

CODE OF CONDUCT FOR DIRECTORS OF THE HOUSING FINANCE AGENCY plc. (HFA)

1. PURPOSE

- 1.1 The purpose of this Code of Conduct is to set down the general principles and standards, which govern the professional activities and conduct of Directors of the HFA thereby maintaining a high level of public confidence in the organisation as a public body and employer.
- 1.2 The provisions of the Code of Conduct are ancillary to the requirements set out in the *Code of Practice for the Governance of State Bodies* and form part of the Terms of Employment for all Directors.
- 1.3 Directors are obliged to comply with policies and procedures and any standards and codes of practice adopted by the HFA. This Code of Conduct is binding on all Directors.

2. GENERAL PRINCIPLES

The Code of Conduct relates both to internal and external activities of the HFA. Wherever we operate, we must ensure that our business is conducted and managed effectively, efficiently and objectively in the public interest, in a manner consistent with the highest professional standards of accountability and responsibility and in accordance with the law.

3. STANDARDS

The HFA is committed to honesty, integrity and transparency in all its dealings. Therefore, it is essential that all Directors conduct themselves and are seen to conduct all activities, to the highest standard possible. The values adopted by the HFA are:

- 3.1 *Integrity, independence and professionalism:* We make decisions based on objective and independent evaluations, and are committed to openness, fairness and transparency in our decision-making. We develop the necessary competence and confidence in our people to enable them to carry out their jobs in a professional manner.

- 3.2 Service to stakeholders: We are committed to providing an excellent service to our various stakeholders, which is courteous, helpful and timely in dealing with queries and requests. We are committed to making information readily available to our stakeholders.
- 3.3 Value for Money: We are committed to working in an efficient and effective manner, and to providing real value for money.
- 3.4 Respect and support for colleagues: Directors should ensure that in their interaction with other Board members and HFA management and staff that there is no discrimination on the grounds of membership of the Traveller community, race or ethnic origin, religion or belief, age, disability, sexual orientation or gender.
- 3.5 Openness to learning: In all of our activities we are open to new insights and greater understanding of ways to improve our organisation and ourselves. We do this by keeping abreast of new developments, which are incorporated into our working practices.

The personal interest of a Director, political or public pressure must never guide our conduct.

4. OBLIGATIONS

- 4.1 Directors have an obligation to attend meetings as required and perform their official duties honestly, faithfully and efficiently, respecting the rights of the public and their colleagues.
- 4.2 There are common law obligations also on all Directors to properly perform the duties for which they are employed including:
- to obey the law
 - to obey all lawful and reasonable instructions from your employer and to work as directed
 - to be competent and efficient in the performance of assigned duties
 - to refrain from conduct which might impair work performance
 - to show reasonable care, and neither use nor allow the use of your employers property, resources, funds for anything other than authorised purposes
 - to incur no liability on the part of your employer without proper authorisation
- 4.3 As well as being responsible for their own conduct, Directors also have a duty to contribute to the smooth running of the workplace by treating their colleagues and the public with courtesy and respect. This means that HFA Directors are expected:
- to avoid behaviour which might endanger or cause distress to their colleagues, or otherwise contribute to disruption of the workplace
 - to respect the privacy of individuals when dealing with sensitive information

- not to harass, bully or otherwise intimidate colleagues or customers
- to have due regard for the safety, health and welfare of others in the use of HFA property and resources

4.4 Directors should be aware of and fulfil all regulatory and statutory obligations of the HFA and enforce them in fair, responsible and consistent manner acting within the legal authority given to them.

4.5 Directors charged with the task of delivering services to customers must respect the individuals with whom they deal and ensure that the needs of the customer are met insofar as it is legally and economically possible. In accordance with the HFA's *Quality Customer Service Action Plan*, Directors have a duty to deal with customers with integrity, diligence and impartiality and with courtesy, consideration, fairness and promptness.

4.6 Directors should respect the principle of non-discrimination and equal treatment for all customers.

5. CONFLICTS OF INTEREST

5.1 Directors are encouraged to participate actively in the communities in which they live and work. However, in engaging in outside activities, directors must, avoid the risk of conflict with their official duties, avoid any impropriety and comply with all HFA disclosure requirements.

