



**Code of Conduct  
for  
Designated directors (board members)  
&  
Executive management  
- 2024 -**

The Code of Conduct for Designated Directors (Board members) and Executive management (hereinafter “the Code”) of the Port of Cork Company (hereinafter “the Port”) will be published on [www.portofcork.ie/](http://www.portofcork.ie/)

The objectives of the Port Code are to ensure 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 latest version of the Code was adopted by the Board of PoCC at a meeting on 25<sup>th</sup> November 2024.

The Code sets out the requirements for designated directors (Board members) and the holders of designated positions of employment within the Port. These requirements are to ensure that:

- the work of the office holder or position of employment is carried out in a proper fashion, and
- the risk that office or position holders working in the Port will have or be perceived to have conflicts of interest, through professional or personal relationships will be avoided.

It is your personal responsibility to comply with the Code, which also forms part of your holding office or position of employment. You must also ensure that you are familiar with the applicable statutory requirements in respect of conflicts of interests, that you comply with these and that any information you provide for entry into the PoCC register of interests is accurate and up to date. You should also note that failure to comply with disclosure obligations under the relevant statutes is an offence.

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# 1. Introduction

## 1.1 Background to the Port of Cork Company

The Port of Cork connects Cork with global markets and is of national significance. As a commercial port operating in a fast moving and evolving competitive environment, we must maintain a steadfast focus on providing our customers with reliable, safe, high performing services and continue to be an efficient link in the logistics chain.

Our investment plans outline a number of strategic investments which build capacity in the lower harbour, a location that is logistically more favourable and more sustainable. Land made available by this transition will also provide Cork City with the ability to embrace an exciting commercial and municipal future by enabling the development of the Cork Docklands and Tivoli.

While we endeavour to meet the changing demands on the Port of Cork, the well-being of the people of Cork will continue to be embedded within our values and every decision that we make. The Board of Directors adopted the Government's ambitious Climate Action Plan to achieve a 51% reduction in overall greenhouse gas emissions by 2030, which will be a vital consideration in all future investment plans.

## 1.2 & 1.3 Mission & vision statement of the Port of Cork Company



### Our Mission

We are a commercial port that safely and sustainably connects Cork to the world

### Our Vision

To be a world class port for the benefit of our country, communities, customers and people

### Our Values

We are hardworking and honest in what we do

We act to meet and exceed our stakeholders needs

We work in a unique place and protect our people, our heritage and our environment

We respect our people and value their contribution

We try to be better - always

## 1.4 Values of the Port of Cork Company

The Port of Cork Company shares common values with the wider Public Service:

- A strong public service ethos of integrity, independence, impartiality, equality, fairness and respect,
- A culture of transparency, accountability, efficiency and value for money, and
- A commitment to the highest standards of leadership, professionalism and rigour.

Specifically, in relation to performing and meeting its functions and responsibilities, the Port of Cork Company adopts the following overarching values:

**1. We are hardworking and honest in what we do.**

The Port of Cork Company is committed to preserving and protecting its independence in its decision-making functions and ensuring that all decisions made are based solely on the best interests of the Port.

**2. We act to meet and exceed our stakeholder's needs.**

The Port of Cork Company is conscious of the need to ensure that its overall service is aligned to our customers current expectations and best practice and is committed to being responsive to seeking new ways to improve service delivery.

**3. We work in a unique place and protect our people, our heritage and our environment.**

The Port of Cork Company is committed to providing the maximum degree of openness and accountability in its operations consistent with unique role we play in our communities, and we must facilitate effective participation.

**4. We respect our people and value their contribution.**

The Port of Cork Company is committed to a culture of respect, dignity, equality and fairness in all dealings with and between its own members/staff and our customers.

**5. We try to be better – always.**

The Port of Cork Company places great value and reliance on the professional expertise, integrity, dedication and public service ethos of its Board members and staff.

## 2. Background to this Port Code

As required by the Code of Practice for the Governance of State Bodies, the Port of Cork Company is required to adopt a code of conduct in like form to that detailed in appended Framework for a Code of Conduct for the Board and employees of State bodies.

This Port Code should outline the standards and responsibilities expected of designated directors (Board members) and the holders of a designated positions of employment (Senior & Executive management) of the Port of Cork Company, a commercial semi-state company.

Having regard to the nature of the functions carried out by the Port and considering the legal framework governing the duties and obligations set out in the Harbour Act, 1996, the Companies Act 2014 <sup>1</sup>, and the aforementioned Code of Practice for the Governance of State Bodies (2016) this Code provides a framework for the application of best practice and guidance on governance practices. This Port Code as approved by the Board incorporates the statutory requirements for the disclosure of interests under the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001 (together “the Ethics in Public Office Acts”) or (“EIPO”) and the various Codes made under it. Nothing, in any of the above prohibits the creation of a Port Code that seeks to exceed those standards. The Port Code is based on the principles of good governance and promoting public confidence in the integrity of the conduct of the Ports business.

## 3. Scope of the Port Code

Each designated director (Board member) and the holder of a designated position of employment <sup>2</sup> is required to be familiar with the provisions of the Port Code. The Port Code should be read and understood as incorporating any additional policies, guidance and procedures as adopted by the Port from time to time.

### 3.1 Persons Covered by the Port Code

The Code applies to

- (i) all designated directors (Board members) of the Board of the Port
- and
- (ii) all holders of designated positions of employment.

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<sup>1</sup> The Companies Act 2014 - Sections 228-231 outline the duties and responsibilities of directors.

<sup>2</sup> Designated director (board member) or designated position of employment has the meaning prescribed in S.I. No. 607/2008 - Ethics in Public office (Designated Public Bodies, Designated Directorships of Public Bodies and Designated Positions in Public Bodies) (Amendment) Regulations 2008



## 4. Compliance with the Port Code

### 4.1. Duty of Designated directors (Board members)

It is also a condition of appointment to the board that designated directors of the Port shall comply with the Code including the requirements of the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001.

There is a personal duty on each designated directors (board members) of the Port to:

- be competent, honest, efficient, courteous, and professional in the execution of their duties and their interaction with both external and internal personnel in the discharge of their office,
- maintain proper standards of integrity, to perform all duties in a manner consistent with the common good, and to adhere to public service values, including loyalty to the values of the Port and,
- ensure that their conduct does not bring the standing of the Port into disrepute or is not prejudicial to the effective performance by the Port or its functions.

It is therefore both a matter of personal responsibility and a condition of holding office to ensure compliance with the provisions of the Port Code, and any breaches may lead to sanctions / disciplinary action.

### 4.2 Duty of Executive Management

It is also a condition of appointment to Executive management that holders of designated positions of employment in the Port shall comply with the Code including the requirements of the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001.

There is a personal duty of designated positions holders of the Port to:

- be competent, honest, efficient, courteous, and professional in the execution of their duties and their interaction with both external and internal personnel in the discharge of their office,
- maintain proper standards of integrity, to perform all duties in a manner consistent with the common good, and to adhere to public service values, including loyalty to the values of the Port and,
- ensure that their conduct does not bring the standing of the Port into disrepute or is not prejudicial to the effective performance by the Port of its functions.

It is therefore both a matter of personal responsibility and a condition of employment to ensure compliance with the provisions of the Port Code, and any breaches may lead to sanctions / disciplinary action.

## 5. Other Director duties<sup>3</sup>

In addition, under the Companies Act 2014 the principal fiduciary duties of directors are set out at Section 228(1). All designated directors (Board members) have such duties to the Port and the must:

- act in good faith in what the director considers to be the interest of the Port;
- act honestly and responsibly in relation to the conduct of the affairs of the Port participating in all Board meetings, preparing for meetings by reviewing all relevant materials and information, exercising independent judgment in decision-making, obtaining, and acting on, all information reasonably available to them, making decisions collectively in the best interests of the company, respecting the principle of collective responsibility, and respecting and supporting the decisions made by the Board, even if they may have dissented during the decision-making process;
- act in accordance with the Port's constitution and exercise his or her powers only for the purposes allowed by law making staying informed about the company's legal and regulatory obligations, implementing appropriate systems and controls to ensure compliance, and reporting any suspected violations of the law or the company's policies. They also need to ensure the company's affairs are managed competently;
- avoid use of the Port's property, information or opportunities for his or her own or anyone else's benefit unless the Port's constitution permits it or a resolution is passed in a general meeting, protecting the confidentiality of sensitive company information and not use such information for personal gain or to the detriment of the Port;
- maintain the ability to exercise independent judgment and not agree to restrict the director's power to exercise an independent judgment includes maintaining the highest standards of ethical conduct in all their dealings;
- avoid any conflict between the director's duties to the company and the director's other interests includes the appearance of such conflicts, disclosing personal, financial, or professional interests that may conflict, or potentially conflict, with their duties as a Board member, abstaining from participating in any decision-making process where they have a conflict of interest, real or perceived;

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<sup>3</sup> The Principal Duties and Powers of Company Directors, under the Companies Act, 2015, the office of the Director of Corporate Enforcement, 2018 [www.odce.ie](http://www.odce.ie)

- exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a director.

## **6. Circulation of the Port Code**

The Port Code (and any updated version) will be circulated to all designated directors (Board members) and the holders of designated positions of employment. The Code will also be published on the website of the Port. All those that are governed by the Code will be asked to acknowledge receipt and understanding of the provisions of the Code.

## **7. Periodic review of the Port Code**

The Board may review and update the Port Code from time-to-time (and any related policies, guidance or procedures), in which case the updated Code will be circulated to all personnel and published on the website of the Port. On going review and updating of the overall requirements and associated governance procedures will be a focus of the Port as a whole and this will be facilitated by the work of the Company Secretary who is to be dedicated to good governance within the Port.

