An Rialálaí Agraibhia
Agri-Food Regulator

(Ref: ARA/N18/7b)

Code of Conduct for Board Members

Document Control

Version	Date	Author / Owner	Description of Change	Approved By & Date
1.0	3rd January 2024	Corporate Services / Board	Created	Board – 12th January 2024
2.0	12th February 2026 (reviewed)	CEO	Version control added	Board – 20th February 2026

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Introduction

This Code of Conduct is drawn up pursuant to the Code of Practice for the Governance of State Bodies. It does not purport to explicitly provide for all situations which may arise but sets out the main elements of the Code of Conduct including the requirement that Board Members should act in accordance with its overall ethical intent. It should not be regarded as being limited by any defects or omissions that may exist from time to time in any relevant rules, guidelines or policies. The Code is additional to and does not in any way restrict the legal obligations of Board Members.

The Code is intended to:

(a) establish an agreed set of ethical principles;

(b) promote and maintain confidence and trust; and

(c) prevent development or acceptance of unethical practices.

Integrity

Board Members:

- will disclose outside employment/business interests[1] in conflict or in potential conflict with the business of the Agri-Food Regulator and will, on appointment to the Board, make a full disclosure of their employments and business interests and, if relevant, the employments and business interests of their family and of persons and bodies connected with the Board Member as specified in the Code of Practice for the Governance of State Bodies.
- will keep the Secretary of the Agri-Food Regulator advised of all relevant changes in their circumstances so as to ensure that these disclosures are up to-date at all times and will make immediate disclosure of any circumstances likely to give rise to a conflict of interest, directly or indirectly, in the exercise of their duties and functions as Board Members.
- will, at any Board Meeting at which it is proposed to discuss or decide matters in which a Board Member has an interest (other than in his/her capacity as a Board Member) or in which a person or body connected with him/her has an interest, inform the meeting of this interest prior to commencement of the discussion, and shall withdraw from the meeting for so long as the discussion shall continue and return any documents received from the Agri-Food Regulator which could involve any possible conflict of interest.
- will ensure management and employees should not be allowed to be involved in outside employment/business interests in conflict or in potential conflict with the business of the body.
- will not seek, accept or derive, at any time during membership of the Board or thereafter, any unauthorised profit, 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 judgment on business transactions, arising from

[1] *An employment or business interest with any person, body or organisation includes any or all such relationships by whatever name or designation they are called, including, for example: proprietor, Board Member, employee, shareholder, consultant, contractor, sub-contractor, supplier, trustee, partner, etc.*

membership of the Board of An Rialálaí Agraibhia, other than such remuneration or emoluments, if any, directly and properly payable by the Agri-Food Regulator.

- should have a commitment to compete vigorously and energetically but also ethically and honestly and in their capacity as Board members have as their first priority the furtherance of the aims and objectives of the Agri-Food Regulator, notwithstanding their membership of, or involvement in, other organisations.
- should ensure that the conduct of purchasing activities of goods/services is in accordance with best business practice.
- should ensure that a culture applies in the Agri-Food Regulator of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally.
- should ensure that the Agri-Food Regulator 's accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading.
- should avoid the use of the Agri-Food Regulator resources or time for personal gain, for the benefit of persons/organisations unconnected with the Agri-Food Regulator or its activities or for the benefit of competitors.
- should have a commitment not to acquire information or business secrets by improper means.
- will fully comply with the provisions of the Ethics in Public Office Acts 1995–2001 and all instruments made thereunder and section 30 (Disclosure of interests) and section 31 (Conflict of interest) of the Agricultural and Food Supply Chain Act 2023.

Information

Board Members should ensure that there is:

- support by management and employees of the Agri-Food Regulator for the provision of access to general information relating to the Agri-Food Regulator's activities in a way that is open and enhances its accountability to the general public.
- respect for the confidentiality of sensitive information held by the Agri-Food Regulator. This would constitute material such as:
    - commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
    - personal information; and
    - information received in confidence by the Agri-Food Regulator.
- not, during his/her term of office or thereafter, without the specific approval of the Board, or an officer authorised to act on behalf of the Board, any disclosure by him/her of any information whatsoever relating to proceedings at Board Meetings, or any other confidential information relating to the Agri-Food Regulator or its business, functions or transactions, other than to properly authorised persons, within or acting for the Agri-Food Regulator, or as required by law.
- appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- compliance with relevant statutory provisions (e.g. data protection legislation, the Freedom of Information Act 2014).

Obligations

Board Members should ensure:

- that there is fulfilment of all regulatory and statutory obligations imposed on the Agri-Food Regulator.
- there is compliance with detailed tendering and purchasing procedures, as well as compliance with prescribed levels of authority for sanctioning any relevant expenditure.
- the introduction of controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- they use their reasonable endeavours to attend all Board meetings.
- they conform with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment, membership of the Board and/or engagement by the Agri-Food Regulator that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- they acknowledge the duty of all to conform to highest standards of business ethics.

Loyalty

Board members acknowledge the responsibility:

- to be loyal to the Agri-Food Regulator and be fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its parent department.
- to diligently and in good faith to the full extent of their skill and knowledge, carry out their functions as Board Members for the sole purposes for which these functions are authorised by virtue of legislation, or administrative guidelines, or Board policy, as the case may be, in the best interests of the Agri-Food Regulator.
- to ensure that all of their activities are in accordance with the ethical considerations implicit in these procedures, whether covered specifically herein or otherwise in the Code of Practice for the Governance of State Bodies, and with any other rules, procedures or guidelines that may apply from time to time.

