

# **RESIDENTIAL TENANCIES BOARD**

## **CODE OF CONDUCT**

### **FOR BOARD MEMBERS**

#### **1. Introduction**

- 1.1 This Code of Conduct (“Code”) sets out, in written form, the standards of conduct, ethics, and integrity to which the members of the Residential Tenancies Board (“RTB”) have agreed to adhere in the performance of their duties. The Code incorporates the principles and standards of behaviour generally expected of Board members and senior managers across the public sector including those in the Code of Practice for the Governance of State Bodies (2016) (“Governance Code”) and the Standards in Public Office, amongst others.
- 1.2 The RTB was established by the Residential Tenancies Act, 2004 and draws its authority to act from its provisions. In order to fulfil its functions it is essential that each Board member strives to perform his / her duties in accordance with the highest ethical standards. This Code of Conduct has been adopted by the Board to promote and encourage these standards.
- 1.3 This Code sets out the ethical standards that members of the public, those engaged by the Board to assist in carrying out its functions, other Board members and staff can expect of individual Board members. Adherence to this Code safeguards the reputation of the RTB and promotes and maintains public and stakeholder confidence in the manner in which the Board discharges its functions.
- 1.4 Each Board member is expected to comply with the letter and spirit of this Code and to abide by the values upon which it is based. It is not feasible to have a code of conduct that will specifically provide for all situations that may arise. As a result, all members of the Board of the RTB have a responsibility to ensure that all of their activities, whether covered by this Code or not, are governed by acceptable moral and ethical principles. Therefore, the manner in which members of the Board of the RTB conduct themselves is largely a matter of personal integrity and self-discipline.
- 1.5 The Code will apply to members of the Board in respect of their duties as members of the Board or as members of any of its Board Committees or working groups. A member of the Board, following his / her appointment to the Board, shall be expected to read this Code and sign an acknowledgement verifying that he / she agrees to adhere to it and to act at all times in accordance with its terms.
- 1.6 The objectives of this Code of Conduct are to:
  - 1.6.1 clearly set out the ethical principles in accordance with which the Board will carry out its functions
  - 1.6.2 demonstrate an on-going commitment by the Board to the highest standards of ethical behaviour
  - 1.6.3 promote public and stakeholder confidence and trust in the Board
  - 1.6.4 prevent the development or acceptance of unethical practices
  - 1.6.5 provide guidance to Board members in certain situations that may arise

- 1.7 The Board is committed to on-going monitoring and review of the operation of this Code. The Code will be reviewed annually unless any deficiencies are identified or significant issues arise in the interim period.
- 1.8 The Code should not be read in isolation and should be read in conjunction with specific policies of the Board in relation to areas such as IT, Health and Safety, Data Protection, the code of conduct for employees etc.
- 1.9 The Code is additional to and does not in any way restrict the legal obligations placed on Board members. For example, members of the Board are also subject to the requirements of the Ethics in Public Office Acts (1995 and 2001) and the statutory “Guidelines on Compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001 – Public servants (10th Edition)” published by the Standards in Public Office Commission and where applicable, are expected to comply with the requirements of the Companies Act 2014.
- 1.10 Support and training will be given to Board members where necessary to ensure that the principles in this Code are adhered to.

## **2. Integrity**

- 2.1 Board members must not use their position for personal gain. Any member who has, or may be perceived to have (for example through a connected person), a pecuniary or beneficial interest in, or material to, a particular matter under consideration shall declare that interest, withdraw from the particular Board meeting while the matter is being discussed, take no part in any vote in relation to the matter and not seek to influence any person / other Board member / member of staff in relation to matter. If a Board member becomes aware that an item coming up for discussion at a future Board meeting may present a conflict of interest for him/her, he/she should declare this in advance to the meeting Secretary so as not to receive documentation associated with the item.
- 2.2 Board members shall not use RTB staff, materials, technology, or other resources for personal gain or for the benefit of other persons or organisations.
- 2.3 No Board member or person connected with a Board member may give or accept gifts, benefits, sponsorship, hospitality or preferential treatment which might affect or appear to affect the ability of the Board member to exercise independent judgement in relation to the Board’s functions or activities.
- 2.4 Board members will claim expenses only as appropriate to business needs and in accordance with good practice in the public sector generally.
- 2.5 Board members shall ensure that there are proper controls in place to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming expenses for business travel.