## **8. Disclosure of interests or conflicts under the Port Code**

There are statutory requirements relating to the declaration of certain interests under the the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001 (together “the Ethics in Public Office Acts”) or (“EIPO”), the Companies Act 2014 <sup>4</sup>, and the Code of Practice for the Governance of State Bodies (2016):

- (i) all designated directors (Board members) and the holders of a designated positions of employment, are subject to requirements to make an annual declaration of interests; and
- (ii) all designated directors (Board members) and the holders of a designated positions of employment are required to make case-by-case disclosures of any interests or other matters relating to the Port.

In addition to the disclosure obligations under legislation, to maintain the highest level of public confidence and trust in the Port and to ensure independence and impartiality, the Code also contains policies which seek to avoid the possibility of any real or perceived conflict of interest or bias in the decision-making processes of the Port.

## **9. Contact for Queries**

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<sup>4</sup> The Companies Act 2014 - Sections 228-231 outline the duties and responsibilities of directors.

In the case of doubt/queries on a particular matter, whether in relation to the Port Code generally, or as to the statutory obligations to declare their interests in writing, or whether the disclosure of an interest or relationship might be required in specific circumstances (in respect of their own interests or those of another) designated directors (Board members) or holders of designated positions of employment should without delay seek advice as follows:

### 9.1 Point of contact - General queries

#### Designated directors (Board members)

- In the case of queries on the Port Code in general, such queries should be addressed to the Officer of the body to whom they submit their annual and other statements (the Company Secretary).

#### Designated positions of employment

- In the case of queries on the Port Code in general, such queries should be addressed to the relevant authority for their position to whom they submit their annual and other statements (the CEO).

### 9.2 Specific EIPO Queries

In the case of queries on the Port Code in respect of their own interests or relationships or those of another office holder or the holder of a designated position of employment, such queries should be addressed as follows:

- a designated directors (board members) must enquire of the Officer of the body to whom they submit their annual and other statements (the Company Secretary). It is open to anyone who comes under the provisions of EIPO to seek advice directly from the Standards in Public Office Commission in relation to their obligations.
- the holder of a designated positions of employment must enquire of the relevant authority for their position to whom they submit their annual and other statements (the CEO). The CEO themselves from the Chairperson (the relevant authority for their position) in the 1<sup>st</sup> instance or then from the Company Secretary (the Officer of the body).

It is open to anyone who comes under the provisions of EIPO to seek advice directly from the Standards in Public Office Commission in relation to their obligations. Where any such queries arise, the matter must be documented in memo form (by the Officer of the body or relevant authority for the position) including any decision on the question and a copy forwarded to the Company Secretary for recording on the register of interests.

## 10. Statutory Declarations and Disclosures

There are specific disclosure<sup>5</sup> requirements under the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001 (together “the Ethics in Public Office Acts”) or (“EIPO”).

- Each designated directors (board members) and each person holding a designated position of employment with the Port, is obliged to maintain a register of interests declared and any business or involvement in any area relevant to the business of the Port. The Port, must ensure compliance with the relevant provisions but the disclosure obligations under EIPO rest with the individual in question, rather than the Port.

To assist with compliance, the Standards in Public Office Commission (the “Commission”) has published “Guidelines on Compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001” which can be accessed on the Commission website at [www.sipo.ie](http://www.sipo.ie).

The designated Declaration form (see attached) is circulated by the Port, for completion annually and this can also be obtained from the Company Secretary at any time.

- Annual disclosures under EIPO must be completed each year by each designated directors (board members) and furnished to the Port, and the Standards in Public Office Commission (SIPO).
- The holder of a designated position of employment (i.e. those who are not designated directors (Board members) are also required to return declarations to the Port only.

### 10.1 Requesting advice from the Standards Commission

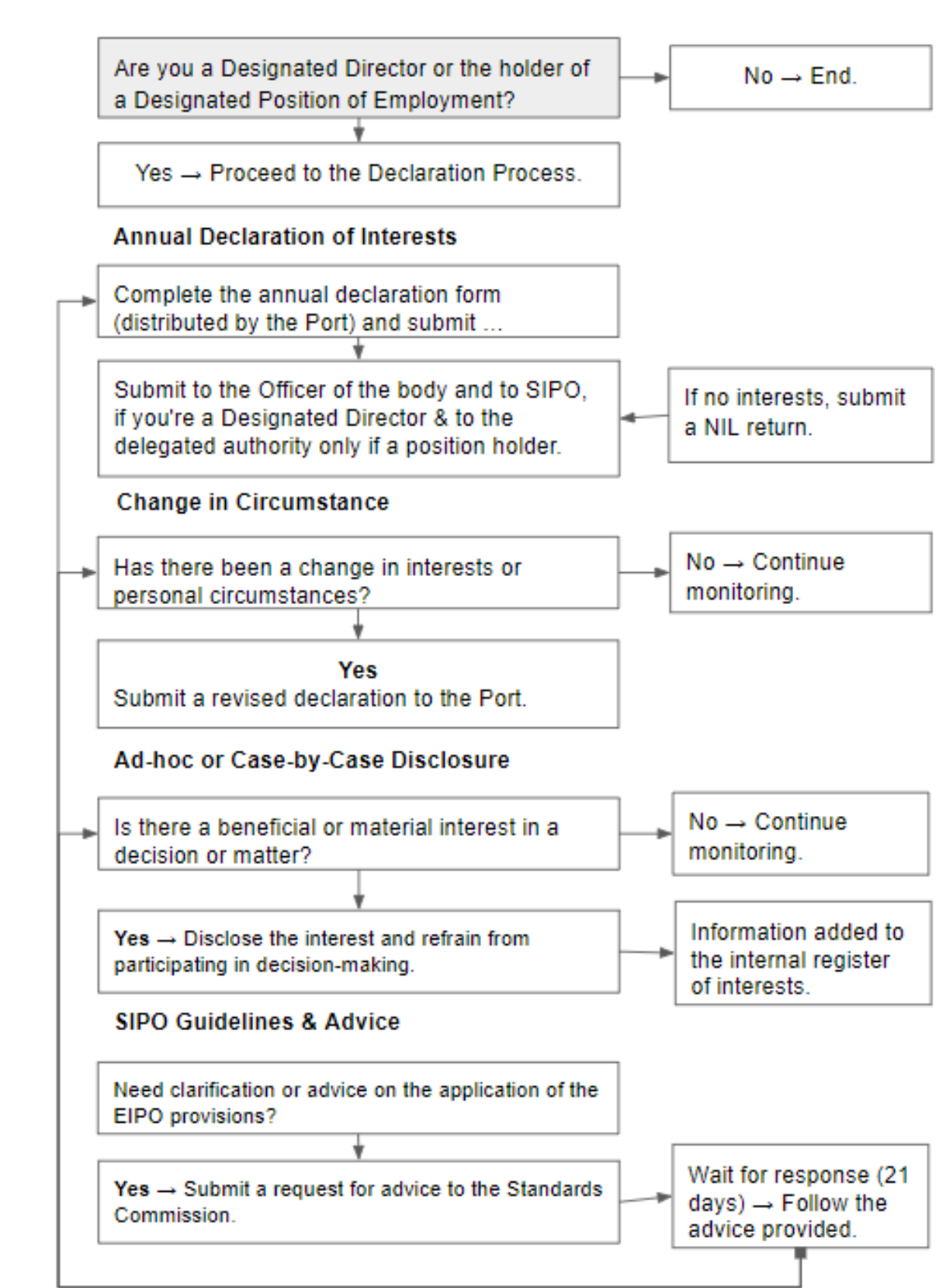
In addition to the guidelines, advice can be sought directly from the Standards Commission concerning any provision of the legislation or the application of any such provision in any case. All must act in accordance with the guidelines and any advice given by the Standards Commission, unless by so doing they would be contravening another provision of the legislation.

Where requested, advice must be provided by the Standards Commission within 21 days or, alternatively, it may decline to give advice. Ideally, to eliminate any risk of misunderstanding, requests for advice should be made in writing (including by e-mail to [info@sipo.ie](mailto:info@sipo.ie)). Normally, the Standards Commission will provide, or confirm, all advice of a substantive nature, in writing.

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<sup>5</sup> Under Section 17(1)(a) of the Ethics in Public Office Act 1995, Designated directors (board members) and, under s.18(1)(a) of the same Act, “designated persons”, are obliged to prepare an annual statement of their “interests” which could materially influence the person in or in relation to the performance of the person’s functions because such performance could so affect those interests as to confer on or withhold from a substantial benefit to the person (or the person’s spouse/civil partner/child).

When a request for advice is made to the Standards Commission, the provision concerned of the Ethics Acts will not, as regards the person who made the request, apply in relation to that person during the period from the making of the request to the time when the advice is given or the Standards Commission declines to give advice.



## 10.2 The Register of Interests & Annual Disclosures

The prescribed form is circulated to each designated directors (board members) and designated position holder annually for completion. The Port, is obliged to maintain a register of interests declared and such information entered on this register of interests will be maintained for a period of up to 15 (fifteen) years after the relevant person ceases to be a designated directors (board members) or designated position holder.

## 10.3 Change in circumstance

Where a change in registered interests declared arises, a revised statement may be furnished at any time and if your personal circumstances change during the year in such a way that it would alter a previously completed declaration (i.e. any change in existing interest(s) or acquisition of a new interest(s)<sup>6</sup>, a revised declaration is required.

If in doubt, you should consult the point of contact as set out above. All shall be regarded as complying with the requirements to notify a change in circumstances if the person gives to the Port, a declaration on or before the day on which the change occurs, or the other interest is acquired. Designated directors (Board members) or the holder of a designated position of employment should keep this in mind when progressing any transaction which may result in a change in circumstances that needs to be declared. It is possible that a change in circumstances is such that non-participation maybe required, ad hoc / case by case disclosures will not suffice in these circumstances indefinitely and eligibility to continue in this manner must be discussed.

