

**CODE OF BUSINESS CONDUCT
FOR
BOARD MEMBERS**

September 2022

1. INTRODUCTION

1.1 Objectives

The objectives of this Code of Business Conduct are to:

- establish an agreed set of ethical principles;
- promote and maintain confidence and trust in RTÉ and its subsidiaries, including the protection of the good name and reputation of RTÉ and its Board members; and
- assist in preventing the development of unethical practices.

Scope: RTÉ is a statutory corporation established under the Broadcasting Authority Act, 1960. It has a number of subsidiary entities, which are companies incorporated under the Companies Act 2014. Throughout this document the term 'Board member' includes directors of the subsidiary entities. Members of the Board of RTÉ are appointed under Section 81 of the Broadcasting Act 2009.

1.2 Guiding Principles

- (i) This Code is intended to steer the conduct of Board members as they carry out their duties as Board members, both internally and externally to RTÉ. This code, along with the staff Code of Business Conduct, will be instrumental in promoting the organisation's reputation and inspiring public confidence in how RTÉ conducts its affairs, whilst also helping to create a culture of excellence through a continuous demonstration by RTÉ of its commitment to ethical behaviour.
- (ii) Board members should always act fairly, in good faith and in an impartial way to meet the objectives of RTÉ. Board members will ensure that nothing they do or say should ever weaken RTÉ and its Board members. Board members will avoid publicly criticising the Board. A Board member will not take any action (directly or indirectly) against RTÉ.
- (iii) RTÉ's ability to live up to its commitments and ethical standards is directly dependent on the day-to-day choices and actions of each individual, be they Board members or staff members. These choices should be based on a belief in the principles of integrity, honesty and fairness in the conduct of RTÉ business.
- (iv) This Code describes the conduct expected of Board members in the performance of their activities on behalf of RTÉ. It is incumbent on each Board member, both individually and collectively, to do their best to live by the standard of business outlined in this Code of Business Conduct. Each Board member must also strive to support all commitments that RTÉ has made to conduct business in an honest and ethical manner.

1.3 Board Members and Duty of Care

- (i) Board members have a general duty of care to RTÉ and its subsidiaries. This duty of care encompasses the exercise of their powers in good faith and in the interest of RTÉ as a whole, the diligent performance of duties, the appropriate use of RTÉ facilities and services, and honest dealings with third parties on RTÉ's behalf.

(ii) Board members are obliged to comply with all laws and regulations applicable to RTÉ's activities and its places of business.

(i) Board members should act with integrity at all times and must never engage in fraudulent activity of any kind.

1.4 Policy Approach

(ii) The RTÉ Board and subsidiaries of RTÉ fully comply with the Code of Practice for the Governance of State Bodies issued by the Department of Public Expenditure and Reform. Your attention is drawn to the section titled "Role of Board Members".

1.5 Board members are expected to be conversant with this Code of Conduct and the various policies and procedures governing RTÉ's activities, business and financial transactions.

2. **PROTECTING CONFIDENTIAL INFORMATION**

2.1 RTÉ Proprietary and Copyright Information

RTÉ's propriety information is any information owned by the organisation, much of which is confidential. This information may be subject to patent, copyright or other intellectual property rights and includes (but not limited to) technical information, creative information, scheduling information, business plans and projections, marketing plans, financial data and personnel information. Therefore, Board members who have, or gain access to, RTÉ proprietary and confidential information must take every precaution to keep this information confidential and prior permission must be sought, and approved by the Board or its Chair, prior to disclosing information externally.

In the event that Board members cease being members of the Board for any reason, all property, including documents and media which contain RTÉ propriety information must be returned to the RTÉ Group Secretary. If not returned, the former Board member is required to confirm to the RTÉ Group Secretary that all property, including documents and media which contain RTÉ propriety information, have been disposed of in an appropriate manner. Any requests by former Board members for access to previous Board papers should be directed to the RTÉ Group Secretary in the first instance. After membership of the Board ceases, a strict duty of confidentiality remains.

2.2 Acquiring Information about others

(i) The receipt of sensitive business, creative, financial, schedule, production or technical information from competitors or other industry organisations carries significant risks.