- 2.6 The Board is committed to ensuring that the RTB financial accounts and management reports accurately reflect business performance and are not misleading or designed to be misleading. All Board members and employees are required to co-operate with internal audit in the internal audit process (if applicable).
- 2.7 The Board will ensure that purchasing of goods / services is conducted in accordance with best practice and in compliance with all relevant regulations.
- 2.8 The Board shall ensure that there is compliance with tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure. The Board commits to compete vigorously and energetically but also ethically and honestly.
- 2.9 The Board shall ensure conformity with procedures in relation to conflict of interest situations, including in regard to acceptance of positions following employment and / or engagement by the RTB that may give rise to the potential for conflicts of interest. This is subject to legal limitations in relation to restraint of trade clauses.
- 2.10 Board members will not acquire information or business secrets by improper means.
- 2.11 Board members will not use any information obtained by virtue of their position for the purpose of any dealing (direct or indirect) in property, shares or otherwise.

### **3. Attending to the Business of the Board**

- 3.1 It is vital that sufficient time and attention be devoted by Board members to the business of the RTB to facilitate its effective and efficient operation. Consequentially, it is expected that Board members shall normally:
  - 3.1.1 Read and familiarise him / herself with all paperwork submitted to him / her in advance of any meeting of the Board.
  - 3.1.2 Make all reasonable efforts to attend all Board meetings as convened. Board members are expected to attend all (100% attendance) Board meetings dealing with policy. Board members should use their best endeavours to attend as many tenancy dispute/jurisdiction decision meetings as possible. Details of attendance at Board meetings is published by the RTB in its Annual Report. A Board member's attendance record may be considered in evaluating reappointment.
  - 3.1.3 Punctually attend meetings and normally remain present until their conclusion.
  - 3.1.4 Contribute actively to the business of the meeting and any debates taking place.
  - 3.1.5 Share responsibility for Board decisions.
  - 3.1.6 Make objective decisions based on the information before them.
  - 3.1.7 Participate in Board activities diligently, honestly and courteously at all times.
  - 3.1.8 Ensure the Board conducts its business fairly and in accordance with natural justice.
  - 3.1.9 Behave with courtesy and respect towards fellow Board members, the Director and employees of the RTB, and have regard for their safety, health and welfare.

- 3.1.10 Abide by any Standing Orders for the conduct of meetings or the rulings of the Chairperson.
- 3.1.11 Not engage employees of the RTB to undertake any business or work on behalf of the Board personally but to engage them, having first consulted with the Director, only in or about the business of the RTB.
- 3.1.12 Not engage in conduct, which in the reasonable opinion of the Board, would bring the RTB into disrepute with members of the public.
- 3.1.13 Comply with relevant policy and guidelines issued by the Government and all relevant regulatory and statutory obligations.

#### **4. Loyalty and Collective Responsibility of Board Members**

- 4.1 In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Board as a body are properly represented outside of the RTB by individual Board members.
- 4.2 Board members acknowledge their responsibility to be loyal to the RTB and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of the Minister for Housing, Planning, and Local Government.
- 4.3 Board members have a fiduciary responsibility to the RTB and must at all times act in the organisation's best interests. Board members must always act impartially and take decisions in the best interest of the RTB without regard to the interests of external organisations with which they may be affiliated.
- 4.4 Board members are expected to support the work of the Executive in protecting the RTB's brand and reputation. To this end, Board members should refrain from comment in public on the activities or decisions of the Board.
- 4.5 The Board accepts that individual members may have opinions on particular matters that differ from the collective opinion of the Board and that these Members are entitled to have their contrary opinions recorded in the Minutes of Board meetings.
- 4.6 Notwithstanding this, all members are expected to abide by the decisions of the Board and not to publicly (in relation to the affairs of the RTB) adopt, promote or engage in a position, a view or a course of conduct which is contrary to that of the Board as articulated in such decisions.