The Port also considers it prudent that where a registered interests declared at a point in time ceases to be such an interest, the reason for its omission from subsequent declarations must be explained in a statement and included in the register of interests maintained by the Port.

## 10.4 NIL Return

The Port also requires designated directors (Board members) or the holder of a designated position of employment to submit a return even where there are no interests to declare and to indicate that fact on the form to be included in the internal register of interests maintained by the Port and furnished to the Standards in Public Office Commission (SIPO).

## 10.5 Ad-Hoc / Case-By-Case Disclosures

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<sup>6</sup> There are some exceptions to this requirement – e.g. for remote or insignificant interests or a shareholding in a company / other body where the value is less than €13,000 or 1% of the issued share capital.

The Port requires that designated directors (Board members) or the holder of a designated position of employment disclose the nature of any beneficial interest<sup>7</sup> any such person has in, or which is material to, any contribution or question which falls to be decided or determined by the Board from time to time. The person will not participate in any discussions or consideration of the matter and must not influence or seek to influence any decision of the Board relating to that matter and must comply with any directions the Board may give. Information provided under a case-by-case disclosure is placed on the internal register of interests maintained by the Port.

In addition to the annual statement of interests referred to above the EIPO also requires designated directors (Board members) or the holder of a designated position of employment to furnish a statement at the time when an official function falls to be performed by that person, and that person has actual knowledge that they, or a “connected person”<sup>8</sup> has a “material interest” in a matter. Where a Board member or the holder of a designated position has a material interest in a particular matter the 1995 Act provides that:

*A person or a connected person has a “material interest” in a matter if the consequence or effect:*

- (i) of the performance by the person of a function of his or her office/designated position, or*
- (ii) of any decision made in relation to or in the course or as a result of the performance of such a function by the person, concerning that matter, may be to confer on or withhold from the person or the connected person a significant benefit or impose on the person a significant loss, liability, penalty, forfeiture, punishment or other disadvantage without also conferring it on, withholding it from or imposing it on, persons in general or a class of persons which is of significant size having regard to all the circumstances and of which the person or the connected person is a member.*

In such circumstances *designated directors (board members)* must, as soon as possible, prepare and furnish to the other members of the Board a statement in writing of the relevant facts, and:

- (i) shall not perform the function unless there are compelling reasons requiring the member to do so, and*
- (ii) shall, if it is proposed to perform the function, prepare and furnish to the other Designated directors (board members) and to the Commission, before or, if that is not*

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<sup>7</sup> “Interests” for these purposes includes any interests of which the person has actual knowledge of the person’s spouse/civil partner or of the person’s child(ren) or of the child(ren) of the person’s spouse/civil partner.

<sup>8</sup> “Connected person” includes a relative (brother, sister, parent, spouse or child (or child of the spouse), business partner, trustee of any trust for the benefit of the person (or their children), and companies controlled by the person (on his/her own or together with his/her connected parties).



*reasonably practicable, as soon as may be after such performance, a statement in writing of the compelling reasons.*

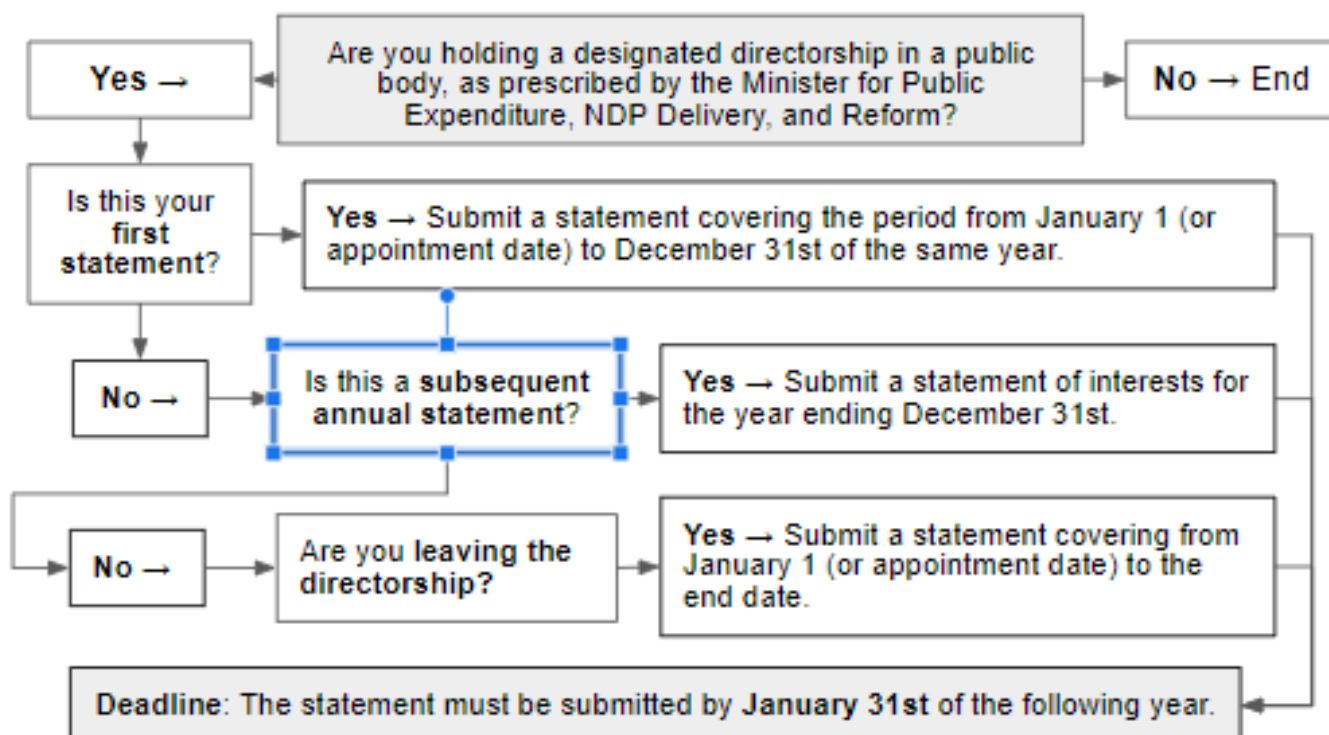
*Designated persons* must, as soon as possible, prepare and furnish a statement in writing of the relevant facts, and:

- (i) shall not perform the function unless there are compelling reasons requiring the person to do so, and*
- (ii) shall, if the person proposes to perform the function, prepare and furnish to the Port, before or, if that is not reasonably practicable, as soon as may be after such performance, a statement in writing of the compelling reasons.*

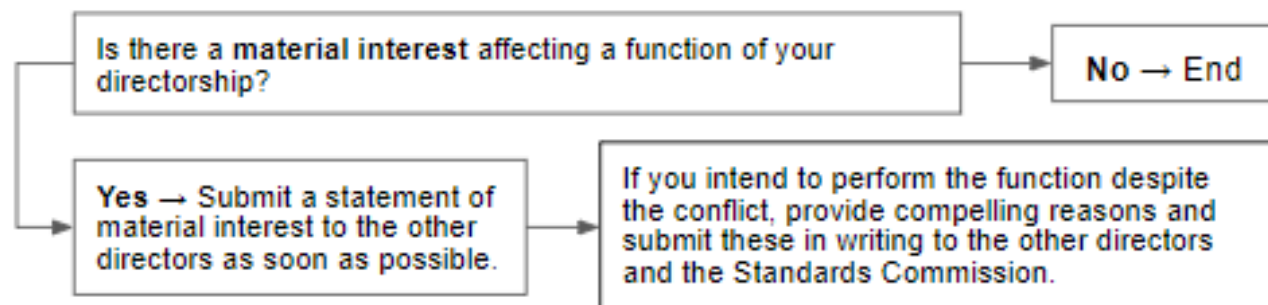
As is the case for annual statements under the Ethics in Public Office Acts, section 29(2) provides that, where a change in material interests arises, a revised statement may be furnished at any time.

## 10.6 Statutory Declarations and Disclosures flow

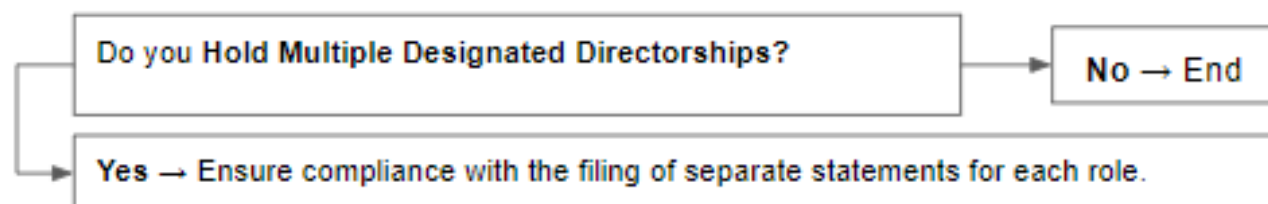
1. **First, Annual or Leaving Statement Submission.** Submit a written statement of your interests to the Standards Commission and relevant officer.



2. **Material Interest Statement.** If you or a connected person has a material interest in a matter related to your function, prepare and submit a statement.



3. **Holding Multiple Designated Directorships.** If you hold more than one designated directorship or position, submit separate statements for each.



## 11. Decision making

In order to maintain the highest level of public confidence and trust in the Port and to ensure the independence and impartiality of its operations, the Port Code also seeks to avoid the possibility of objective bias in the decision-making processes of the Port.

The concept of “objective bias” is case and fact-specific. The test to be applied should not just be what an individual Board member or the holders of a designated positions of employment might consider a relevant interest or relationship, but rather whether a reasonable person who is in possession of all the relevant facts might reasonably think that the interest or relationship concerned could influence the individual in the performance of their functions fairly and impartially. If so, then the interest or relationship<sup>9</sup> should be disclosed in accordance with the Port Code so that appropriate procedures can be followed. The disclosure of matters subsequently found not to be relevant or in scope is encouraged.

