	NSAI Board
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1. Intent and Scope of Code

The NSAI is regarded in the business communities in which it operates for its honesty fairness and business integrity, all of which are vital to the overall success of the organisation. To maintain this high reputation, it is incumbent on all Members of the Authority to conduct their business and personal activities in a manner that does not adversely reflect on the NSAI.

It is a requirement to have a formal Members Code of Business Conduct that provides guidance to members in recognising and resolving the ethical and legal issues they encounter in conducting their duties. This Members Code of Business Conduct does not purport to explicitly provide for all situations which may arise.

The NSAI is committed to be honest and ethical in all its operations and dealings and to adhere to the highest accepted standards of corporate governance in all its financial and management practices, and to behave responsibly towards the health, safety and welfare of its employees and the environment.

Each Board Member is responsible for their own conduct and while this code provides a guideline to the type of business conduct required by the NSAI, common sense, good judgment and ethical behavior shall be applied to all situations.

Queries regarding business conduct should be directed to the Chairperson or Secretary.


2. Objectives and Principles

The Code of Conduct sets out basic objectives such as the:

- establishment of an agreed set of ethical principles;
- promotion and maintenance of confidence and trust; and
- prevention of the development or acceptance of unethical practices.

The Members Code of Business Conduct for the NSAI is based on the following principles that form part of the NSAI’s business objectives and outline the practices to be adhered to by all Members:

- Integrity
- Loyalty
- Legality
- Confidentiality
- Fairness

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Application of the Code

3. Integrity

The NSAI conducts all business transactions in accordance with best practice. The principle of integrity is that each Member shall be open, truthful and honest in their dealings connected with or acting on behalf of the NSAI.

Members shall avoid the use of the State body's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors.

Members shall ensure that the State body's annual report and financial statements accurately reflect the business performance and are not misleading or designed to be misleading.

4. Conflict of Interest

Disclosure is required of potential conflicts of interest between the duties of a Member (or their **connected interests**) in connection with the NSAI and any outside interest of the Member (or their **connected interests**).


In this context connected interests may be defined as:

- a) A spouse, 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
- 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.

Conflicts of interest may arise due to involvement in the decision-making associated with or authorisation of the purchase and sale of goods or services by or to the NSAI and all aspects of each such transaction.

A conflict of interest may seem to exist in circumstances where the Member has a connected interest as defined in (a) – (d) above or:

- Himself/herself carries on business with that individual, company or firm
- Holds shares or other ownership or proprietary interest in the company or firm
- Is either a debtor or creditor of that individual, company or firm
- Holds any office whether as a Director or advisor or otherwise of such company, whether for remuneration or not

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- Is or has conducted transactions with the individual, company or firm
- Is aware that the NSAI might itself have an interest in the acquisition of property, business or other assets from the connected individual or company.

Each Member shall

- On appointment, furnish to the Secretary to the Board details (in the prescribed format) of any current or planned business interests meeting the criteria set above
- Immediately inform the Secretary to the Board of any additional conflict of interest issues, as they arise or are envisaged during the course of his/her tenure as a Member

The Secretary to the Board will maintain a confidential register of all such interests, which will be updated annually. Only the Chairperson, Chief Executive and Secretary to the Board will have access to this register. Any queries regarding the appropriateness of disclosure should be directed by the Member to the Chairperson of the Board.


In circumstances where a conflict of interest is deemed to exist, the Member shall:

- Ensure that his/her conflict of interest has been appropriately declared and registered
- Return any documents relating to pertaining issue supplied by the NSAI to the Secretary to the Board at the earliest opportunity
- Absent him/herself during deliberations pertaining to the area in which the Member has an interest
- Where the issues pertain to the Chairperson's interests, he/she shall deputise the Deputy Chairperson or another Member to chair the Board meeting and absent him/herself during deliberations pertaining to the area in which the Chairperson has an interest.

5. Gifts and Entertainment

Giving or receiving 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 judgement on business transactions shall be avoided in accordance with Government (i.e. Department of Finance - DoF and Department of Public Expenditure Reform - PER) / NSAI policies and guidance (Refer Appendix 1).

6. Expenses

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Members must ensure that expenses are claimed only as appropriate to the business needs, subject to guidelines issued by the Government and procedures as may be approved by the Board.

7. Loyalty

Members are required to be loyal and committed to the organisation 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 shareholder.

Members should not engage in activities in conflict with the interests of NSAI.

8. Legality and Ethics

It is the policy of the NSAI to comply with all relevant Statutory and Regulatory requirements governing its operations and Members shall adhere to this policy when discharging their duties to the NSAI.