(ii) If Board members receive, in the course of their duties as members of the Board, another party's propriety information, they must proceed with caution to prevent any accusations that RTÉ misappropriated or misused the information. The use of any such information for personal advantage is prohibited.

2.3 Communicating Information to the Public

- (i) It is essential that where circumstances dictate, certain information must remain confidential. This will be necessary in the context of protecting RTÉ's competitive position and to comply with applicable agreements and laws.

3. **PERSONAL AND PUBLIC ACTIVITIES OF BOARD MEMBERS**

It is entirely appropriate that Board members will become involved in personal and public activities outside of their RTÉ duties, whenever it is consistent with the organisation's public service obligations.

3.1 Impartiality

- (i) Whilst RTÉ respects the rights of individual Board members to participate in personal and public activities outside RTÉ, these activities must be consistent with RTÉ's obligation of impartiality. Personal and public activities which are likely to compromise RTÉ's impartiality as a public service media organisation, or undermine public confidence in the organisation, are inconsistent with a continuing role as a Board member.
- (ii) It is incumbent on Board members to ensure that unfair advantage is not taken, and could not reasonably be implied to be taken, of their connection with RTÉ, and to ensure that no undesirable publicity is drawn to RTÉ resulting from their engagement in such outside activities. This is particularly relevant where the individual is involved in high profile, political or controversial activities and has, at the same time, access to sensitive broadcasting areas within RTÉ. Board members involved in such activities must ensure that this does not lead to a situation in which the public confidence in the impartiality of RTÉ is undermined.

3.2 Access to Media

- (i) RTÉ Board members are also citizens of this democracy and have the normal civic rights vis-à-vis expressing their views in public. There are occasions, however, when these rights have to be tempered by duties imposed by membership of a statutory body such as RTÉ or one of its subsidiaries.
- (ii) In matters relating to broadcasting, the goal of all Board members must be to facilitate, never hinder, the ability of the Board to fulfil its mission. Clearly, there can be occasions when engagement with the media in public debate is not only inappropriate, but possibly damaging to the credibility of the Board and therefore to its effectiveness as an advocate of public service broadcasting.
- (iii) This Board must control, carefully and thoughtfully, how it communicates to the different stakeholders in Irish society which are affected by its deliberations. What, how and when the Board communicates with them should be regulated where possible by the Board and co-ordinated by the Chair.
- (iv) Some interpretation is needed as to what topics are consistent with the need to speak with one voice and therefore avoid carrying Board internal debates into the public media. Clearly, some issues related to broadcasting could not be described as at all

“live” at this point in time (e.g. matters of broadcasting history, broadcasting in other parts of the world) but many issues are “live”, either in the sense that they are actively on the Board rolling agenda or could arrive on its agenda very quickly, or have industrial relations implications within the organisation.

- (v) A judgement has to be made as to what is a “live” issue and the Chair must be responsible for this. The Chair should normally be the conduit between the Board and the media but may want to delegate this duty at times to another member. Full co-operation with this procedure is needed so that the Board can properly utilise the power vested in it to act in the public interest in developing broadcasting in Ireland.

3.3 Relationships with suppliers

In general, Board members do not have a direct involvement in the Procurement process. Board members have a duty to maintain the reputation of RTÉ through fair, open and consistent dealing with suppliers. The RTÉ Purchasing Procedures and Guidelines and RTÉ Fair Trading Policy and Procedures apply to RTÉ and its subsidiaries.

4. **FINANCIAL MATTERS, INCLUDING GIFTS AND ENTERTAINMENT**

4.1 Definition

- (i) In this context gift is broadly defined as anything that is given to a Board member, either as a result of a relationship with a particular party or because the Board member is a public figure, and for which the Board member does not pay fair market value. For the avoidance of doubt, this includes the provision of services (travel, accommodation, use of facilities etc.) by a third party to a Board member on a “free of charge” basis.
- (ii) Gifts offered by personnel of different organisations differ widely and may include material goods, services, travel and accommodation for business or vacation purposes, tickets to sporting or cultural events, and continuing or once-off discounts not generally or readily available to the public at large.