To assist designated directors (board members) and the holders of designated positions of employment in the Port in undertaking their duties, all interests and relationships, professional or personal, where the interests and relationships are, or are likely to be perceived to be, of relevance to the work of the Port must be considered in accordance with the Port Code and disclosed. It would be generally expected that they should not knowingly deal with or participate in any matter where:

- it involves a family member or other person(s) well known on a personal basis;
- they have previously had any involvement on a personal basis, or on behalf of a previous employer, or as a member of any other organisation or body;
- the person was previously employed during a time in the previous 12 months or in any voluntary or professional organisation of which the person is or was a member during that period; or
- the matter could have any implications for any land, business/financial or professional interests of the person, their family or other person(s) who is well known on a personal basis.

In approaching consideration of any of the above a precautionary approach should be adopted having regard to the circumstances of each case where questions of conflict or objective bias may arise. This can in circumstances be particularly relevant to assessment of the potential for objective bias beyond a period of time as other factors, such as the nature and extent of the past association or work done, or views expressed in a previous employment can also be a relevant determinative factor in whether objective bias may be found to exist. In the case of any queries/doubt about an interest

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<sup>9</sup> An actual or perceived conflict may also arise in circumstances where a family member of a Designated director (board members) or the holder of a designated position of employment (e.g. their spouse/civil partner, parents, siblings, children, spouse/partner’s parents or children and partners of adult children) or a person who is well known on a personal basis whom has an interest or an association with persons or organisations with close connections to the matter in question.

- a designated Board member may enquire of the Standards Commission and from the Officer of the body to whom they submit their annual and other statements (the Company Secretary) to determine whether the person concerned should be excluded from any involvement.
- the holder of a designated positions of employment must enquire of the relevant authority for their position to whom they submit their annual and other statements (the CEO) to determine whether the person concerned should be excluded from any involvement.
- Where any such queries as outlined arise, the circumstances, determination and general rationale shall be documented in memo form including any decision (by the Officer of the body or relevant authority for the position) on the question and a copy forwarded to the Company Secretary for recording on the Register of interests.

For the purposes of the Code, a proportionate approach should in all cases be taken on the facts of the particular matter and in order to ensure that service can be conducted effectively but as a general rule, it would be expected that a designated directors (board member) or the holder of a designated position of employment where a query or doubt is raised should not normally be involved in the decision making.

If unsure, certain relationships may be disclosed on a strictly confidential/need to know basis to the Officer of the body or relevant authority for the position so that any necessary mitigation to prevent conflict of interest or objective bias can be implemented in respect of ordinary matters.

## 12. Appendices

Appendix 1 - Dealing with a matter of a conflict of interest

Appendix 2 - Non participation in decision making

Appendix 3 - Avoiding undue or inadvertent influence while not participating

Appendix 4 – Notes for Completion of the Statement of Interests for the purposes of Section 17 (Designated Directorships), Ethics in Public Office Act 1995 & 2001

Appendix 5 - Pro-forma Statement of **Interests** for the purposes of Section 17 (Designated Directorships), Ethics in Public Office Act 1995 & 2001

Appendix 6 - Pro-forma Statement of **Nil Interests** for the purposes of Section 17 (Designated Directorships), Ethics in Public Office Act 1995 & 2001

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Appendix 10 - Designated roles

## Appendix 1 - Dealing with a matter of a conflict of interest

Every Board member present should disclose (if not already disclosed in advance of consideration of the matter) any real or perceived conflict of interest or objective bias, including beneficial interests or relationships or other connections which may be relevant to the matter<sup>10</sup>. A record of no conflicts of interest must also be kept in respect of matters presented at each Board Meeting.

Where a question arises as to whether there is a conflict of interest or objective bias, the Chairperson of the meeting and the Board members present including the CEO shall determine the matter. When a matter is raised for determination by the Board the following will apply:

### 1. Matters relating to Designated directors (board members)

- In the case of any queries/doubt relating to the interests of a designated Board member;
- The Officer of the body (the Company Secretary) and the designated directors (board members), should based on the known facts, determine whether any conflict of interest or objective bias does or does not exist if the matter requires that the person must be excluded from any involvement (further advice may be sought).
- The designated director or the holder of a designated position of employment must, as soon as may be, prepare and furnish a statement in writing of facts to the other directors of the body.
- Where it is determined that a real or perceived conflict of interest or objective bias does not exist matters progress as normal.
- Where it is determined that a real or perceived conflict of interest or objective bias does exist a decision to not participate should be made based on the best interests of the Port and its stakeholders and if possible should be voluntary or by agreement.
- Where it is determined that a real or perceived conflict of interest or objective bias does exists, the designated directors (board members), in question shall not thereafter participate in or attend any meeting (or part thereof) at which the matter is discussed.
- They should not perform the function unless there are compelling reasons requiring them to do so. If they propose to perform the function they should, before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and

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<sup>10</sup> within the meaning of Companies Act 2014, or under the Ethics in Public Office Acts 1995 and the Standards in Public Office Act 2001 (together “the Ethics in Public Office Acts or “EIPO”)

furnish a statement in writing of the compelling reasons to the other directors and to the Standards Commission, expert advice may be sought as required.

- Following, such a determination either way, the circumstances, determination and general rationale shall be documented in memo form including the decision by and a copy forwarded to the Company Secretary (the Officer of the body) for recording on the register of interests. The CEO is treated as a Board member in these instances.

## 2. Matter relating to the Chairperson of the board or the Chairperson of any sub committee

- In the case of any queries/doubt relating to the interests of the Chairperson of the Board, or other Chairperson(s);
- The Officer of the body (the Company Secretary) and the designated directors (board members), should based on the known facts, determine whether any conflict of interest or objective bias does or does not exist if the matter requires that the person must be excluded from any involvement (further advice may be sought).
- The designated Board member must, as soon as may be, prepare and furnish a statement in writing of facts to the other directors of the body.
- Where it is determined that a real or perceived conflict of interest or objective bias does not exist matters progress as normal.
- Where it is determined that a real or perceived conflict of interest or objective bias does exist a decision to not participate should be made based on the best interests of the Port and its stakeholders and if possible should be voluntary or by agreement.
- Where it is determined that a real or perceived conflict of interest or objective bias does exists, the designated directors (board members), in question shall not thereafter participate in or attend any meeting (or part thereof) at which the matter is discussed.
- They should not perform the function unless there are compelling reasons requiring them to do so. If they propose to perform the function they should, before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other directors and to the Standards Commission, expert advice may be sought as required.
- Following, such a determination either way, the circumstances, determination and general rationale shall be documented in memo form including the decision by and a copy forwarded to the Company Secretary (the Officer of the body) for recording on the register of interests.

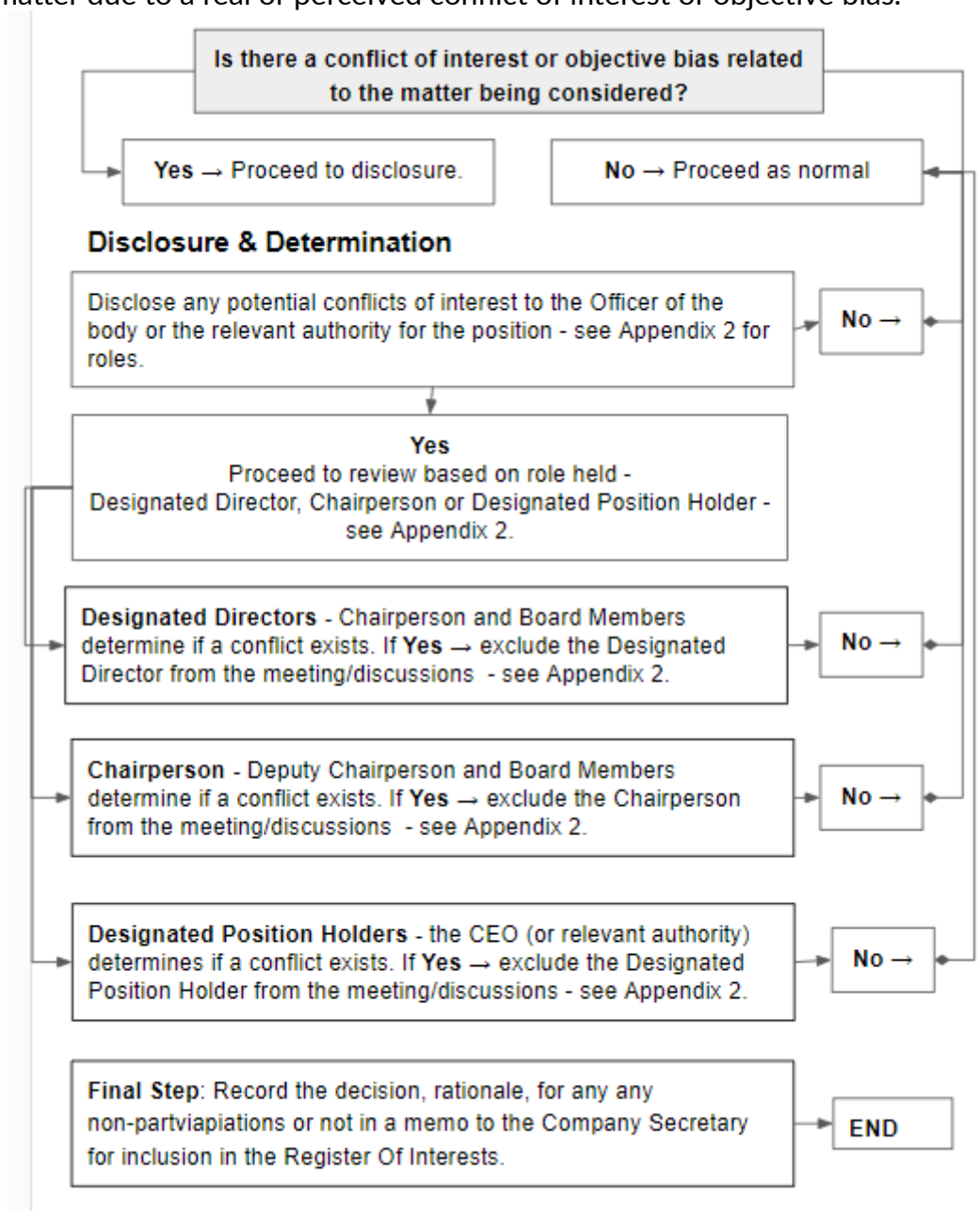
### 3. Matters relating to the holder of a designated position of employment

