

# **RTÉ CODE OF BUSINESS CONDUCT**

**September 2022**

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## **1. INTRODUCTION**

**1.1** The Code of Business Conduct is intended to steer the conduct of RTÉ employees as they carry out business activities. It is incumbent on everyone in the organisation, both individually and collectively, to do their best to adhere to the standards outlined in this Code of Business Conduct.

RTÉ's ability to live up to its commitments and ethical standards is directly dependent on the day-to-day actions of each individual. These choices should be based on the three principles of:

- Honesty and integrity in the conduct of business activities,
- Loyalty to RTÉ, and
- Confidentiality.

These principles are explained in detail in Sections two, three and four of this document.

RTÉ will comply with the *Code of Practice for the Governance of State Bodies* issued by the Department of Public Expenditure and Reform and the highest ethical standards are required of all RTÉ employees. This Code should be read in conjunction with the RTÉ Employee Handbook.

### **1.2 Objectives**

The objectives of this Code of Business Conduct are to:

- establish an agreed set of ethical principles in line with good practice;
- give clear advice and practical guidance to employees in order to ensure compliance with the requirements of the Code;
- avoid adverse publicity associated with instances of non-compliance;
- require adherence to RTÉ Fair Trading Policy and Procedures;
- prevent the adoption of unethical practices; and
- preserve the reputation and integrity of RTÉ and its employees.

It is impractical to provide guidance in sufficient detail to cover every eventuality that could arise to present employees with a conflict of interest. Accordingly, employees should be aware that the spirit as well as the precise wording of this Code should be observed.

### **1.3 Staff duty of care**

- (i) Members of staff are obliged to comply with all laws and regulations applicable to RTÉ's activities.
- (ii) Staff are required to act with integrity at all times and must never engage in fraudulent activity of any kind.
- (iii) RTÉ is committed to ensuring that cost effective controls and procedures are operated to prevent, detect, deter and deal with fraud and staff are required to fully co-operate at all times with these measures.

#### **1.4 Scope**

- (i) This Code of Conduct is applicable to all RTÉ employees, including employees of RTÉ subsidiaries, irrespective of the nature and duration of their employment contract. The terms 'employees' and 'staff' are used interchangeably throughout this document and denote individuals with a current valid RTÉ contract of employment.
- (ii) While applicable to RTÉ employees, this Code of Conduct is also a relevant reference point for non-employees engaged under a service contract (Contractors, Freelance personnel, Sole Traders etc). These individuals should honour the key principles of honesty & integrity, loyalty and confidentiality and apply these principles in their business dealings with RTÉ.

#### **1.5 Further Information**

Staff should consult with their relevant Department Head or Divisional Head if they have any doubts, or require clarification, in relation to any aspect of RTÉ's Code of Business Conduct.

## **2. HONESTY AND INTEGRITY**

### **2.1 Use of resources**

- (i) It is each employee's responsibility to ensure that all preventative measures are taken to ensure the most efficient use of RTÉ equipment and resources. Everyone who uses equipment also has a responsibility for understanding its proper use and maintaining it in good condition.
- (ii) Staff should be alert to any situations or incidents that could lead to the loss, theft, or misuse of RTÉ property. Upon departure (*retirement, resignation end of contract*) all individuals should notify their immediate manager of any RTÉ materials they have in their possession. All such materials and property should be returned to RTÉ prior to departure.
- (iii) The important role of internal information and communications facilities in carrying out the business of RTÉ makes it crucial to ensure their integrity. These facilities should only be used for conducting business on behalf of RTÉ, or for purposes authorised by management.
- (iv) Any unauthorised use of these facilities, whether or not for personal gain, will be considered a disciplinary matter. It is each person's responsibility to ensure that the use made of RTÉ information systems is relevant to the work undertaken and is properly authorised. It is understood that individuals may, from time to time, make short local calls or use the internet in keeping with the e-mail guidelines within the RTÉ Acceptable Use of Technology Policy. However, abuse will not be accepted.
- (v) Staff are required to familiarise themselves with the RTÉ Acceptable Use of Technology Policy to ensure that the integrity of the organisation's information systems is maintained to the highest standards.

## 2.2 Bribery and Corruption

- (i) The Criminal Justice (Corruption Offences) Act 2018 makes it an offence 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.

Refer to the RTÉ Anti-Bribery and Corruption Policy for further details and guidance.