4.2 Bribery and Corruption

- (i) The Criminal Justice (Corruption Offences) Act 2018 makes it an offense for any person to corruptly offer, give to, or accept from a person, a "gift, consideration or advantage" as an inducement to, reward for, or on account of any person doing an act in relation to their office, employment, position or business.
- (ii) "Corruptly" has a broad definition in the Act and includes acting with an improper purpose personally or by influencing another person. The definition is a non-exhaustive one and, consequently, there is potential scope for actions not explicitly listed under the Act to come within the definition.
- (iii) The Act provides for a number of bribery and corruption offences, including specific offences relating to Irish officials. Section 7 of the Act has introduced the new offence of "Corruption in relation to office, employment, position or business". The definition

includes officers, directors, employees and members of Irish Public bodies, which includes RTÉ.

As a board member / director of a Public body you must therefore never, either directly or indirectly, offer or accept a bribe and must not knowingly participate in or facilitate corrupt or illegal activities.

- (iv) Not all payments or the provision of gifts and entertainment are bribes. An important element of any successful business arrangement is the ability to effectively engage in key relationships with existing and potential customers, suppliers, government or regulatory officials and other third parties. Relatively low value bona fide gifts and hospitality are permissible in the circumstances, in line with the guidance in Section 4.3 below.
- (v) While it is impractical to anticipate all of the possible scenarios that should raise red flags or corruption concerns, below are a few common examples to look out for:
 - Accepting gifts or other rewards in return for sharing confidential information with a person outside RTÉ.
 - Accepting 'kickbacks' or payment of any type for preferential treatment, for example in supplier selection, tender process and/or work allocation processes.
 - Third party requests that payments be made to another party, to a third-country bank account, to a specific person's personal bank account, or through other unusual financial arrangements.

4.3 Receiving Gifts

- (i) Board members are responsible for ensuring that they maintain the highest standards when involved in dealings with third parties, whether or not they are acting on behalf of RTÉ in this capacity. As such, members should never solicit or accept personal advantages or gifts of material value from firms or persons.
- (ii) Business gifts and entertainment may be accepted by Board members as courtesies where such are designed to build understanding and goodwill among business partners. In this context, during the traditional gift giving seasons, gifts of modest value may also be accepted, where refusal to accept might give offence.
- (iii) When a Board member is a guest in another country and if the gift is being offered as part of a public occasion, it is best to accept the gift on behalf of RTÉ. In such situations, the Board member should report the gift to the Chair who will decide whether it is of such significance as to warrant handing over to RTÉ.
- (iv) Board members may accept promotional items of limited value, such as inexpensive pens, calendars, mugs, etc. that bear the company name. Board members may also present gifts to other business partners which fall into this category.

Under no circumstances may gifts of cash or cash vouchers be accepted by any Board member of staff arising from their public profile and/or their association with RTÉ.

- (v) In the event of any doubts or queries regarding the appropriateness of the acceptance of a gift, Board members should consult the Chair, in advance, prior to accepting the gift.

4.4 Financial Matters

- (i) Board members are entitled to reimbursement for reasonable expenses, but only if these expenses are actually incurred. The submission of claims for expenses not incurred, or expenses reimbursed separately by another organisation, is strictly prohibited.
- (ii) Board members are entitled to receive a fee for their services, in line with Guidelines and rates set-out by the Department of Public Expenditure and Reform and the Department of Finance. In line with the One Person One Salary (OPOS) principle, since 1 November 2011 public servants and public sector employees (with the exception of “worker directors”) who sit on state boards may not be paid board fees.
- (iii) In line with Government policy since January 2012, Board members have the option to waive board fees on a discretionary basis as a matter of formal protocol.
- (iv) RTÉ operates a variety of audience / reader competitions across all areas of output. These include postal competitions, premium rate phone and text competitions, non-premium rate phone and text competitions and online competitions. In order to avoid allegations of improper conduct or bias, RTÉ competitions are not open to Board members and their immediate family members.