- In the case of any queries/doubt relating to the interests of the holder of a designated position of employment;
- The relevant authority for the position (the CEO in the 1<sup>st</sup> instance), should based on the known facts, determine whether any real or perceived conflict of interest or objective bias does or does not exist (further advice may be sought) and if the matter requires that the person be excluded from any involvement.
- Where it is determined by the relevant authority for the position that a real or perceived conflict of interest or objective bias does not exist matters progress as normal.
- Where it is determined the relevant authority for the position that a real or perceived conflict of interest or objective bias does exist a decision to not participate should be made based on the best interests of the Port and its stakeholders and if possible, should be voluntary or by agreement.
- Where it is determined relevant authority for the position that a real or perceived conflict of interest or objective bias does exists, the designated position holder in question shall not thereafter participate in or attend any meeting (or part thereof) at which the matter is discussed.
- Following, such a determination either way, the circumstances, determination and general rationale shall be documented in memo form including the decision (by the relevant authority for the position) and a copy forwarded to the Company Secretary (the Officer of the body) for recording on the register of interests.



## Appendix 2 - Non participation in decision making

This is a process by which a designated Board member or the holder of a designated position of employment voluntarily withdraws or withdraws by agreement or by request from receiving information or briefings, participating in discussions, deliberations, and decisions related to a specific matter due to a real or perceived conflict of interest or objective bias.



### 1. Identification of Conflict of Interest

A designated Board member or the holder of a designated position of employment first identifies the issue concerning a particular agenda item or issue being discussed by the Board. This could be due to a real or perceived conflict of interest or objective bias, where their personal interests may impact or be perceived to influence their decision-making.

## 2. Disclosure

The designated directors (board members) is typically required to disclose any real or perceived conflict of interest or objective bias based on their role to the Officer of the body in the 1<sup>st</sup> instance. This initial self-disclosure is a crucial step in ensuring transparency.

The holder of a designated position of employment is typically required to disclose any real or perceived conflict of interest or objective bias to the relevant authority for the position in the 1<sup>st</sup> instance the CEO. This initial self-disclosure is a crucial step in ensuring transparency.

## 3. Voluntary non-participation

After disclosing the conflict, the designated directors (board members) or the holder of a designated position of employment voluntarily withdraws from receiving information or briefings, participating in discussions, deliberations, and decisions related to the specific matter where the real or perceived conflict of interest or objective bias exists. This will require them to absent themselves physically during these discussions as to simply not participate in them is not sufficient.

## 4. Non-voluntary non-participation

If the designated directors (board members) or the holder of a designated position of employment does not voluntarily withdraw, they must, as soon as may be, prepare and furnish a statement in writing of facts to the other directors of the body. They should not perform the function unless there are compelling reasons requiring them to do so. If they propose to perform the function they should, before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other directors and to the Standards Commission, expert advice may be sought as required.

## 5. Non-Participation

While not participating, the designated directors (board members) or the holder of a designated position of employment should not provide input, vote, or otherwise influence the decision on the matter at hand. Their absence from the discussion in total ensures that their personal interests do not compromise the integrity of the Board's decision-making process. Board documents on any deliberations regarding any matter in which a member of the Board has a real or perceived conflict of interest or objective bias or material interest should not be made available / accessible to the Board member concerned. **See Guidance - avoiding undue or inadvertent influence while not participating.**

## 6. Documentation

Where a real or perceived conflict of interest or objective bias is raised by a Board member or the holder of a designated position of employment for themselves or others, this should be noted in the required Board meeting record(s) and this should be determined as above. Following, such the circumstances, determination and general rationale shall be documented in memo form for recording on the register of interest by the Company Secretary.

## 7. Rejoining the Discussion

Once any real or perceived conflict of interest or objective bias has been resolved or the discussion has moved on to other topics, the recused designated board member or the holder of a designated position of employment may join or rejoin the meeting and participate in discussions and decisions unrelated to the conflict. The agenda of the meeting should be mindful of the requirements of non participation.

Non participation is a vital ethical practice that helps maintain the integrity of the Board. It ensures that designated Board member or the holder of a designated position of employment prioritize the organization's interests over personal gain or conflicting interests and demonstrates a commitment to transparency and good governance.

## Appendix 3 - Avoiding undue or inadvertent influence while not participating

Non-participation or recusal is a fundamental component of ethical governance, serving to maintain the trust and integrity of the decision-making process. When a designated director (Board member) or the holder of a designated position of employment recuses themselves due to a real or perceived conflict of interest or objective bias, it is imperative that they go beyond mere physical absence from discussions and decisions. They must also refrain from any attempts to influence the process or outcome related to the matter.

### 1. Maintaining Objectivity

The primary purpose of non-participation is to ensure objectivity in decision-making. Attempting to influence discussions or decisions related to a conflicted matter would defeat the purpose of non-participation, as it could introduce further bias and compromise the fairness of the process.

### 2. Preserving Transparency

Influence, whether inadvertent, covert, or subtle, can erode transparency. It may create perceptions of impropriety and undermine the trust stakeholders place in the Board's ability to act in the Port's best interests. Transparency is vital for maintaining the organization's reputation.

### 3. Respecting the Ethical Duty

Designated directors (board members) or the holders of a designated position of employment have an ethical duty to act in the best interests of the Port. Attempting to influence while not participating or recused would run counter to this duty and could lead to allegations of ethical misconduct.

### 4. Legal and Regulatory Compliance

Influencing or attempting to influence discussions while not participating or recused can have legal and regulatory consequences and potentially expose the designated directors (board members) or the holder of a designated position of employment to legal action and penalties, as such compliance with the law and the Code is essential.

### 5. Reputational Risk

Influence attempts during non-participation or recusal can also damage the personal and professional reputation of the designated directors (board members) or the holder of a designated position of employment and the organization as a whole and have long-lasting repercussions.

The principle of non-participation is not just about physically stepping aside; it extends to refraining from any actions or statements that could be construed as an attempt to shape the outcome. Designated directors (Board members) or the holder of a designated position of employment must recognize that their duty to the Port and its stakeholders takes precedence over personal interests. Maintaining the highest ethical standards, including adhering to the

non participation process rigorously, is essential for Board effectiveness and the long-term success of the organization.

#### 6. Improper communication

Under the Code it is the duty of a designated directors (board members) or the holder of a designated positions of employment on receipt of communication, for the purpose of influencing improperly any decision not to entertain it and, they must bring it to the attention of the Officer of the body or relevant authority for the position to whom they submit their annual declaration and other statements (the Chairperson or the Company Secretary or CEO).

Where any such communications as outlined occurs, the matter must be documented in memo form including any decision (by the Officer of the body or relevant authority for the position) and a copy forwarded to the Company Secretary for recording on the register of interests.

Internal communications must be clear, transparent and documented lines between designated directors (board members), the holders of designated positions of employment and other staff members where any such communication is necessary should be maintained. Communication with external participants should not occur outside of the standard administrative or formal channels. The exercise of independent professional judgement of the designated directors (board members) or the holder of a designated position of employment is fully acknowledged and endorsed as a fundamental cornerstone to the integrity of the decision making process of the Port and must be respected and protected by all.

## Appendix 4

### **Guidelines on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001 Public Servants (Eleventh Edition) Civil Service pay rates updated to 1 October 2024**

This eleventh edition of the guidelines for public servants on compliance with the provisions of the Ethics Acts has been drawn up to take account of a review by the Commission of the provisions of the Ethics in Public Office Acts 1995 and 2001 (the Ethics Acts). It takes account in the body of the guidelines below and in Appendices 2 of 3 of the most recent regulations prescribing public bodies, designated directorships and designated positions of employment in public bodies (SI 483 of 2018 and SI 484 of 2018). Where further regulations prescribing designated directorships and designated positions of employment have subsequently been made, these guidelines will apply to such directorships and positions from the date indicated.

#### ***ii) DESIGNATED DIRECTORS***

35. You are required in each year, during any part of which you hold or held a designated directorship of a public body, as prescribed by regulations made by the Minister for Public Expenditure, NDP Delivery and Reform, to prepare and furnish, in a form determined by the Minister for Public Expenditure, NDP Delivery and Reform, a statement in writing of your interests, as described in paragraph 18, to the Standards Commission and to such officer of the body as determined by the Minister for Public Expenditure, NDP Delivery and Reform. **You must sign and date your statement after the expiry of the period covered by your statement as provided for in the following paragraphs.** The Standards Commission will accept the furnishing of a copy of your statement subject to an original signature.

#### **First statement**

36. Your first statement should cover the period from 1 January, or the date of your appointment in a particular year, if later, up to 31 December of the same year. If the designated directorship you hold was first prescribed after 1 January in any year, your first statement should cover the period from the date on which the directorship was prescribed (or the date of your appointment, if later) up to 31 December of the same year. Your statement should be furnished not later than 31 January in the following year.

#### **Subsequent annual statements**

37. Subsequent annual statements should be in respect of the year ending on 31 December and should be furnished not later than 31 January in the following year.

