent themselves from the meeting or that part of a meeting during which the matter is discussed.
5. As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should,

in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Board at the earliest opportunity.

6. A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) has declared a material interest.

Lawfulness and other obligations

As a statutory body and regulator the Panel strives to perform its functions and meet its obligations to the highest standards. This means always acting within the laws of the State and with published codes relevant to the Panel.

It includes the following:

- fulfilling all regulatory and statutory obligations imposed on the Panel;
- conforming with Panel procedures in relation to conflict of interest situations;
- ensuring insofar as possible that any business venture or transaction which is at variance with legal or regulatory requirements or which might be associated or regarded as supportive of illegal or criminal activities is not entered into on behalf of the Panel;
- promoting and preserving the safety regulations and the health and safety of directors and employees of the Panel;
- directors endeavouring to attend all Board meetings, subject to the management of any conflicts of interest;
- introducing controls to prevent fraud;
- adhering to procedures laid down by the Panel from time to time.

Loyalty

Loyalty means being faithful to the Panel and includes:

- protecting the good name and interests of the Panel;
- being fully committed in all the Panel's business activities; and
- acknowledging the duty of all to conform to the highest standards of business ethics.

Work environment

The Panel places the highest priority on promoting and preserving the health and safety of its employees. The Panel is fully supportive of a culture whereby employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.

Review

The Panel commits to reviewing this Code of Conduct every 5 years.