5. ETHICS IN PUBLIC OFFICE

The Ethics in Public Office Acts 1995 to 2001 set out statutory obligations which apply to Board members as holders of “designated directorships”, as defined in legislation. Guidelines on compliance with the Ethics Acts has been published by the Standards in Public Office Commission on their website (<https://www.sipo.ie/resources/wider-public-service/>)

5.1 Register of Interests

Board members will declare any private, voluntary, charitable or political interest that might be material or relevant to the business of RTÉ. The Ethics in Public Office Act 1995 requires all Board members to furnish a statement in writing of:

‘The interests of the director and the interests of his or her spouse, or a child of the director or his or her spouse, of which he has actual knowledge, which could materially influence the person in or in relation to the performance of the functions of the directorship. This statement is required for each year or part of a year he or she holds or held the directorship’

Where necessary, each Board member will maintain an entry on a register of interests that will typically be a record of all relevant personal and business interests. If Board members are unsure as to the type of interests that they should declare, they will discuss this with the Chair or RTÉ Group Secretary.

Board members have legal requirements under the Companies Acts and requirements under the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001. The procedures set out in Appendix 1 must be complied with in this regard.

5.2 Conflicts of Interests

- (i) Board documents on any case which relate to any dealings with the interests detailed in 5.1 above (Register of Interests) should not be made available to the Board member concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interest). Decisions, once taken, should be notified to the Board member.
- (ii) As it is recognised that the interests of a Board member and persons connected with them can change at short notice, a Board member, should in cases where they receive documents relating to their interests or of those connected with them, return the documents to the RTÉ Group Secretary at the earliest opportunity.
- (iii) A Board member should absent themselves when the Board is deliberating or deciding on matters in which that member (other than in their capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Board member would not have access) should be maintained.
- (iv) Should a matter relating to the interest of the Chair arise, they should depute another Board member to chair the Board meeting and should absent themselves when the Board is deliberating or deciding on a matter in which the Chair or a person or body connected with the Chair has an interest.
- (v) A Board member connected to a company, contractor or other third party contracting with RTÉ for business services (including, as an example, a Production Company tendering for independent commissioning contracts for Television and/or Radio programmes) should absent themselves in the event of any Board (or sub-Committee) discussion of the tender/contract and a separate record should be maintained.
- (iv) Where a question arises as to whether or not a case relates to the interests of a Board member or a person or body connected with that Board member, the Chair of the Board should determine the question.

Where a conflict of interest exists and the Board member does not declare their interest and/or offer to withdraw, the Chair should take appropriate action to ensure that the Board (and the Board member concerned) is not compromised.

The fundamental principle is that Board members should not use, or give the appearance of using, their public position to further their private interests.

5.3 Further Employment

The acceptance of further employment where the potential of conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function of designated directorships in the State body has ceased.

6. STANDARDS OF BEHAVIOUR

6.1 Leadership and Public Service

The Board is responsible for determining the specific values and standards for RTÉ, building on the core values and standards contained in this Code of Business Conduct. These values are re-enforced for RTÉ staff in the *mission, vision and values* document. Individual Board members are expected to show leadership by promoting these values and standards. They will act as a role model for all RTÉ personnel.

6.2 Integrity and Obligations

Board members will be (and be seen to be) selfless and objective. They will adhere to the highest standards of personal and professional integrity. Specifically, Board members will:

- demonstrate selflessness by taking decisions solely in terms of public interest. A Board member will not act in order to gain financial or other material benefit for themselves, or for family members or friends;
- demonstrate integrity by not placing themselves under any financial or other obligation to any individual or organisation that might reasonably be thought to influence the performance of their duties;
- be objective – decisions on public business will be taken solely on their merit; and
- commit to participate vigorously and energetically, but also ethically and honestly at all times.

6.3 Openness / Information

The Board has a duty to be as open as possible about its decisions and actions, giving reasons for decisions and restricting information only when the wider public interest clearly demands. The Board should make an explicit commitment to openness. There are limited circumstances where full disclosure of information is not appropriate.

The Board will communicate to stakeholders in plain language, make information widely available and consult thoroughly. The Board will also comply with the Regulation of Lobbying Act 2015.

RTÉ will comply with legislation on the release of information to the public, including where applicable the Freedom of Information Act, The General Data Protection Regulation and Data Protection Acts. This means having a clear policy on:

- the standards for responding speedily to enquiries and requests for information, as provided for in the principles of quality customer service for customers and clients of the public service;
- the criteria for withholding information and a mechanism for appealing against any decision of this kind; and

- the criteria for charging for information to cover the costs of providing it.

It is important to have in place a procedure for dealing with complaints from the public. It is also important that the Board should review the procedures from time to time.