#### **Statement on leaving**

38. If your appointment ends during a year, you must furnish a statement covering the period from 1 January in that year, or the date of your appointment, if later, up to the date on which the appointment ended. This statement must be furnished not later than 31 January in the following year.

### **Statement of a material interest**

39. In any case where a function of the directorship, or a function of any other office or position held by you in the public body, falls to be performed and you have actual knowledge that you, or a connected person, have a material interest in a matter to which the function relates, you must, as soon as may be, prepare and furnish a statement in writing of those facts to the other directors of the body. You should not perform the function unless there are compelling reasons requiring you to do so. If you propose to perform the function you should, before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other directors and to the Standards Commission. The requirements set out in this paragraph apply whether an interest has been disclosed in a statement referred to in paragraph 33.

40. The terms under which you hold or held the designated directorship will be deemed to include a term that you will comply with the foregoing requirements.

**Note:** In the event that you hold more than one designated directorship or you occupy a designated position of employment in addition to holding a designated directorship, you are required to furnish a statement of interests, as described in paragraph 18, separately in respect of each designated directorship held or designated position occupied.

## Appendix 5

### Ethics in Public Office Acts 1995 and 2001

#### - Designated Directorships -

#### Statement of Interests for the purposes of Section 17 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

<b>Name:</b>	
<b>Title of Designated Directorship held</b> (e.g. board member, etc.):	
<b>Public Body:</b>	
<b>Date of Appointment:</b>	
<b>Period comprehended by this Statement</b> (i.e. 1 January to 31 December or part thereof):	
<b>Address for Correspondence:</b>	

In relation to each of the following disclosable interests under the Ethics in Public Office Act 1995, you should state any interest held **by you** and any interests held, to your actual knowledge, **by your spouse<sup>1</sup> or civil partner<sup>2</sup>, a child of yours, or a child of your spouse**, which could materially influence<sup>3</sup> you in or in relation to the performance of your official functions.



The amount or monetary value of the interests need not be specified. Explanatory notes on certain of the required statements are attached.

**1. OCCUPATIONAL INCOME , ETC.**

Details of any remunerated trade, profession, employment, vocation or other occupation (other than the directorship described on the first page of this form), the remuneration from which exceeded €2,600, during the period comprehended by this statement, should be listed here.

Description of Occupation	Business Address
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

**2. SHARES ETC.**

Details of any holding of shares in, or bonds or debentures of, or other like investments in, a particular company or other enterprise or undertaking, where the aggregate value of the holding exceeded €13,000 at any time during the period comprehended by this statement, should be listed here<sup>4</sup>.

Type of Holding	Where held	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

### 3. DIRECTORSHIPS

Details of any directorship or shadow directorship of any company<sup>5</sup> held during the period comprehended by this statement should be listed here<sup>6</sup>.

Type of Directorship	Business Address	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

### 4. LAND (EXCLUDING PRIVATE HOME<sup>7</sup>)

Details of any interest in land where the value of such interest exceeded €13,000 at any time during the period comprehended by this statement should be listed here, including -

- (i) any contract entered into for the purchase of land, whether or not a deposit or part payment has been made under the contract; and
- (ii) any option held to purchase land, whether or not any consideration has been paid in respect thereof, or land in respect of which such an option has been exercised but has not yet been conveyed.

Property Address	Purpose for which used
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

### 5. TRAVEL, ACCOMMODATION, MEALS, ETC.

Details of travel facilities, living accommodation, meals or entertainment supplied during the period comprehended by this statement, free of charge or at a price that was less than the commercial price or prices, should be listed here<sup>8</sup>.

Full Description	Name and Address of Supplier
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

## 6. OTHER REMUNERATED POSITIONS

Details of any remunerated positions held as a political or public affairs lobbyist, consultant or adviser during the period comprehended by this statement, should be listed here.

Full Description of Position	Name and Address of Person / Company / Organisation
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

## 7. PUBLIC SERVICE CONTRACTS

Details of any contract to which the person concerned was a party, or was in any other way, directly or indirectly interested, for the supply of goods or services to a Minister of the Government, or a public body during the period comprehended by this statement, if the value of the goods or services supplied exceeded €6,500 or, in case other goods or services were

supplied under such a contract if the aggregate of their value and the value aforesaid exceeded €6,500, should be listed here.

Description of Contract and Interest	Name and Address of Contractor	Minister / Public Body Concerned
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

## 8. GIFTS, PROPERTY & SERVICES

Details of:

- (i) any gift given during the period comprehended by this statement<sup>9</sup>;
- (ii) property supplied or lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, for a consideration or considerations, or at a price or prices less than the commercial consideration or considerations, or the commercial price or prices, by more than €650; and
- (iii) property lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, free of charge if the commercial consideration or considerations, or the commercial price or prices was, or were more than €650<sup>10</sup>; should be listed here<sup>11</sup>.

Full Description of Gift, Property and/or Service	Name and Address of Benefactor, Supplier and/or Lender
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

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## 9. OTHER INTERESTS

In line with the provisions of Section 30 of the Ethics in Public Office Act 1995, voluntary statements in respect of any interests not specified in the Second Schedule to that Act (i.e., other than those specified at 1. to 8. above), and which are held by **you or your spouse or a civil partner, or a child of yours or your spouse**, may be listed here if it is considered that such interests could materially influence you in or in relation to the performance of your official duties.

<u>Self:</u>
<u>Spouse or Civil Partner or Child (name):</u>

## OBLIGATION TO DISCLOSE A MATERIAL INTEREST IN AN OFFICIAL FUNCTION

I am aware of the obligations placed on me by Section 17(1)(b) of the Ethics in Public Office Act 1995<sup>12</sup>.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> "spouse", in relation to a person, does not include a spouse who is living separately and apart from the person;

<sup>2</sup> "civil partner" in relation to a person, means a civil partner within the meaning of the *Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010*, but does not include a civil partner who is living separately and apart from the person;

<sup>3</sup> which could materially influence you in or in relation to the performance of the functions of the directorship by reason of the fact that such performance could so affect those interests as to confer on or withhold from you or your spouse or civil partner or child of yours or child of your spouse a substantial benefit.

<sup>4</sup> "holding" does not include money in a current, deposit or other similar account with a financial institution.

<sup>5</sup> "company" means any body corporate;

<sup>6</sup> "shadow directorship" means the position held by a person who is a shadow director within the meaning of the Companies Acts 1963 to 1990, or, in the case of a public body that is not a company (within the meaning of the Companies Act 1963) and is specified in subparagraph (8), (9), (10), (11), or (12), or stands prescribed for the purposes of subparagraph (13), of paragraph 1 of the First Schedule to the Ethics in Public Office Act 1995, the position held by the person in accordance with whose instructions or directions, the members of the body, or the members of the board or other body that controls manages or administers that body, are accustomed to act.

<sup>7</sup> but excluding any interest in land consisting of any private home of the person or of his or her spouse or civil partner, that is to say, a building or part of a building that is occupied by the person or his or her spouse or a child of the person or of the spouse as a separate dwelling and any garden or other land usually occupied with the dwelling, being land that is subsidiary or ancillary to it, is required for its amenity or convenience and is not being used or developed primarily for commercial purposes.

<sup>8</sup> but excluding:

- (a) travel facilities, living accommodation, meals or entertainment provided -
  - (i) within the State, or
  - (ii) in the course and for the purpose of -
    - the performance of the functions of the person as the holder of a designated directorship,  
or
    - the trade, profession, employment, vocation or other occupation of the person (other than as the holder of a designated directorship);
- (b) travel facilities, living accommodation, meals or entertainment supplied to the person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply was in the nature of a gift to the person and for personal reasons only, unless the acceptance of such facilities, accommodation, meals or entertainment might reasonably be seen to have been capable of influencing him or her in the performance of his or her functions as the holder of a designated directorship;
- (c) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, free of charge if the commercial price, or the aggregate of the commercial prices, of the facilities, accommodation, meals or entertainment did not exceed €650; or
- (d) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, at a price or prices less than the commercial price or prices by not more than €650.

<sup>2</sup> but excluding -

(i) a gift to the person by a relative or civil partner or friend of the person or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, for purely personal reasons only, unless the acceptance of the gift by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated directorship; and

(ii) a gift given to the person, or gifts given to the person by the same person, during the period comprehended by the statement, as respects which the value, or the aggregate value, of the property the subject of the gift or gifts did not exceed €650 at any time during the period comprehended by the statement.

<sup>10</sup> other than property supplied or lent, or a service supplied to a person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply or loan was in the nature of a gift to the person and for personal reasons only, unless the acceptance of the property or loan or the service by the person could have materially influenced him or her in the performance of his or her functions as the holder of a designated directorship.

<sup>11</sup> insofar as services in (ii) and (iii) relate to legal or medical services (including psychiatric or psychological services), it is only necessary to state that such services were supplied to you or to a person (who need not be identified) in respect of whom you are required to make a statement.

<sup>12</sup> in any case where a function, or a function of any other office or position held by the holder of a designated directorship in that public body, falls to be performed and the holder of a designated directorship has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the other directors of the public body and to the Standards in Public Office Commission a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If the holder of a designated directorship proposes to perform the function, he or she shall prepare and furnish to the other directors of the body and to the Standards Commission a statement in writing of the compelling reasons aforesaid.

#### **Additional information**

Additional information on the requirements of the Ethics Acts and further relevant definitions are set out in the Standards in Public Office Commission's guidelines for public servants on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001. In addition to the guidelines, public servants may seek further information or advice from the Standards in Public Office Commission (tel: 01 639 5666; e-mail: [info@sipo.ie](mailto:info@sipo.ie) ) concerning any provision of the legislation or the application of any such provision in any particular case.