#### **5. Conflicts of Interest**

- 5.1 The activities of the Board must be conducted in an objective manner and be seen to be so conducted. A conflict of interest may arise where a board member's relationships, interests (including business, professional and / or employment interests) influences or might be perceived as influencing his / her decision in relation to a matter or is in conflict with the objectives and activities of the Board. Conflicts may arise generally in relation to the Board's activities or in relation to particular matters that are subject to Board decisions. A Board member will have an interest in a matter if a connected person (within the meaning of section 2(2) of the Ethics in Public Office Act

- 1995) has an interest.
- 5.2 Board members will disclose outside interests (whether personal, financial, employment, business or voluntary) that may appear to be, or actually be, in conflict with the business of the RTB.
- 5.3 Board members shall comply with the requirements of section 170 of the Residential Tenancies Act, 2004 in relation to disclosure of interests.
- 5.4 Board members will submit all declarations of interests statements required under the provisions of the Ethics in Public Office Acts.
- 5.5 Where a Board member has an actual or perceived conflict in relation to a matter to be considered by the Board or by the Director and officers of the RTB, then it is expected that:-
- 5.5.1 The interest and its nature be disclosed by the Board member in advance;
  - 5.5.2 He/she does not influence or seek to influence a decision to be made in relation to the matter;
  - 5.5.3 He/she absents him/herself from any meeting or part of a meeting at which the conflict of interest or potential conflict of interest is discussed by leaving the meeting room
  - 5.5.4 He/she does not vote on any matter in which he/she has a conflict of interest;
  - 5.5.5 The disclosure of the interest will be recorded in the minutes of the meeting at which it is considered.
- 5.6 Should a conflict of interest on the part of the Chairperson arise, in addition to the requirements set out above, he/she shall be expected to depute another member of the Board to chair the meeting in accordance with the provisions of section 156(4) of the Residential Tenancies Act, 2004.
- 5.7 Documentation in any case in which a Board member has declared a conflict shall not be made available to the member concerned prior to a decision of the Board being taken.
- 5.8 As it is recognised that the interests of a Board member and persons connected with him / her can change at short notice, a member is expected, in cases where he / she receives documents in a matter in which he/she may have a conflict of interest, not to read more of them than may have been inadvertently read, and to return the documents to the Director at the earliest opportunity.
- 5.9 Any correspondence received by a Board member via direct customer or stakeholder contact, whether feedback, complaints or otherwise should be forwarded to the Board Secretary. The Board member may reply to the customer/stakeholder to advise that the correspondence has been forwarded. The Board Secretary will keep the Board member informed of how the correspondence has been dealt with.

## 6. Information and Confidentiality

- 6.1 Board members will support the provision of access by the RTB to general information relating to RTB activities in a way that is open and that enhances its accountability to the general public.
- 6.2 Board members should treat as confidential all information obtained through their roles with the Board.
- 6.3 Board members, by the nature of their work, are privy to information which may be unproven, sensitive and controversial, or of commercial value or interest. Board members shall not disclose to a third party who has no direct association with the Board any information or material obtained by him / her while performing or as a result of having performed any activities for or on behalf of the Board. This prohibition does not apply to information which is demonstrably already in the public domain or in the possession of the member before his / her appointment onto the Board. Information coming within the meaning of this paragraph includes but is not limited to:
- 6.3.1 Commercially sensitive information such as information on contracts or tenders submitted to the RTB
  - 6.3.2 Personal information or any information which falls under data protection legislation or regulations
  - 6.3.3 Information provided in confidence to the RTB
  - 6.3.4 Papers provided for Board meetings
  - 6.3.5 Research which is not yet published
  - 6.3.6 Information in relation to stakeholders of the RTB e.g. dispute cases
  - 6.3.7 Legal advice obtained by the RTB
  - 6.3.8 HR related information including staff related matters
  - 6.3.9 Information specified in section 172(4) of the Residential Tenancies Act, 2004
- 6.4 Media engagement and managing media relationships is only undertaken at the RTB by the Director, the Head of Communications, and others designated so to do from time to time by the Director. Board members should not engage with the media about the work of the RTB except with the prior approval of the Chairperson. Should any direct or indirect contact be made by a member of the media to a Board member that person should be referred by the Board member to the Director/Board Secretary.
- To that end:
- 6.4.1 Board members will decline all requests for media engagement (interviews, queries, comment etc.) in their capacity as a RTB Board member and will refer such requests to the Director/Board Secretary.
  - 6.4.2 Where a Board member has a media engagement unrelated to his/her capacity as a Board member, he/she should ensure that his/her contribution is unrelated to RTB Board membership and should take steps if necessary to ensure that the audience/reader is aware that the Board member is communicating in a personal or professional capacity unrelated to the work of the RTB.