6.4 Obligations

Board members should set-out their responsibilities regarding the Annual Report and the Group Financial Statements in the Statement of Board Members Responsibilities, contained therein.

Board members should review annually the effectiveness of the system of internal controls, including financial, operational and compliance controls and risk management, as is required by the Code of Practice for the Governance of State Bodies.

Board members must ensure that the Chair keeps the relevant Minister advised of matters arising in respect of RTÉ.

Board members are responsible for assessing the Group and subsidiary entities ability to continue as a going concern. This involves consideration of cash flows, liquidity and business activities and disclosing, as applicable, matters related to going concern. Board members will use the going concern basis of accounting unless the directors either intend to liquidate the Group and the entity or to cease operations, or have no realistic alternative but to do so.

The Board should be supplied, in a timely fashion, with information which is of a suitable quality, to enable Board members to satisfactorily discharge their duties.

The Board is responsible for compliance with all statutory obligations applicable to RTÉ. Where individual Board members become aware of non-compliance with any such obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified. In the event that the matter is not rectified, it should also be brought to the attention of the Minister for Tourism, Culture, Arts, Gaeltacht, Sport and Media. For this reason, a Board member should seek to make every reasonable effort to attend all Board meetings.

6.5 Loyalty

Board members have a responsibility to be loyal to RTÉ and be fully committed to all its business activities. A Board member should be aware of their duty to conform to the highest standards of business ethics.

Board members must respect their fellow Board members and employees of RTÉ and the role they play, treating them with courtesy at all times. A Board member may also be called upon to represent the Board in dealing with the public and/or other external organisations. In these circumstances, it is a Board member's duty to maintain the reputation of the organisation by treating people in a helpful and courteous manner; on a timely, reliable and, where appropriate, confidential basis; and in an open and efficient way.

6.6 Fairness

This Code of Business Conduct places an onus on Board members to ensure compliance with employment equality and equal status legislation, commitment to fairness in all business dealings (including compliance with the RTÉ Fair Trading Policy and Procedures), and the valuing and treatment of all customers equally.

6.7 Work Environment / External Environment

Board members will place the highest priority on promoting and preserving the health and safety of employees, ensure that community concerns are fully considered and provide arrangements to ensure minimal detrimental impact on the environment from the state body's operations. Board members approve a Protected Disclosures policy which promotes the development of a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.

6.8 Access to Independent Advice

Board members have access to the advice and services of the RTÉ Group Secretary, who is responsible to the Board for ensuring Board procedures are followed and applicable rules and regulations are complied with.

In urgent or sensitive situations where concerns arise which cannot be appropriately addressed through normal channels, particularly regarding possible financial improprieties, these should be directed to the RTÉ Group Secretary.

Board members, in furtherance of their duties may take independent professional advice, if necessary, at the reasonable expense of RTÉ. Where a Board member deems it appropriate to seek such independent professional advice they should notify the Chair and RTÉ Group Secretary who will facilitate the engagement of such professional advice by the Board member.

7. REVIEW OF CODE

This Code of Business Conduct was approved by the Board on 22 September 2022 and will be reviewed by the Board on a periodic basis.

APPENDIX 1 – REGISTER OF INTERESTS

Board members have legal requirements under the Companies Acts and requirements under the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001.

- (i) On appointment to the Board, each member should furnish to the RTÉ Group Secretary details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:
- (a) a spouse, civil partner, parent, brother, sister, child or step-child;
 - (b) a body corporate with which the member is associated;
 - (c) a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and
 - (d) a person acting as a partner of the member or of any person or body who, by virtue of (a) – (c) above, is connected with the member.

Each member should furnish to the RTÉ Group Secretary details of business interests on the lines above of which he/she becomes aware during the course of his/her directorship.

- (ii) Where it is relevant in any matter which arises, the member should be required to indicate to the RTÉ Group Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i) above.
- (iii) The Board may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, shareholdings valued at more than €15,000 or of more than 5% of the issued capital of a company should be disclosed.
- (iv) If a member has a doubt as to whether this Code of Business Conduct requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chair.
- (v) Details of the above interests should be kept by the RTÉ Group Secretary in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the RTÉ Group Secretary as soon as possible. Only the Chair, RTÉ Group Secretary and Director General should have access to this register.