Designated directorships. **17.**—(1) A person who holds or held a designated directorship of a public body specified in *subparagraphs* (8) to (12), or standing prescribed under *subparagraph* (13), of *paragraph 1* of the *First Schedule*—

(a) shall, subject to *section 20* (3), in each year during any part of which he or she holds or held the directorship, prepare and furnish to the Commission and to such officer of the body as may be determined by the Minister a statement in writing of—

(i) the interests of the person, and

(ii) the interests of which he or she has actual knowledge of his or her spouse or civil partner or a child of the person or of his or her spouse, during the appropriate period specified in *section 20* (1) which could materially influence the person in or in relation to the performance of the functions of the directorship by reason of the fact that such performance could so affect those interests as to confer on or withhold from the person or the spouse or civil partner or child a substantial benefit, and

(b) in any case where such a function, or a function of any other office or position held by the person in that public body, falls to be performed and he or she has actual knowledge that he or she or a connected person has a material interest in a matter to which the function relates—

(i) shall, as soon as may be, prepare and furnish to the other directors of the body a statement in writing of those facts,

(ii) shall not perform the function unless there are compelling reasons requiring him or her to do so, and

(iii) shall, if he or she proposes to perform the function, prepare and furnish to the other directors of the body and to the Commission, before or, if that is not reasonably



practicable, as soon as may be after such performance, a statement in writing of the compelling reasons aforesaid.

(2) There shall be deemed to be included in the terms on which a person holds a designated directorship referred to in *subsection (1)* a term that the person shall comply with that subsection.

## Appendix 6

### Ethics in Public Office Acts 1995 and 2001

#### - Designated Directorships -

#### Statement of 'Nil' Interests

#### for the purposes of Section 17 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

<b>Name:</b>	
<b>Designated Directorship Held:</b>	
<b>Public Body:</b>	
<b>Date of Appointment:</b>	
<b>Period Covered by this Statement:</b> (i.e. 1 January to 31 December or part thereof):	
<b>Address for Correspondence:</b>	

I hereby state that, in respect of the period covered by this statement, there are no interests, as specified in the Ethics in Public Office Act 1995, of my own, or, to my actual knowledge, of a spouse or civil partner or a child of mine or a child of a spouse, which could materially influence me in, or in relation to, the performance of the functions of the directorship described above.

I am also aware of the obligations placed on me by Section 17(1)(b) of the Ethics in Public Office Act 1995<sup>11</sup> (see below).

Signed: \_\_\_\_\_

Date: \_\_\_\_

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<sup>11</sup> in any case where a function of a designated directorship falls to be performed and the holder of a designated directorship has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the other directors of the body a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If the holder of a designated directorship proposes to perform the function, he or she shall prepare and furnish to the other directors of the body and the Standards in Public Office Commission a statement in writing of the compelling reasons aforesaid.

## Appendix 7

### **Guidelines on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001 Public Servants (Eleventh Edition) Civil Service pay rates updated to 1 October 2024**

This eleventh edition of the guidelines for public servants on compliance with the provisions of the Ethics Acts has been drawn up to take account of a review by the Commission of the provisions of the Ethics in Public Office Acts 1995 and 2001 (the Ethics Acts). It takes account in the body of the guidelines below and in Appendices 2 of 3 of the most recent regulations prescribing public bodies, designated directorships and designated positions of employment in public bodies (SI 483 of 2018 and SI 484 of 2018). Where further regulations prescribing designated directorships and designated positions of employment have subsequently been made, these guidelines will apply to such directorships and positions from the date indicated.

#### **(iii) DESIGNATED POSITIONS**

41. You are required in each year, during any part of which you occupy or occupied a designated position of employment in a public body, as prescribed by regulations made by the Minister for Public Expenditure, NDP Delivery and Reform, to prepare and furnish, in a form determined by the Minister for Public Expenditure, NDP Delivery and Reform, a statement in writing of your interests, as described in paragraph 18, to the relevant authority determined by the Minister for Public Expenditure, NDP Delivery and Reform. **You must sign and date your statement after the expiry of the period covered by your statement as provided for in the following paragraphs.**

##### **First statement**

42. Your first statement should cover the period from 1 January, or the date of your appointment in a particular year, if later, up to 31 December of the same year. If the designated position of employment you occupy was first prescribed after 1 January in any year, your first statement should cover the period from the date on which the position was prescribed (or the date of your appointment, if later) up to 31 December of the same year. Your statement should be furnished not later than 31 January in the following year.

##### **Subsequent annual statements**

43. Subsequent annual statements should be in respect of the year ending on 31 December and should be furnished not later than 31 January in the following year.

##### **Statement on leaving**

44. If your appointment ends during a year, you must furnish a statement covering the period from 1 January in that year, or the date of your appointment, if later, up to the date on which the appointment ended. This statement should be furnished not later than 31 January in the following year.

##### **Statement of a material interest**

45. In any case where a function of the position falls to be performed and you have actual knowledge that you, or a connected person, have a material interest in a matter to which the function relates, you must, as soon as may be, prepare and furnish a statement in writing of those facts to the relevant authority. You should not perform the function unless there are compelling reasons requiring you to do so. If you propose to perform the function you should,

before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the relevant authority. The requirements set out in this paragraph apply whether or not an interest has been disclosed in a statement referred to in paragraph 39.

46. The terms of employment under which you occupy or occupied the designated position will be deemed to include a term that you will comply with the foregoing requirements.

**Note:** In the event that you occupy more than one designated position of employment or you hold one or more designated directorships in addition to occupying one or more designated positions, you are required to furnish a statement of interests, as described in paragraph 18, separately in respect of each designated directorship held or designated position occupied.

## Appendix 8

### Ethics in Public Office Acts 1995 and 2001

#### - Designated Positions of Employment -

#### Statement of Interests for the purposes of Section 18 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

<b>Name:</b>	
<b>Designated Position of Employment Held:</b>	
<b>Public Body:</b>	
<b>Date of Appointment:</b>	
<b>Period comprehended by this Statement (i.e. 1 January to 31 December or part thereof):</b>	
<b>Address for Correspondence:</b>	

In relation to each of the following disclosable interests, you should state any interest held **by you** and any interests held, to your actual knowledge, **by your spouse<sup>1</sup> or civil partner<sup>2</sup>, a child of yours, or a child of your spouse**, which could materially influence<sup>3</sup> you in or in relation to the performance of your official functions. **The amount or monetary value of the interests need not be specified.** Explanatory notes on certain of the required statements are attached.

**1. OCCUPATIONAL INCOME , ETC.**

Details of any remunerated trade, profession, employment, vocation or other occupation (other than the position of employment described on the first page of this form), the remuneration from which exceeded €2,600, during the period comprehended by this statement, should be listed here.

Description of Occupation	Business Address
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

**2. SHARES ETC.**

Details of any holding of shares in, or bonds or debentures of, or other like investments in, a particular company or other enterprise or undertaking, where the aggregate value of the holding exceeded €13,000 at any time during the period comprehended by this statement, should be listed here<sup>4</sup>.

Type of Holding	Where held	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

### 3. DIRECTORSHIPS

Details of any directorship or shadow directorship of any company<sup>5</sup> held during the period comprehended by this statement should be listed here<sup>6</sup>.

Type of Directorship	Business Address	Nature of Business
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

### 4. LAND (EXCLUDING PRIVATE HOME<sup>7</sup>)

Details of any interest in land where the value of such interest exceeded €13,000 at any time during the period comprehended by this statement should be listed here, including -

- (i) any contract entered into for the purchase of land, whether or not a deposit or part payment has been made under the contract; and
- (ii) any option held to purchase land, whether or not any consideration has been paid in respect thereof, or land in respect of which such an option has been exercised but has not yet been conveyed.

Property Address	Purpose for which used
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	



**5. TRAVEL, ACCOMMODATION, MEALS, ETC.**

Details of travel facilities, living accommodation, meals or entertainment supplied during the period comprehended by this statement, free of charge or at a price that was less than the commercial price or prices, should be listed here<sup>8</sup>.

Full Description	Name and Address of Supplier
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

**6. OTHER REMUNERATED POSITIONS**

Details of any remunerated positions held as a political or public affairs lobbyist, consultant or adviser during the period comprehended by this statement, should be listed here.

Full Description of Position	Name and Address of Person / Company / Organisation
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

**7. PUBLIC SERVICE CONTRACTS**

Details of any contract to which the person concerned was a party, or was in any other way, directly or indirectly interested, for the supply of goods or services to a Minister of the Government, or a public body during the period comprehended by this statement, if the value of the goods or services supplied exceeded €6,500 or, in case other goods or services were supplied under such a contract if the aggregate of their value and the value aforesaid exceeded €6,500, should be listed here.

Description of Contract and Interest	Name and Address of Contractor	Minister / Public Body Concerned
<u>Self:</u>		
<u>Spouse or Civil Partner or Child (name):</u>		

## 8. GIFTS, PROPERTY & SERVICES

Details of:

- (i) any gift given during the period comprehended by this statement<sup>9</sup>;
- (ii) property supplied or lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, for a consideration or considerations, or at a price or prices less than the commercial consideration or considerations, or the commercial price or prices, by more than €650; and
- (iii) property lent, or a service supplied to the person, once or more than once by the same person, during the period comprehended by this statement, free of charge if the commercial consideration or considerations, or the commercial price or prices was, or were more than €650<sup>10</sup>;

should be listed here<sup>11</sup>.

Full Description of Gift, Property and/or Service	Name and Address of Benefactor, Supplier and/or Lender
<u>Self:</u>	
<u>Spouse or Civil Partner or Child (name):</u>	

## 9. OTHER INTERESTS

In line with the provisions of Section 30 of the Ethics in Public Office Act 1995, voluntary statements in respect of any interests not specified in the Second Schedule to that Act (i.e., other than those specified at 1. to 8. above), and which are held by **you or your spouse or civil partner, or a child of yours or your spouse**, may be listed here if it is considered that such interests could materially influence you in or in relation to the performance of your official duties.

