

## **Code of Conduct – Council**

### **Version 3 – November 2025**

Purpose:	The Code of Conduct is intended to guide the Chairperson and Council Members of the Economic & Social Research Institute in fulfilling their responsibilities, in accordance with the Code of Practice for the Governance of State Bodies (2016) and applicable company legislation.
Circulation:	This document is available for all to review and will be published on the Institute’s website.
Policy Authors:	Head of Governance & Corporate Services (“Secretary”)
Policy Owner:	Council
Approval Date:	24 November 2025
Review Date:	As required, changes in guidelines or every three years.

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## **1. Introduction**

The Economic & Social Research Institute (“ESRI” / “Institute”) has developed this Code of Conduct for members of the Council. This Code of Conduct takes account of the following:

- The Ethics in Public Office Act (1995)
- The Standards in Public Office Act (2001)
- The Companies Act (1963 – 2014)
- Memorandum and Articles of Association of the Economic & Social Research Institute (2006)
- The Code of Practice for the Governance of State Bodies (2016)

A copy of the Code of Conduct will be made available to all Council Members, and it will also be published on the Institute’s website. Council Members must ensure they understand the requirements of this Code of Conduct. Any queries on this Code of Conduct can be directed to the Secretary ([hugh.nolan@esri.ie](mailto:hugh.nolan@esri.ie)).

## **2. Intent & Scope**

The purpose of the Code of Conduct is to provide guidance to the Chairperson and Members of the Council in performing their duties under the legislation and guidance laid out in Section 1.

This Code of Conduct will also apply to members of any Sub-Committees established by the Council for whatever purpose, including those who may not be members of the Council.

## **3. Objectives**

The objectives of this Code of Conduct are:

- To set out an agreed set of ethical principles by which all members of the Council must conduct themselves,
- To promote and maintain stakeholder confidence and trust in the Council of the Institute,
- To prevent the development or acceptance of unethical practices in the conduct of the business of the Council,
- To promote the highest legal, governance and ethical standards in the activities of the Council,
- To ensure that Council Members are aware of the need to manage any conflicts of interest, and of their responsibilities under the Ethics in Public Office Acts,
- To promote compliance with best current governance practices in the activities of the Council.

## **4. Values & Loyalty**

Council members are expected to respect the core values of the Institute, as outlined in the Statement of Strategy (2024-2028), being independence and objectivity, integrity, equality, diversity, inclusion and respect and sustainability.

Council Members acknowledge the responsibility to be loyal to the Institute and fully committed to its activities while mindful that the organisation itself must at all times consider the interests of its stakeholders.

## **5. Guiding Principles and Obligations**

All members of the Council are required to observe the following four principles and obligations:

### **5.1: Integrity & Independence**

Members of the Council should adhere to the following:

- Act honestly and responsibly in relation to the conduct of the affairs of the Institute, with due skill and diligence.
- Act in accordance with relevant legislation or the Code of Practice and exercise their powers only for the purposes allowed by law.
- Not benefit from or the use of the Institute's property, information or opportunities for their own or anyone else's financial gain.
- Disclose outside employment/business, or other interests that they consider may be in conflict or in potential conflict with the business of the ESRI or may be perceived as such.
- Avoid giving or receiving gifts, corporate hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make an independent judgment on business transactions.
- Act in good faith, i.e. what the Council member considers to be in the best interest of the Institute.
- Ensure the Council fulfils a key role in setting the ethical tone of the Institute, not only by its own actions but also in setting an example for senior management and staff.
- Treat other Council members and the Institute's staff with professionalism, courtesy and respect.
- Participate actively and work co-operatively with fellow members of the Council in discharging their responsibilities as members.
- Conform to the highest standards of business ethics.

### **5.2 Information & Communications**

In the course of their duties, Members of the Council will have access, in written form and in the course of deliberations, to sensitive information received in confidence, including:

- Personal information.
- Information received in confidence by the ESRI.
- Discussions and decisions taken at meetings of the Council.
- Any commercially sensitive information or other information sensitive to the reputation of the Institute, including plans or details of major organisational or structural changes.