- (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 an employee 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 specific circumstances, in line with the guidance in Section 2.3.
- (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 to be paid in cash.
  - 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.
  - Insistence by an employee on themselves dealing only with a particular service provider/supplier/bank account, or insistence of a service provider/supplier on dealing only with a specific employee.
  - Submitting poorly documented or incomplete expense claims (see 2.6).
- (vi) Other considerations which relate to trading activities are addressed in Section 2.4.

## 2.3 Gifts and entertainment

### **Definition**

- (i) In this context a gift is broadly defined as anything that is given to a member of staff, either as a result of a relationship with a particular party or because the member of staff is a public figure, and for which the recipient does not pay fair market value. For the avoidance of doubt, this also includes the use of services (facilities, property, equipment etc.) for which the recipient does not pay fair market value.
- (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.

### **Guiding principles**

- (i) In all instances staff members should remember that RTÉ is a high-profile public broadcasting organisation and must ensure that its dealings with suppliers and customers reflect on the organisation positively.
- (ii) Staff members should not allow a position to develop where the acceptance of a gift might be deemed by others to have influenced a decision or led to a potential conflict of interest.
- (iii) Staff who have concerns relating to the acceptance of gifts and other entertainment items arising from their business dealings should refer their query, via their Line Manager, to the appropriate RTÉ Divisional Head.
- (iv) It is each staff member's responsibility to ensure that RTÉ's image is not damaged in any way by the acceptance of gifts or entertainment which would compromise their position, or RTÉ itself.

### **Policy**

- (i) Staff are responsible for ensuring that they maintain the highest standards when involved in dealings with outside agencies, whether or not they are acting on behalf of RTÉ in this capacity. As such, staff should never solicit or accept personal advantages or gifts of material value\* from firms or persons as a result of the staff member's association with RTÉ.
- (ii) Business gifts and entertainment may be accepted by employees 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) Employees can accept promotional items of limited value\*, such as inexpensive pens, calendars, mugs that bear the company name. Employees can also present gifts to other business partners which fall into this category.
- (iv) Members of staff may accept gifts offered by virtue of the public profile of the staff member connected with RTÉ provided:
  - the gift is unsolicited;

- the gift is of moderate value\*;
- not more than one gift is accepted in any year from any one source; and
- details of gifts are notified at once to appropriate Divisional Head within RTÉ.

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

- (v) When an employee 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 the organisation. In such situations the employee should report the gift to the Divisional Head and hand it over to RTÉ.
- (vi) Staff should not give any money or any gift to any director, executive, official or employee of any supplier, customer or any other organisation if doing so would influence or could reasonably give the appearance of improperly influencing the organisation's relationship with RTÉ. RTÉ staff shall not make a gift to any third party whatsoever where such a gift could be construed as unlawful. Staff may provide a gift of a nominal value once it falls within the parameters set out in this Code of Business Conduct.
- (vii) The entertainment of staff by suppliers or customers is acceptable within normal commercial criteria. However, business entertainment must be moderately scaled and clearly intended to facilitate business goals. This criteria is defined as follows:
  - business entertainment in the form of meals and beverages is acceptable as long as it is modest and infrequent
  - a ticket for a sports event or other public entertainment may be accepted
  - entertainment should, as far as possible, be on an equivalent and reciprocal basis

**\*Monetary values**

- (i) This policy provides for the acceptance of gifts and hospitality, provided these are of a modest / limited value. Staff members who have any doubt as to whether a gift is of modest value should always refer the matter to their Line Manager. This policy is not intended to be prescriptive in addressing the treatment of all potential types of gifts.
- (ii) In most cases, gifts of modest value are offered during the traditional gift giving season, or to make a special occasion (*departure of staff, milestone employment anniversary etc.*). Other criteria which are usually present in the circumstances of the granting of gifts of modest value are as follows: the gift is not asked for; it is given openly, not secretly; the gift is often reciprocated by the organisation at a later stage; the gift is not made with the intention of influencing a business decision or to obtain advantage; the gift is of a value and type which an ordinary member of the public would consider reasonable.
- (ii) It is each staff member's responsibility to ensure that RTÉ's image is not damaged in any way by the acceptance of gifts or entertainment: if in any doubt ask for advice.

**Record-keeping**

- (i) A written record of gifts must be maintained by each division. The staff member receiving the gift must firstly notify their Line Manager of the details of the gift. The Line Manager will, in turn, ensure that the details (*date, recipient, details of gift, person*

*/ organisation making the gift*) are recorded in a divisional gifts' register to be maintained locally in a manner prescribed by the Divisional Head.