<u>Self:</u>
<u>Spouse or Civil Partner or Child (name):</u>

**OBLIGATION TO DISCLOSE A MATERIAL INTEREST IN AN OFFICIAL FUNCTION**

I am aware of the obligations placed on me by Section 18(2)(b) of the Ethics in Public Office Act 1995<sup>12</sup>.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

<sup>1</sup> "spouse", in relation to a person, does not include a spouse who is living separately and apart from the person;

<sup>2</sup> "civil partner" in relation to a person, means a civil partner within the meaning of the *Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010*, but does not include a civil partner who is living separately and apart from the person;

<sup>3</sup> which could materially influence you in or in relation to the performance of the functions of the position of employment by reason of the fact that such performance could so affect those interests as to confer on or withhold from you or your spouse or civil partner or child of yours or child of your spouse a substantial benefit.

<sup>4</sup> "holding" does not include money in a current, deposit or other similar account with a financial institution.

<sup>5</sup> "company" means any body corporate;

<sup>6</sup> "shadow directorship" means the position held by a person who is a shadow director within the meaning of the Companies Acts 1963 to 1990, or, in the case of a public body that is not a company (within the meaning of the Companies Act 1963) and is specified in subparagraph (8), (9), (10), (11), or (12), or stands prescribed for the purposes of subparagraph (13), of paragraph 1 of the First Schedule to the Ethics in Public Office Act 1995, the position held by the person in accordance with whose instructions or directions, the members of the body, or the members of the board or other body that controls manages or administers that body, are accustomed to act.

<sup>7</sup> but excluding any interest in land consisting of any private home of the person or of his or her spouse or civil partner, that is to say, a building or part of a building that is occupied by the person or his or her spouse or a child of the person or of the spouse as a separate dwelling and any garden or other land usually occupied with the dwelling, being land that is subsidiary or ancillary to it, is required for its amenity or convenience and is not being used or developed primarily for commercial purposes.

<sup>8</sup> but excluding:

(a) travel facilities, living accommodation, meals or entertainment provided -

(i) within the State, or

(ii) in the course and for the purpose of:

- the performance of the functions of the person as the occupier of a designated position of employment, or
- the trade, profession, employment, vocation or other occupation of the person (other than as the occupier of a designated position of employment);

(c) travel facilities, living accommodation, meals or entertainment supplied to the person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply was in the nature of a gift to the person and for personal reasons only, unless the acceptance of such facilities, accommodation, meals or entertainment might reasonably be seen to have been capable of influencing him or her in the performance of his or her functions as the occupier of a designated position of employment;

(c) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, free of charge if the commercial price, or the aggregate of the commercial prices, of the facilities, accommodation, meals or entertainment did not exceed €650; or

(d) travel facilities, living accommodation, meals or entertainment supplied to the person, once or more than once by the same person during the period comprehended by this statement, at a price or prices less than the commercial price or prices by not more than €650.

<sup>9</sup> but excluding:

(i) a gift to the person by a relative or civil partner or friend of the person or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, for purely personal reasons only, unless the acceptance of the gift by the person could have materially influenced him or her in the performance of his or her functions as the occupier of a designated position of employment; and

(ii) a gift given to the person, or gifts given to the person by the same person, during the period comprehended by the statement, as respects which the value, or the aggregate value, of the property the subject of the gift or gifts did not exceed €650 at any time during the period comprehended by the statement.

<sup>10</sup> other than property supplied or lent, or a service supplied to a person by a relative or civil partner or friend of the person, or of his or her spouse or civil partner, or of a child of the person or of his or her spouse, where such supply or loan was in the nature of a gift to the person and for personal reasons only, unless the acceptance of the property or loan or the service by the person could have materially influenced him or her in the performance of his or her functions as the occupier of a designated position of employment.

<sup>11</sup> insofar as services in (ii) and (iii) relate to legal or medical services (including psychiatric or psychological services), it is only necessary to state that such services were supplied to you or to a person (who need not be identified) in respect of whom you are required to make a statement.

<sup>12</sup> in any case where a function of a designated position of employment falls to be performed and the occupier of a designated position of employment has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the relevant authority for the position a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If he or she proposes to perform the function, he or she shall prepare and furnish to the relevant authority a statement in writing of the compelling reasons aforesaid.

#### **Additional information**

Additional information on the requirements of the Ethics Acts and further relevant definitions are set out in the Standards in Public Office Commission's guidelines for public servants on compliance with the provisions of the Ethics in Public Office Acts 1995 and 2001. In addition to the guidelines, public servants may seek further information or advice from the Standards in Public Office Commission (tel: 01 639 5666; e-mail: [info@sipo.ie](mailto:info@sipo.ie)) concerning any provision of the legislation or the application of any such provision in any particular case.

Designated positions of employment.

**18.—**(1) In this section “relevant authority”, in relation to a person who occupies or occupied a designated position in a public body, means such person or persons as may stand determined for the time being by the Minister in relation to the position.

(2) A person who occupies or occupied a designated position in a public body—

(a) shall, subject to *section 20 (3)*, in each year during any part of which he or she occupies or occupied the position, prepare and furnish to the relevant authority for the position a statement in writing of—

(i) the interests of the person, and

(ii) the interests of which he or she has actual knowledge of his or her spouse or civil partner or a child of the person or of his or her spouse, during the appropriate period specified in *section 20 (1)* which could materially influence the person in or in relation to the performance of the functions of the position by reason of the fact that such performance could so affect those interests as to confer on or withhold from the person or the spouse or civil partner or child a substantial benefit, and

(b) in any case where such a function falls to be performed and he or she has actual knowledge that he or she or a connected person has a material interest in a matter to which the function relates—

(i) shall, as soon as may be, prepare and furnish to the relevant authority a statement in writing of those facts,

(ii) shall not perform the function unless there are compelling reasons requiring him or her to do so, and

(iii) shall, if he or she proposes to perform the function, prepare and furnish to the relevant authority, before or, if that is not reasonably

practicable, as soon as may be after such performance, a statement in writing of the compelling reasons aforesaid.

(3) (a) A person who, during any period, holds or held or occupies or occupied an office or position specified in *paragraph (b)* shall be deemed for the purposes of this Act to be a person who, during that period, occupies or occupied a designated position in a public body.

(b) The offices and positions referred to in *paragraph (a)* are—

(i) the office of Comptroller and Auditor General,

(ii) the office of Ombudsman,

(iii) the office of Data Protection Commissioner,

(iv) the office of Director of Consumer Affairs, and

(v) such other (if any) offices or positions (other than the office of judge of any court) established by or under statute as may (if, but only if, the Minister considers it necessary in the public interest to do so) be prescribed.

(c) *Subsection (4)* shall not apply to a person who holds or held an office specified in *subparagraphs (i) to (iv) of paragraph (b)*.

(4) There shall be deemed to be included in the terms of the employment of a person in a designated position referred to in *subsection (2)* a term that the person shall comply with that subsection.



## Appendix 9

### Ethics in Public Office Acts 1995 and 2001

#### - Designated Positions of Employment -

#### Statement of 'Nil' Interests

#### for the purposes of Section 18 of the Ethics in Public Office Act 1995

Please complete in **BLOCK CAPITALS**

<b>Name:</b>	
<b>Designated Position of Employment Held:</b>	
<b>Public Body:</b>	
<b>Date of Appointment:</b>	
<b>Period Covered by this Statement:</b> (i.e. 1 January to 31 December or part thereof):	
<b>Address for Correspondence:</b>	

I hereby state that, in respect of the period covered by this statement, there are no interests, as specified in the Ethics in Public Office Act 1995, of my own, or, to my actual knowledge, of a spouse or civil partner or a child of mine or a child of a spouse, which could materially influence me in, or in relation to, the performance of the functions of the position described above.

I am also aware of the obligations placed on me by Section 18(2)(b) of the Ethics in Public Office Act 1995<sup>12</sup> (see below).

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

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<sup>12</sup> in any case where a function of a designated position of employment falls to be performed and the occupier of a designated position of employment has actual knowledge that he or she or a connected person within the meaning of the Ethics in Public Office Act 1995 and section 97 of the Civil Partnership and Certain Rights and Obligations of Cohabitants Act 2010 has a material interest in a matter to which the function relates, he or she shall prepare and furnish to the relevant authority for the position a statement in writing of those facts and shall not perform the function unless there are compelling reasons requiring him or her to do so. If the occupier of a designated position of employment proposes to perform the function, he or she shall prepare and furnish to the relevant authority for the position a statement in writing of the compelling reasons aforesaid.

## Appendix 10 - Designated roles

Public Body	Designated Directorships	Officer of the body	Designated Positions of Employment	Relevant Authority for the Position
	Board members including Chairperson,	Chairperson & delegate, or Company Secretary	Chief Executive Officer, Deputy Chief Executive, Harbour Master*, Manager, Engineering Services*, Company Secretary /Manager Finance*, Deputy Harbour Master/Port Facilities Security Officer, Tivoli Container Terminal Manager, Ringaskiddy Ferry and Deepwater Berth Manager, Maintenance Manager	Chief Executive Officer & delegate or Company Secretary
		As above	<p><b>Updated for scope of the Code</b></p> <p>*Re-titled Chief Operations Officer,* Head of Port Engineering*, Chief Financial Officer*</p> <p><b>New roles</b> CCT Terminal Manager, Chief Land &amp; Estates Officer, Finance Manager, Rates &amp; Revenue Manager, Commercial Officer, Commercial Manager, Chief HR Officer, HR Manager</p>	<p><b>Updated for scope of the Code</b></p> <p>Chief Executive Officer &amp; delegate or Company Secretary</p>

S.I. No. 607/2008 - Ethics in Public office (Designated Public Bodies, Designated Directorships of Public Bodies and Designated Positions in Public Bodies) (Amendment) Regulations 2008