5.2 Directors have statutory obligations under the *Ethics in Public Office Acts, 1995-2001*. No Directors may allow a situation to arise where there is a conflict or potential for conflict between his/her own interests and the interest of the HFA. Directors must observe their duties and obligations to the HFA in accordance with the contract of employment and associated terms and conditions of employment. In addition, Directors have common law duties of loyalty, fidelity and confidentiality to their employer. Directors must always act with personal integrity and their actions should be able to bear the closest public scrutiny.

5.3 Any Directors involved with any outside organisation, whether economic, social, cultural or political, have the responsibility to ensure that such involvement is not prejudicial to the interests of the HFA and that it does not create a conflict of interest or potential conflict with their employment with the HFA. Any Director becoming aware of such a conflict/potential conflict must declare this to the Company Secretary immediately, who will decide how the situation should be dealt with.

5.4 As detailed in Section 10.2.3 of the HFA's Policy and Procedures (P&P) Manual, in future, on appointment, Directors of the HFA will agree to sign an agreement that, when their term of office with the HFA ceases, they will not accept a position which may conflict with the HFA for the following twelve month period.

6. DISCLOSURE OF INFORMATION

6.1 Directors are prohibited from making use of, or disclosing, any confidential information gained as a result of employment with the HFA. As detailed in Section 2.4.3.3 of the HFA's P&P Manual, Directors should not retain documentation obtained during their term on the Board, and should return such documentation to the Company Secretary or otherwise indicate to the Company Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Directors require access to Board papers from the time of their term on the Board, this can be facilitated by the Company Secretary.

6.2 When a Director ceases their term of office with the HFA (resignation, retirement or termination of duties due to other circumstances) Directors are obliged by law to protect and respect the confidentiality of HFA information.

6.3 Particular attention is drawn to the following statutory provision:

- The Ethics in Public Office Acts 1995 and the Ethics in Public Office (Prescribed Public Body, Designated Directorships and Designated Positions in Public Bodies), Regulations, 1997 requiring the making of written statements in respect of registerable interests

6.4. A Director shall remain qualified to sit on the Board provided that none of the conditions requiring the vacating of office are met.

The office of Director shall be vacated if the Director:

- i. Is adjudged bankrupt, or
- ii. If a declaration is made in respect of him under Section 150 of the Companies Act 1990, or
- iii. Becomes of unsound mind, or
- iv. Resigns his office by notice in writing, or
- v. Is convicted of an indictable offence, or
- vi. Is for more than six months absent from Directors' meetings without the permission of the Directors, or
- vii. Is removed from office by the Minister, or
- viii. Ceases to be a Director by virtue of Section 15(1) of the HFA Act 1981.

7. OUTSIDE OCCUPATION

- 7.1 Directors are obliged to give their commitment to their duties and responsibilities in the HFA.
- 7.2 There must be no conflict of interest or potential conflict between a Director's HFA work/responsibilities and his/her involvement in any employment (including self-employment) outside of work.

8. ACCEPTANCE OF GIFTS AND HOSPITALITY

- 8.1 Under no circumstances may a Director solicit, either directly or indirectly, gifts, hospitality etc. for personal use, gain or benefit.
- 8.2 The offer of any unsolicited gifts, including hospitality, travel, payments, services or benefits-in-kind on a scale which could affect, or be considered to affect, the ability of a Director to exercise independent judgement on HFA matters, must be declined and notified to the Company Secretary immediately. However, gifts of a nominal value, (i.e. below €200), may be accepted provided that:
- (a) the donor is made aware that acceptance of the gift will not influence any business relationship between the donor and the HFA or its Directors and
 - (b) receipt of the gift is notified by the Director to either the Company Secretary or Chairman of the Board.

9. USE OF PUBLIC RESOURCES

In performing their HFA duties Directors must apply public resources prudently and only for the purpose for which they are intended. They must not use their position in the HFA to pursue private interest using public resources. Directors should ensure that resources provided are used economically for the purpose for which they were provided, treated with care, maintained and properly secured against theft or misuse. Public resources include material and financial resources, staff time and skills, intellectual property and official information.

10. CODE OF CONDUCT REVIEW

The HFA will review this Code of Conduct periodically.

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