Members of the Council are required to:

- Respect the confidentiality of sensitive information held by the Institute.
- Refrain from using confidential information for personal gain or advantage.
- Not share any information relating to Council business with anyone outside of the Council.

Members of the Council shall:

- Ensure that appropriate care is taken to protect the security of sensitive Council and other documents received in connection with their membership of the Council, whether in paper or electronic form.
- Respect the confidentiality of information received in the performance of their duties, as well as the confidentiality of the deliberations of the Council.

- Ensure that confidential records are subject to appropriate access/security procedures.
- Observe any restrictions agreed by the Council on the use or dissemination of information (subject to Data Protection Act requirements).
- Respect the privacy of individuals.
- Not act as a spokesperson for the Council in any form unless specifically requested by the Chair to do so.

Former members of the Council should not retain documentation obtained during their term of office. Members should return any documentation to the Secretary or otherwise indicate to the Secretary that all documentation in their possession, including information held electronically, has been disposed of properly.

The obligations of Council members regarding the non-disclosure of private, privileged or confidential information do not cease when membership of the Council ends. Former members of the Council are subject to the same level of confidentiality expected whilst acting as a member of the Institute's Council.

### **5.3 Objectivity**

Where a situation of potential conflict of interest arises, a member of the Council shall make a disclosure of the existence of the potential conflict, in writing, to the Secretary (copied to the Chair of the Council), as soon as they become aware of it.

Members of the Council are also required to declare conflicts of interest at the start of every Council meeting, and to excuse themselves from meetings, or the relevant part of a meeting, when relevant discussions take place, as appropriate. A confidential register of interests, encompassing all conflicts of interest identified by Council members, will be maintained by the Secretary.

Members of the Council should familiarise themselves with the Conflict of Interest Policy, which provides full details regarding potential situations of conflict of interest in performing the role of a member of the Council and procedures to be followed in relation to those situations.

Members of Council will be required to ensure that they comply with their responsibilities under the Ethics in Public Office Act. Members should refer to the Conflict of Interest Policy for further details.

### **5.4 Competence and Due Care**

Members of the Council should keep themselves informed on developments within the research and public service sector and have adequate time to commit to the Institute, including:

- Developing and maintaining a clear understanding of the functions of the Council (refer to the Reserved Functions of the Council).
- Familiarising themselves with the contents of the Code of Practice for the Governance of State Bodies (2016).
- Using their reasonable endeavours to attend all Council meetings.
- Preparing for meetings by reading and considering all papers made available with the agenda before each meeting of the Council.

## 6. Other Matters

### Advice on this Code of Conduct

The Chair or Secretary shall address any query from a member pertaining to the application of this Code of Conduct.

### Complaints

Any complaint alleging a breach of this Code shall be submitted to the Secretary, with a copy to the Chairperson, and will be investigated in accordance with a procedure proposed by the Chairperson and Secretary, subject to approval by the Council.

A member of the Council who is found to be in breach of this Code may be removed from the Council.

Should a Council Member raise suspicions of wrongdoing either in relation to the ESRI generally, or matters concerning the Council, members are categorised as 'workers' under the Protected Disclosures Act 2014. They will also be treated as workers in applying the Institute's Protected Disclosure Policy.

### Dissemination

The Secretary shall make available a copy of this Code to each member of the Council.

Each member of the Council will be asked to confirm their acceptance of the Code of Conduct upon their appointment, and on an annual basis thereafter.

## 7. Version History

Version No.	Amendments	Approved by	Date
1.0	Initial policy.	Council	September 2010
2.0	Review/update against the 2016 Code of Practice for the Governance of State Bodies.	Council	May 2020
3.0	General review and update based on a sectoral review of similar policies.	Council	November 2025