6.5 In the online social media space, board members are encouraged to share RTB posts but not to provide comment.

To that end:

- 6.5.1 Where you come across negative posts about the RTB, Board members should not respond.
  - 6.5.2 Board members should not engage in a discussion on the merits of anything that relates to the work of the RTB, its staff members or your position as a member of the RTB Board or offer opinions on RTB policies. Statements on personal social media accounts may be mistakenly regarded by readers as official views of the RTB.
  - 6.5.3 Where you choose to identify yourself as a RTB Board member on social media profiles or in your commentary on personal topics within social media sites, it is important to be aware of the nature of your comments and their potential consequences.
  - 6.5.4 Board members must not improperly disclose, during or following the expiry of their term, information gained in the course of their term on the board.
- 6.6 Board members will ensure that all information obtained for official purposes (whether electronically or in hard copy) is securely stored at all times, and in compliance with the RTB data protection policies, and is returned to the Director/Board Secretary for disposal once it is no longer required or on request at any time by the Director.
- 6.7 On the conclusion of their terms Board members will return to the RTB all electronic devices or papers (including manuals, letters, notes, notebooks, reports) and other material of a confidential nature circulated to them during their term of office and undertake to delete and confirm such deletion to the Director of any papers stored electronically by the member.
- 6.8 Board members shall not, other than with the consent of the Board, disclose confidential information, save as otherwise provided by law.
- 6.9 Board members will ensure that the RTB observes appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- 6.10 Board members will ensure that the RTB complies with relevant statutory provisions relating to access to information (e.g. Data Protection and Freedom of Information legislation).
- 6.11 No Board member will report separately and independently on the detail of proceedings of any meeting of the Board to any third party or in the public domain.
- 6.12 Board members shall not make any copy, abstract, summary or précis of the whole or any part of any document belonging to the Board except where expressly authorised to do so in the proper performance of the member's duties.
- 6.13 Board members will not publish any letters, articles, notes or memoranda either in written or electronic form purporting to represent the Board unless the member has obtained the prior written permission of the Board.

- 6.14 With the exception of the Chairperson, Board members will not take up speaking engagements (whether paid or unpaid) in their capacity as an RTB Board member. Where a Board member has a speaking engagement unrelated to their membership of the RTB Board, he/she should ensure that his/her contribution is unrelated to RTB Board membership.
- 6.15 The provisions regarding confidentiality and disclosure also apply after the Board member's term of office has expired.
- 6.16 Board members should not take up employment after retirement or resignation from the RTB Board where there is the appearance of, or potential for, a conflict of interest for a period of three months post retirement or resignation, unless the Board itself had agreed beforehand.
- 6.17 The Board shall, in any circumstances of doubt or dispute, be the final arbiter in relation to the confidentiality of a matter and whether it can or should be disclosed and in particular whether it has been improperly disclosed.

## **7. Procedure for obtaining professional advice**

- 7.1 Board members may, in the furtherance of their duties, take independent professional advice (including legal advice if necessary) at the reasonable expense of the Residential Tenancies Board.
- 7.2 If a Board member decides to seek independent professional advice through the RTB, he / she shall put his / her request in writing to the Secretary / Director of the RTB and indicate why it is necessary for the furtherance of their duties as a Board Member of the Residential Tenancies Board.
- 7.3 The Secretary / Director shall notify the Chairperson of the Board and / or the Chair of the Audit Committee of the request and the estimated costs, and seek the approval for the procurement of the advice.
- 7.4 The advice supplied to the Board member shall be provided to all members of the Board. In the event that a request for advice is declined, this decision shall be notified to the full Board.