All those who hold designated directorships (Board memberships) or occupy designated positions of employment in public bodies, prescribed by regulation for the purposes of the Ethics legislation (i.e. the Ethics in Public Office Acts 1995 and 2001), must comply with the relevant provisions of the legislation.

9. Information and Confidentiality


Each Member is required to maintain confidentiality around all information, which they obtain in the course of duties, relating to the business of the NSAI.

Members shall not disclose or appropriate to their own use, or to the use of any third party, at any time during or subsequent to Membership of the Board of the NSAI, any confidential information of the NSAI. This includes, but is not limited to:

- 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 public body.
- Information of the NSAI or any of its affiliates or associates, customers or clients

Members are prohibited, during and after their period of office, from:

- Using NSAI information for personal benefit
- Disclosing NSAI information to third parties, including the media, without prior NSAI approval

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- Acquiring confidential information or business secrets by improper means
- Disclosing any business or trade secrets of the NSAI
- On termination of term of office each Member is required to return to the NSAI all manuals, letters, notes, notebooks, reports and other materials of a confidential nature.


Members shall not retain documentation secured during their term of office. Such documentation remains the property of NSAI and shall be returned to the Secretary or confirmation that the documentation has been disposed of in a confidential manner within six weeks of ceasing to be a Member.

10. Obligations

Each Member is required to ensure that individually and as a body the NSAI discharges statutory and corporate governance obligations. This includes but is not limited to:

- Fulfil all regulatory and statutory obligations imposed on the State body.
- Comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- Introduce controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- All Board members and employees are required to co-operate with internal audit in the internal audit process.
- Board members shall endeavor to attend all Board meetings.
- Conform with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by a State body that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- Acknowledge the duty of all to conform to highest standards of business ethics.
- Oversight of controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of business expenses
- If a Member finds evidence that there is non-compliance with any statutory obligations that apply to the State body, he/she should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified in accordance with the provisions of the Code.

11. Fairness

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The NSAI values and treats all employees, consultative committee members, customers, potential customers, suppliers, potential suppliers and associates equally and is committed to fairness in its business dealings.

All Members are therefore required to uphold the NSAI’s policy on fairness in their individual dealings in connection with their office as members of the NSAI.

12. Work/External Environment

Members shall promote the development of a culture of ‘speaking up’ whereby employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.

Where a Member become aware that someone inside or connected with an organisation is involved in illegal or improper activity and practices they a shall immediately bring this to the attention of their Board members with a view to having the matter rectified or raise the matter within NSAI procedures for Protected Disclosure Act 2014.


Members shall place highest priority on promoting and preserving the health and safety of employees.

13. Acknowledgement of Obligations

I acknowledge that I have read and understand my obligations under this Members Code of Business Conduct and the Code of Practice for the Governance of State Bodies 2016.

Signed: _____
Board Member

Date: _____

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APPENDIX 1 - Gifts and Entertainment Guidance

Even when gifts and entertainment are exchanged out of the purest motives of friendship they can be misunderstood and may appear to be attempts to influence decision-making.

Members may not solicit directly or indirectly any gifts, hospitality payments, fees, services or loans from any person or business entity that does or seeks to do business with, or is in competition with the NSAI.


From time to time Members may accept unsolicited gifts / entertainment, but only under the following conditions:

- o The gifts / entertainment occurs infrequently.
- o It arises out of the ordinary course of business (e.g. working lunch).
- o It involves reasonable, not lavish expenditure.
- o The entertainment takes place in settings that also are reasonable, appropriate and fitting to the Authority, their hosts and their business at hand.

To avoid both the reality and the appearance of improper relations with suppliers or potential suppliers, the following standards apply to the acceptance of gifts and by Members:

- o To do so would not affect or appear to affect the Member's ability to make independent judgment on business transactions.
- o To do so would be consistent with good business practice within the relevant industries.
- o Public disclosure of the transaction would not embarrass the NSAI.
- o To do so will impose no obligation on either the Member or the NSAI.
- o They are items of nominal intrinsic value and not more than one gift from a single source is accepted in any year; or
- o they are advertising and promotional materials, not of substantial value, and clearly marked with the company or brand name.

The same principles of integrity should be applied to gifts a Member is considering offering to a customer. Expenditure on such gifts / entertainment should only be incurred for the clear business purposes of the organisation and should be fully vouched.

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This policy does not prevent a Member from borrowing monies from a Financial Institution for personal use.