## **2.4 Obligation to Trade Fairly and Transparently**

- (i) In many circumstances staff will be required to transact business on RTÉ's behalf. Staff must ensure that all business transactions are properly accounted for and reported in RTÉ's books and records, and that appropriate tendering procedures are carried out as and when required.
- (ii) The RTÉ Purchasing Procedures and Guidelines and RTÉ Fair Trading Policy and Procedures apply to all staff. They are particularly relevant to staff members engaged in buying and selling goods or services directly with customers or suppliers external to RTÉ as well as to those engaged in such activities internally within RTÉ (such as between its public service activities and its commercial activities). Adherence to these Policies and Procedures will ensure fairness, transparency and honesty in all business transactions.
- (iii) Any staff member who, in the course of their official duties, may have dealings with an outside business in which he/she has an interest, must immediately disclose the nature of the interest to the relevant RTÉ line manager. Another staff member may, if deemed necessary, be then asked to deal with the matter. Likewise, any member of staff involved in purchasing decisions is obliged to inform the relevant RTÉ Line Manager and the RTÉ Head of Procurement of any interest in, or connection they may have with, the firm with which RTÉ are contemplating doing business.
- (iv) Where a member of staff has an interest in a company which supplies products and/or services to RTÉ, he/she must not attempt to influence decisions regarding the selection process in order to obtain special treatment for a particular supplier. Any attempt to do so will undermine the integrity of the organisation and will be in breach of RTÉ's Policies and Procedures in this regard, which may result in the staff member being subject to disciplinary proceedings as appropriate.

## **2.5 Financial integrity**

Financial control procedures in RTÉ exist to help protect assets and business information, promote financial integrity and ensure that the Group's financial accounts / reports accurately reflect performance and are not misleading.

Each division has appropriate and clearly defined delegated authority limits and financial procedures which must be complied with. If in doubt, check with your Line Manager and / or divisional Finance Director / Financial Controller.

## **2.6 Expenses**

- (i) Employees are entitled to reimbursement for reasonable business expenses, but only if these expenses are actually incurred. The submission of claims for expenses not incurred represents dishonest reporting and is strictly prohibited. The submission of claims for expenses reimbursed separately by another organisation is also strictly prohibited. Refer to the RTÉ Travel Policy for further details.



## **2.7 Competitors**

- (i) RTÉ will ensure that as a public service media organisation, all decisions and actions taken by the organisation are taken on the basis that they are not counter to competition regulations, or contrary to laws that govern competitive practices in the marketplace and are in compliance with the RTÉ Fair Trading Policy and Procedures.
- (ii) For staff, it is each individual's responsibility to ensure that they do not improperly denigrate competitors and / or their products or services. Where comparisons are made between RTÉ and its competitors, employees should ensure that these comparisons are fair and objectively based. Materially false or misleading statements and innuendoes about competitors, their products or services, is considered to be improper. Such conduct invites complaints from competitors and will affect the respect and integrity of the organisation.

## **2.8 RTÉ competitions**

- (i) 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.
- (ii) In order to avoid allegations of improper conduct or bias, RTÉ competitions are not open to staff of RTÉ (including Contractors) and their immediate family members. This policy applies irrespective of the prize on offer or the division administering the competition.
- (iii) For this purpose an "immediate family member" includes a spouse, partner, child, step child, grandchild, brother, step brother, sister, step sister, parent, step parent or legal guardian.
- (iv) The Programme Interaction and Competitions Unit will oversee all premium rate competitions. The principles of fairness and transparency will apply in the selection of winners for all RTÉ competitions, irrespective of the competition type and entry mechanism.

## **3. LOYALTY**

A conflict of interest may arise if an individual engages in any activities, or advances any personal interests, at the expense of RTÉ's interests. Members of staff are therefore required to manage conflicts of interest to ensure that the reputation and good name of RTÉ, and its staff, is maintained and to seek prior approval where this is necessary.

It is important that all employees and independent contractors familiarise themselves with the *RTÉ Policy on Personal and Public Activities of Employees*, available on the Hub. Further guidance is also available in the RTÉ Employee Handbook (refer to 'Your Personal and Public Activities' section).

### **3.1 Outside Activities**

- (i) RTÉ accepts that members of staff are free to engage in any activity outside normal working hours provided that, in doing so, this does not impair their ability to give a

satisfactory service to the organisation in accordance with their contract of employment and does not adversely impact RTÉ's standing as a public body and its obligations of impartiality. It is up to the individual concerned to avoid any situations in which loyalty to the organisation may become divided.

- (ii) It is incumbent on RTÉ employees to ensure they give regular and undivided attention to their duties. Any outside activity which is detrimental to the performance of their official duties is a breach of their contract of employment and the employee will be open to disciplinary action being taken, which may include dismissal.
- (iii) RTÉ may request employees to discontinue their involvement in any activity or interest which could potentially be in conflict with the interests of the organisation, impair the ability of employees to perform their work in a satisfactory manner, or have an adverse effect on their attendance.
- (iv) *Remunerated / paid work*: permission must be sought in writing from the divisional head in all cases involving revenue-earning / remunerated activities outside RTÉ.

*Unremunerated work*: unremunerated outside activity does not itself render the involvement appropriate or permissible. Therefore, permission must be sought in writing from the divisional head if an outside activity might be regarded as incompatible with employment or conflict with the interests or responsibilities of RTÉ. Unremunerated activity in support of a political party, group or purpose merits particular reference and further guidance is contained in the RTÉ Employee Handbook.

### **3.2 Involvement in other businesses**

- (i) Employees may not take part in the management of, or have a financial interest in, companies or groups whose main activities may be in competition with RTÉ or could be regarded as being a conflict of interest with their terms and conditions of employment. This includes organisations whose main activities are the supply of products or services used either by RTÉ or a competitor of RTÉ.
- (ii) Any member of staff who is either gainfully employed or running any business, consultancy or company outside of their relationship with RTÉ, or who has a significant financial interest in such a business, must inform the appropriate RTÉ divisional head in writing who will assess if there is a conflict of interest and will notify the member of staff.
- (iii) An employee may be requested to discontinue their involvement in the outside business or activity concerned or, in certain circumstances, asked to dispose of their financial stake in such interests. Alternatively, RTÉ may alter the employee's contract of employment in order to avoid such a conflict of interest.
- (iv) Involvement in outside business activities which do not compete with the organisation may not be regarded as constituting a conflict of interest, provided the two activities are strictly separate. The following criteria must be observed by all staff engaged in activities outside RTÉ:
  - work for the other organisation is not performed on RTÉ time;

- whilst engaged in outside activities staff must ensure that RTÉ equipment and supplies are never used, nor the inappropriate time of other RTÉ personnel utilised; and
- staff must not promote or attempt to sell products or services resulting from their outside business activities to other staff within the organisation, on RTÉ premises or on RTÉ time.

### **3.3 Competing against RTÉ**

- (i) The involvement of all full-time RTÉ employees in any way in commercial broadcasting companies considered to be in competition with RTÉ, whether as shareholders, broad directors, consultants, contributors or in the provision of services of any kind – including training courses not set up by RTÉ – will be regarded as incompatible (except in the most exceptional of circumstances, approved by the Division Head) with continued employment with RTÉ. Employees who become so involved will be required to resign from RTÉ.
- (ii) The position of part-time employees and those on fixed-term or casual/irregular engagements will also be reviewed but can only be considered with the prior approval of their divisional head. This will not preclude approval being given from time to time for individuals to participate in programmes on commercial stations where it is appropriate or in RTÉ's interest that they should do so.

Individuals who are in doubt about these issues are advised, in their own interest, to clarify their position in writing with their divisional head.

### **3.4 Registrable interests**

- (i) Board members and staff who are holders of certain designated positions are required to prepare and furnish to the RTÉ Group Secretary an annual statement in writing of their registrable interests. Please refer to the website of the Standards in Public Office Commission (<http://www.sipo.gov.ie/en/>), or contact the Office of the Group Secretary for further details.

## **4. CONFIDENTIALITY**

### **4.1 Protecting confidential information**

#### ***RTÉ confidential information***

- (i) Members of staff who have access to RTÉ proprietary and confidential information (for example financial reports, employee records, engineering designs, programme information, intellectual property and other data) must take every precaution to keep this information confidential. Staff must also ensure that no information is given out without prior permission being sought and approved by the appropriate manager in RTÉ.
- (ii) Protecting company information also means reporting information as completely and accurately as is practicable. It is incumbent on all staff to ensure that all information reported (for example in written reports) is accurate, relevant and timely as appropriate.

- (iii) Dishonest reporting within RTÉ, or to organisations or people outside the organisation, is strictly prohibited. This involves not only reporting information inaccurately, but also deliberately or carelessly organising it in a way that is intended to materially mislead or misinform those who receive it. Staff must ensure that they do not make false or misleading statements in external reports and/or other documents submitted or maintained for government departments. Dishonest reporting can lead to civil or even criminal liability for staff.