## **8. Criminal Prosecutions for Breaches of Residential Tenancies Act**

- 8.1 The RTB has been empowered by the Oireachtas to bring prosecutions for certain offences under the Residential Tenancies Act.
- 8.2 A member of the Board of the RTB shall not be entitled to attend or be present during that part of any meeting of the Board at which it is proposed to discuss or during which discussions shall take place concerning the bringing by the RTB, in discharge of its statutory functions, of criminal proceedings against that member or any member of his or her family <sup>1</sup>or against any company or group of companies of which the member or any

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<sup>1</sup> *Number 27 of 2004. Residential Tenancies Act 2004 Revised, updated to 17 January, 2017. Per Section 35 (page 46 of printed copy), "Family" means spouse, civil partner, child, stepchild, foster child, grandchild, adopted person, parent, grandparent, step parent, parent-in-law, brother, sister, nephew, or niece.*



member of his or her family is an officer or controlling shareholder or against any firm of which that member or any member of his or her family is a member or partner.

- 8.3 Should a member of the Board be successfully prosecuted under the Residential Tenancies Act, adherence to the principles of this Code would expect that he/she resign from the Board.

## **9. Fairness**

- 9.1 Board members are expected at all times to be committed to fairness and respect in carrying out the Board's regulatory and business dealings, in their dealings with each other, with staff, with those engaged to assist in its work and with individuals whose cases the Board must consider.
- 9.2 Board members will treat all parties with courtesy and respect and must not advocate or act on behalf of any person involved in proceedings or disputes being considered by the Board.
- 9.3 Suppliers and colleagues must be treated fairly and with respect at all times. All suppliers are entitled to fair treatment and each should have a reasonable opportunity to compete for business.

## **10. Working Environment**

- 10.1 Board members are expected to place the highest priority on promoting and preserving the health and safety of employees.
- 10.2 The Board promotes the development of a culture of 'speaking up' whereby staff can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal. The Board supports the implementation of protected disclosure procedures and acknowledges that under Section 21 of the Protected Disclosures Act 2014, the RTB is required to establish and maintain procedures for the making of protected disclosures by current and former staff of the RTB and for dealing with such disclosures. The Board will ensure that written information in relation to those procedures is provided to staff employed by the RTB.
- 10.3 The Board is committed to maintaining a working environment that is free from discrimination or harassment and to providing a safe working environment for its staff.
- 10.4 Board members will not interfere with the lawful discharge by staff of their duties.
- 10.5 Board members will comply with all employment and equality legislation.

## **11. External Environment**

- 11.1 Board members will strive to ensure that community concerns in relation to the environment are fully considered and will work to minimise any detrimental impact of the operations of the RTB on the environment.

## **12. Responsibility of the Board**

- 12.1 Circulate the code of conduct and a policy document on disclosure of interests to all Board members, management and employees for their retention.
- 12.2 Ensure the above recipients acknowledge the receipt and understanding of same.
- 12.3 Prepare an explanatory booklet or other appropriate document providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

## **13. Incapacity, Attendance and Engagement**

- 13.1 A Board member who, during the course of his/her term of office, becomes by reason of any mental or physical infirmity incapable of carrying out his duties shall be expected to resign.
- 13.2 A Board member who, without reasonable cause, fails to attend six or more consecutive Board Policy meetings shall, due to the level of non-engagement and in consideration of the appropriateness from the public's perspective of his / her continued service on the Board, resign from the Board.

## **14. Breaches of the Code**

- 14.1 Where any Board member becomes aware of any event, circumstance or conduct which might constitute a breach of this Code of Conduct they are required to bring this to the attention of the Chairperson. Failure to do so may itself constitute a breach of this Code of Conduct.
- 14.2 The question as to whether a member of the Board has acted in breach of the Code shall be determined by the Chairperson of the RTB in the absence of agreement. Where the member wishes to appeal the determination or a failure by the Chairperson to determine the matter, it shall be referred to the Board for determination.

This Code was approved by the Board on 3<sup>rd</sup> May 2019.

I acknowledge receipt and understanding of this Code.

Signed:

Date: