



Code of Business Conduct for:

1. Port of Cork Company Board Members and Subsidiary Company Board Members

2. Port of Cork Company Senior Management

1. Introduction

- 1.1 The Port of Cork Company Code of Business Conduct was developed for the Directors and Senior Management of the Port of Cork Company as required under paragraph 2.1 of the Code of Practice for the Governance of State Bodies. The Port of Cork Company adopted this Code of Business Conduct on 21st September 2009.
- 1.2 The Port of Cork Company will comply with the Code of Practice for the Governance of State Bodies issued by the Department of Finance (the “Code of Practice”) and with the Charter on Ethics in Public Procurement issued by the Forum on Public Procurement in Ireland. While the highest ethical standards are required of all Port of Cork Company personnel and the Code of Practice applies to all as appropriate, it is considered prudent, in view of their special position, to provide more specific guidance in the case of Members of the Board and Senior Management. The following Code of Business Conduct applies equally to all Board Members of Port of Cork Company’s subsidiary and associated companies and the expression “Port of Cork Company” shall be deemed to include all subsidiary and associated companies.
- 1.3 The Code is not a full statement of obligations of a director arising from his / her relationship with the Company. A director’s duties and responsibilities arise inter-alia from five primary sources as follows:
 - (i) General Law;
 - (ii) Company Law;
 - (iii) The Harbour’s Act, 1996, as amended (“The Harbours Act”);
 - (iv) The Memorandum and Articles of Association of the Company;
 - (v) The State Bodies Guidelines.
- 1.4 It is impractical to legislate in sufficient detail to cover every eventuality which could arise which would present Board Members or Senior Management with a conflict of interest. Accordingly, Board Members and Senior Management should be aware that the spirit as well as the precise wording of the Code should be observed.

2. Objectives

2.1 The objectives of this Code of Business Conduct are as follows:-

- The establishment of an agreed set of ethical principles,
- The promotion and maintenance of confidence and trust,
- The prevention of development or acceptance of unethical practices,
- The adherence to the requirements of the Code of Practice for the Governance of State Bodies demanded by our shareholder.

3. Ethical Standards / Integrity

3.1 The Harbours Act 1996 (as amended) contains specific provisions in relation to disclosure by Board Members of certain interests and specific attention is drawn to Section 32 i.e.

“32.(1)Where at a meeting of the directors of a company ... any of the following matters arises, namely –

- a) an arrangement to which the company ... is a party or a proposed such arrangement, or*
- b) a contract or other agreement with the company ... or a proposed such contract or other agreement,*
- c) the giving, grant or renewal by the company ... of a certificate, licence, authorisation or instrument of approval,*

then any director of the company ... present at the meeting who otherwise than in his or her capacity as such a director is in any way, whether directly or indirectly, interested in the matter –

- (i) shall at the meeting disclose to the company ... the fact of such interest and the nature thereof;*
- (ii) shall absent himself or herself from the meeting or that part of the meeting during which the matter is discussed;*
- (iii) shall take no part in any deliberations of the directors relating to the matter; and*
- (iv) shall not vote on a decision relating to the matter.*

(2) Where an interest is disclosed pursuant to this section, the disclosure shall be recorded in the minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being dealt with by the meeting, the director by whom the disclosure is made shall not be counted in the quorum for the meeting.

(3) Where at a meeting of the directors of a company ... a question arises as to whether or not a course of conduct, if pursued by a director of the company ... would constitute a failure by him or her to comply with the requirements of subsection (1), the question may be determined by the chairperson of the meeting whose decision shall be final and where such a question is so determined particulars of the determination shall be recorded in the minutes of the meeting.

(4) Where the Minister is satisfied that a director has contravened subsection (1), the Minister may, if he or she thinks fit, and with the consent of the Minister for Finance, remove that director from office, and, in case a person is removed from office pursuant to this subsection, he or she shall henceforth be disqualified from being a director of the company concerned or a subsidiary.”