Fairness

Board members should ensure:

- there is compliance with employment equality and equal status legislation.
- there is a commitment to fairness in all business dealings.
- that An Rialálaí Agraibhia values customers and treats all customers equally.

Work/External Environment

Board members should:

- place highest priority on promoting and preserving the health and safety of employees.
- ensure that community concerns are fully considered.
- minimise any detrimental impact of the operations on the environment.

Review of Code of Conduct

Board members should ensure:

- that this code is regularly reviewed and updated as appropriate.

Information and Professional Development

All Members of the Agri-Food Regulator shall be supplied with appropriate and timely information for Board meetings and shall have the opportunity to probe and question the executives and to seek such further information as they consider appropriate. The Agri-Food Regulator's professional advisors are available for consultation with Members and shall attend Board meetings as required.

All Members have access to the advice and services of the Secretary who is responsible for ensuring that Board procedures are followed. The Secretary is also responsible for advising Members of the Agri-Food Regulator, through the Chairperson, on all governance matters. Individual Members may seek and obtain independent professional advice at the reasonable expense of the Agri-Food Regulator in furtherance of their duties as a member of the Agri-Food Regulator. Requests should be submitted to the Secretary together with details of the Member's requirements The Agri-Food Regulator has procedures whereby members receive formal induction and familiarisation about the Agri-Food Regulator business operations and systems, and continuing training relating to the discharge of their duties as members and (as appropriate) management.

DECLARATION AND UNDERTAKING BY BOARD MEMBERS

I HEREBY DECLARE that the details of my employment and business interests, and, where relevant, the employment and business interests of my family, and persons and bodies connected with me, set out herein, represent a full and complete disclosure for the purposes of the relevant sections of the Code of Practice for the Governance of State Bodies. I UNDERTAKE TO COMPLY with the Code of Practice for the Governance of State Bodies and the Code of Conduct for Board Members requirements and procedures (copies of which I acknowledge having received and read) including as hereunder.

In addition to the like duties and obligations (save where clearly inapplicable or provided for herein) as those of directors of companies under the Companies Acts or any law or laws relating to companies (duty to act in the best interests of the company; duties of diligence, skill and care; of good faith and honesty; of personal performance – delegation of duties; and duty as to conflict of interest) and requirements under the Ethics in Public Office Acts 1995 and 2001, all of which together with the following procedures, I accept and WITH WHICH I WILL COMPLY, should be observed:

i. On appointment to the Board, each member should furnish to the 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 in accordance with sections 30 and 31 of the Agricultural and Food Supply Chain Act 2023 and the Code of Conduct for Board Members. In addition, each member should furnish to the Secretary details of business interests on the lines above of which he/she becomes aware during the course of his/her Board Membership.

ii. In addition to the foregoing where it is relevant in any matter that arises, the member should indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined at (i). For the purpose of this declaration "Family" and "Persons and Bodies Connected with a Member" shall mean and include as provided for in Section 5.8 (i) of the Code of Practice for the Governance of State Bodies.

iii. Boards may exercise discretion regarding the disclosure by members of minor shareholdings. As a general guideline, relevant shareholdings valued at more than €13,000 or more than 5 per cent of the issued capital of a company should be disclosed.

iv. If a member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that member should consult the Chairperson.

v. Details of the above interests should be kept by the Secretary of the body in question in a special confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Secretary as soon as possible. Only the Chairperson, Secretary and Chief Executive of the body should have access to the register.

vi. Should a matter relating to the interests of the Chairperson arise, he/she should depute the Deputy Chairperson or another Member to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or a person or body connected with the Chairperson has an interest.

vii. Board or the Agri-Food Regulator documents on any case which relate to any dealings with the above interests should not be made available to the Member concerned prior to a decision being taken (such documents should be taken to include those relating

to cases involving competitors to the above interests). Decisions once taken should be notified to the Member.

viii. As it is recognised that the interests of a Member and persons connected with him/her can change at short notice, a Member should, in cases where he/she receives documents from the Agri-Food Regulator relating to his/her interests or of those connected with him/her, notify and return the documents to the Secretary at the earliest opportunity.

ix. A Board Member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her 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.

x. 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 that Member, the Chairperson should determine the question.

I FURTHER UNDERTAKE that I will not disclose to any person other than a Board Member of the Agri-Food Regulator or an authorised officer or servant of the Agri-Food Regulator or the Minister for Agriculture, Food and the Marine or the Comptroller and Auditor General, any information relating to proceedings at the Agri-Food Regulator Board Meetings or any other confidential information relating to the Agri-Food Regulator or its business, or any information relating to a person or company or body which I have acquired in my capacity as Board Member of the Agri-Food Regulator without the consent of the Board, or of an authorised officer of the Agri-Food Regulator, or of the person or company or body to whom or to whose business the information relates, as the case may be (this Undertaking will continue to apply to former Board members).

Particulars of Board Member's Employments:

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Particulars of Board Member's Business Interests:

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Particulars of Relevant Family Employments and Business Interests:

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Particulars of Relevant Employments and Business Interests of Persons or Bodies Connected with the Board Member:

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NOTE:	Board Member's
The following information should be given in respect of each employment and business interest, as relevant: 1. Name of Person, Body or Company 2. Nature of Involvement 3. Date Commenced 4. Tenure (if applicable) 5. Particulars of shareholding	Name ..... Address..... .... Signed: ..... Date: .....

Please Continue on another page if necessary