***Third party information***

- (iv) The receipt of sensitive business, creative, financial, schedule, production or technical information from competitors or other industry organisations carries significant risks.
- (v) Other organisations also have intellectual property, including confidential information, which they want to protect. In some circumstances these companies are prepared to disclose and allow others to use this proprietary information for a particular purpose. In certain situations companies may in return seek information from RTÉ. Where requests of this nature are made, and before information is disclosed, it must first be cleared by an appropriate manager within RTÉ of an adequate level of authority.
- (vi) If members of staff receive another party's proprietary information, they must proceed with caution to prevent any accusations that RTÉ misappropriated or misused the information. They must also ensure that the public profile of the organisation is not adversely affected by the manner in which proprietary information is used.

***Personal data***

- (vii) Staff who have responsibility for maintaining personal data are obliged to ensure that it is factual, accurate and retained in a safe manner.
- (viii) Staff are obligated to ensure that any personal data recorded and maintained by them is done so in accordance with acceptable standards and that:
- is obtained fairly and transparently
  - is used only for the purpose(s) it was collected for
  - is relevant and necessary for the purpose(s) is processed and is not excessive
  - is accurate and kept up to date
  - is not disclosed to any unauthorised persons or third parties.

**4.2 Intellectual property**

- (i) RTÉ's proprietary 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 protection and includes technical information, creative information, scheduling information, business plans and projections, marketing plans, financial data, and personnel information.
- (ii) Upon commencement of employment with RTÉ, members of staff assign all rights, title and interest in intellectual property developed when employed in certain capacities, such as managerial, technical, programming or other professional capacities.
- (iii) This intellectual property includes such things as programme ideas, technical plans, IT programs, documents which relate to RTÉ's actual or anticipated business, or documents relating to work performed. This property is exclusively owned by RTÉ,

whether or not it results from tasks performed on behalf of RTÉ either during or after work hours but relating to RTÉ business.

- (iv) Employees who leave RTÉ are obliged to ensure that intellectual property developed by, or entrusted to them, is maintained by the organisation. There is an onus on employees leaving the organisation to ensure that under no circumstances is this property disclosed to outside agencies, or prospective employers, who may operate in the same market as RTÉ and would be deemed by the organisation to be competitors.
- (v) Copyright work completed by a staff member during their term of employment with the organisation shall remain with RTÉ for the full term of the copyright. Similarly, any patent developed during employment will also belong to RTÉ. Employees will not be entitled to any additional copyright payments or patent royalties.

#### **4.3 Legislative obligations**

- (i) Notwithstanding the above, RTÉ will comply with relevant legislation, including Freedom and Information legislation, The General Data Protection Regulation and Data Protection Acts.

### **5. RTÉ POLICIES**

- (i) The behaviour and conduct of RTÉ employees as they carry out their duties is also guided by a number of additional policies and guidelines. These are referenced in the RTÉ Handbook ([RTE Employee Handbook Updates Sept 2020.pdf](#)), and are published on the RTÉ intranet (the Hub). Access the “Employee Services” section of the Hub to find all the documents. The “You and RTÉ” SharePoint site contains further guidance and training.
- (ii) Staff members are required to be familiar with these policies. Updates to policies, and the launch of new policies, are also available from time on the Hub and publicised in the ‘latest news and updates section’.

### **6. RAISING CONCERNS**

- (i) RTÉ’s existing line management structure and system of internal control are the normal and correct mechanisms to detect and/or draw attention to irregularities of all kinds.
- (ii) In exceptional circumstances, it is sometimes necessary to have an alternative reporting line available to staff as a mechanism of last resort. In such instances, the RTÉ Protected Disclosures Policy applies. This sets-out the policy for staff to raise concerns that they may have about actual, or potential, material irregularities in
  - (a) the running of RTÉ, or
  - (b) the activities of colleagues, contractors, suppliers or customers

in so far as such activities have a material adverse bearing on the work of these parties within RTÉ.

This policy is available on the Hub and outlines the reporting lines open to staff to

report irregularities. This includes a confidential reporting line operated by an independent company, Safecall, available at 1800 812 740.

## **7. REVIEW**

This Code and the corresponding Code of Conduct for Board Members will be reviewed periodically.

This Code of Conduct was approved by the Board of RTÉ on 22 September 2022.