- 3.2 Supplementary to the legislative position, the Board will comply with the Code of Practice for the Governance of State Bodies, noting in particular that;
- 3.2.1 A Board Member should absent himself/herself when the Board is deliberating or deciding on matters in which he/she (other than in his/her capacity as a Member of the Board) or a person or body connected with him/her has an interest. In such cases a separate record (to which the Board Member would not have access) should be maintained.
- 3.2.2 On appointment and on an annual basis thereafter, each Board Member should register with the Secretary to the Board details in relation to the disclosure of employment and business interests as required under Section 3 of Appendix A of the Code of Practice for the Governance of State Bodies. The Memorandum and Articles of Association outline specific duties of Directors in Article 49.
- “ 49 (1)On appointment, each Director shall furnish to the Secretary details relating to his or her employment and all other business interests. Any interests of his or her family, or any person or body connected with him or her, which would involve a continuing conflict of interest with any of the Company’s operations, should be disclosed....*
- (2) Details of such interests should be kept by the Secretary in a confidential register to which only the Chairperson, the Chief Executive and the Secretary shall have access. The register shall be updated on a half-yearly basis”.*
- 3.2.3 Board Members and Senior Management are also required to make disclosures annually in accordance with the Ethics in Public Office Acts, 1995 and 2001 and the Regulations made thereunder to the extent that the provisions of these Acts apply to them.
- 3.2.4 Related Party Transactions — best corporate practice as outlined in the Companies Acts, 1963 to 2001 and Financial Reporting Standards No. 8 requires certain information to be made available in relation to third party transactions. This information is required at two levels:
- Notification of related party transactions to the Company Secretary in a Register of Interests;
 - Disclosure of material related party transactions in the financial statement.
- 3.2.5 Board Members and members of Senior Management should be extremely sensitive of their positions in dealing with third parties so as not to suggest or imply that they are prepared to intervene with the Port of Cork Company on their behalf in any unusual or abnormal fashion.
- 3.2.6 Each Board Member and member of Senior Management shall ensure that:-
- The Port of Cork Company competes vigorously and energetically but also ethically and honestly.
 - The Port of Cork Company’s purchasing activities of goods/services are carried out in accordance with best business practice.
 - The Port of Cork Company’s accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading.

- The Port of Cork Company’s resources are not used for personal gain or for the benefits of persons/organisations unconnected with the Port of Cork Company or its activities or for the benefit of competitors.
 - Information or business secrets are not obtained by improper means.
 - Information howsoever obtained either directly or indirectly in the course of Port of Cork Company business shall not be used either directly for themselves or indirectly to the benefit of others.
- 3.2.7 Board Members should bring to the notice of the Board (and Senior Management should bring to the notice of the Chief Executive) at the tender stage any connection which he or she has with any tender to or by the Port of Cork Company for the provision of products or services. Board Members and Senior Management should seek to avoid any personal involvement in presentations, submissions or representations relevant to such tender — where exceptionally such involvement is thought to be essential Board Members should consult the Chairman in advance. Senior Management should advise the Chief Executive in similar situations.
- 3.2.8 High ethical standards are a matter of trust. The responsibility of Board Members and Senior Management is to honour that trust in the spirit as well as in the letter and to be governed in all company transactions by the fundamental principles of integrity, confidentiality, legality and loyalty. Good example will ensure that proper ethical values are perpetuated and accepted at all levels in the organisation.

4. Raising Concerns

- 4.1 In urgent or sensitive situations where confidential advice is required by Directors or Senior Management or where concerns arise which cannot be appropriately addressed through normal channels these should be directed to the Company Law Agent or the Company Secretary.
- 4.2 Queries and expressions of concern will be dealt with confidentially and where these are made in good faith the Port of Cork Company guarantees that employees who make them may do so without fear of any adverse consequence.
- 4.3 Save in exceptional circumstances, or where the Board otherwise determines it necessary, the Port of Cork Company cannot investigate a complaint made to it, unless the identity of the person making the complaint is disclosed. In most cases, the Port of Cork Company will not investigate anonymous complaints.

5. Gifts, Hospitality and Sponsorship

- 5.1 As a general principle Board Members and Senior Management should:
- avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect, or appear to affect, the ability of the donor or the recipient to make an independent judgement on business transactions.
 - In this context the Port of Cork Company requests all Board Members, Senior Management and employees to only accept corporate gifts or hospitality / entertainment in conformity with customary business practice insofar as the gift or hospitality is unsolicited and is not of significant value.

- In all other cases, the gift should be returned to the sender, with a note advising that acceptance would be contrary to Company policy. Details of gifts returned by Board Members must be notified at once to the Chairman and details of gifts returned by Senior Management must be notified at once to the Chief Executive.
- Under no circumstances may cash be accepted by a Board Member or Senior Management.
- Board Members or Senior Management may not approach any company with which they have contact through their official duties seeking sponsorship or support for any club, association or other organisation.
- In circumstances where Board Members are unsure as to whether or not it is appropriate to accept a gift of small intrinsic value, even after consulting this Policy, they should discuss the matter with the Chairman. In circumstances where Senior Management are unsure as to whether or not it is appropriate to accept a gift of small intrinsic value, even after consulting this Policy, they should discuss the matter with the Chief Executive.
- Particular attention is drawn to persons who hold designated directorships in the Port of Cork Company (Board Members and Directors of Subsidiary Companies), or persons who occupy designated positions of employment in the Port of Cork Company (as defined under the Ethics in Public Office Acts, 1995 and 2001) to the requirements regarding the disclosure of gifts and hospitality under the Ethics in Public Office Acts.

6. Financial Statements

- 6.1 Irish company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those financial statements, the directors are required to:
- Select suitable accounting policies and then apply them consistently;
 - Make judgements and estimates that are reasonable and prudent; and
 - Prepare the financial statement on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in Ireland and comply with Irish statute comprising the Companies Acts, 1963 to 2006 and the European Communities (Companies: Group Accounts) Regulation 1992. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

7. Information / Confidentiality

- 7.1 Board Members, and Senior Management will support the Port of Cork Company in the provision of access by the Port of Cork Company to general information relating to the Port of Cork Company activities in a way that is open and enhances its accountability to the general public.
- 7.2 The need for observing confidentiality in regard to the Port of Cork Company affairs is paramount. The unauthorised release of confidential information directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to the Port of Cork Company and is strictly prohibited. So also, the misuse directly or indirectly of confidential information or the disclosure of proprietary information, for example in relation to competitive matters or in relation to the introduction of new services or in relation to contracts or property transactions etc.
- 7.3 Board Members and Senior Management also owe a duty of confidentiality to the Port of Cork Company in respect of sensitive information which would include but not be limited to the following:-
- (a) any information relating to the Port of Cork Company which is not public information;
 - (b) personal information;
 - (c) information received in confidence by the Port of Cork Company;
 - (d) commercially sensitive business information (including but not limited to future plans or details of major organisational or other changes such as restructuring.)
- 7.4 In particular, the attention of Board Members and Senior Management is drawn to the provisions of Section 33 of the Harbour Act, 1996 (as amended) which states that a person shall not, without the consent of the Board, disclose any information obtained by him while performing duties as a Member, or employee of the Board. A breach of this statutory duty is an offence.
- 7.5 Board Members and Senior Management must ensure that all supplier and tender information relating to tender processes in which the Port of Cork Company is involved, is treated in the strictest confidence and disclosure of such information, in particular to another interested party, is strictly prohibited.
- 7.6 Board Members and Senior Management will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest and in particular will ensure compliance by the Port of Cork Company with the provisions of the Data Protection Act, 1988 (as amended).
- 7.7 Board Members and Senior Management should take particular care to safeguard all company documents and should exercise due care in communicating such information. A Board Member or member of Senior Management ceasing to be such is personally responsible for ensuring that all company documents in his or her possession are returned to the Port of Cork Company and that no copies are retained or other means used of reproducing same.

8. Obligations

- 8.1 Board Members should use their reasonable endeavours to attend all meetings of the Board including Board committees. Board Members who are Directors of a Port of Cork Company subsidiary should use their reasonable endeavours to attend all meetings of the Port of Cork Company subsidiary companies.
- 8.2 Board Members and members of Senior Management should not either during or after their engagement as Members of the Board/employees of the Port of Cork Company disclose any business or trade secrets of the Port of Cork Company.
- 8.3 Each Board Member and member of Senior Management has a responsibility to ensure that:-
- (a) The Port of Cork Company fulfils all regulatory and statutory obligations imposed upon it.
 - (b) The Port of Cork Company complies with applicable tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
 - (c) The Port of Cork Company does not engage in any practice which distorts or is likely to distort fair and open competition in the procurement/ tender process.
 - (d) controls are introduced to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel.
 - (e) The Port of Cork Company does not engage in any illegal or criminal activities.

9. Loyalty

- 9.1 Each Board Member and member of Senior Management has a responsibility to ensure that:-
- (a) They acknowledge the responsibility to be loyal to the Port of Cork Company and be fully committed to its business activities while mindful that the organisation itself must at all times take into account the interest of its shareholders.
 - (b) They acknowledge the duty to conform to the highest standards of business ethics.

10. Fairness

- 10.1 Each Board Member and member of Senior Management has a responsibility to ensure that:-
- (a) The Port of Cork Company complies with employment equality and equal status legislation.
 - (b) The Port of Cork Company is committed to fairness in all business dealings.
 - (c) The Port of Cork Company values its customers and treats all categories of customers equally.

11. Work/External Environment

- 11.1 Each Board Member and member of Senior Management has a responsibility to ensure that:-
- (a) The Port of Cork Company places highest priority on promoting and preserving the health and safety of employees.
 - (b) The Port of Cork Company ensures that community concerns are fully considered.
 - (c) The Port of Cork Company endeavours to minimise any detrimental impact of its operations on the environment.

12. External Activities

- 12.1 Involvement by Senior Management in outside employment / business interests in conflict or potential conflict with the business of the Port of Cork Company is prohibited.
- 12.2 Senior Management, may not be involved in any gainful employment, and / or the running of any business or company outside of the Port of Cork Company without the approval of the Chief Executive. This also applies to consultancy and contract work undertaken by Senior Management outside their employment. Senior Management in doubt as to whether a particular personal activity or interest is governed by these guidelines should consult the Chief Executive for an interpretation and a decision.

13. Responsibility

- 13.1 Board Members and the Chief Executive have a responsibility to ensure that this Code of Business Conduct is circulated to all Directors and Senior Management of the Port of Cork Company and its subsidiaries.

14. Review

- 14.1 The Port of Cork Company will review this Code as appropriate.
- 14.2 Any revisions to this Code must be considered and approved at a meeting of the Board of the Port of Cork Company.

Brendan Keating
Chief Executive

Date: _____