
AQUACULTURE LICENCE APPEALS BOARD

Board Members' Code of Conduct

September 2016

Aquaculture Licence Appeals Board

1. INTRODUCTION

The purpose of this Code of Conduct ("the Code") is to provide guidance to members of the Board of Aquaculture Licence Appeals Board ("ALAB") in the performance of their duties, as set down in the Fisheries (Amendment) Act, 1997 (as amended) and taking into account the implications of the Ethics of Public Office Acts, 1995, the Standards in Public Office Act 2001, and the Code of Practice for the Governance of State Bodies (2009).

The objectives of this Code are to set out an agreed set of ethical principles, to promote and maintain confidence and trust in ALAB, and to promote compliance with the best ethics, governance, and management practices in all of ALAB's activities.

It is expected that the Board members of ALAB will apply the same duty and care to the resources of ALAB as they would to their own resources. ALAB's ethos is to strongly focus on the principles of control and integrity.

The Code outlines the responsibilities of each Board member of the ALAB and of ALAB itself.

The Code is not a full statement of obligations of a Board member arising from his/her relationship with ALAB and each Board member's duties and responsibilities arise also from the general law including Fisheries (Amendment) Act, 1997 (as amended) and pursuant to the Code of Practice for the Governance of State Bodies.

2. GENERAL RESPONSIBILITIES AND PRINCIPLES

- 2.1 The underlying principle is that Board members will strive to perform their duties according to the highest ethical standards of honesty, integrity, accountability, confidentiality, independence and legality.
- 2.2 It is the responsibility of each Board Member to ensure that he/she acts within the law in general and in particular in fulfilling his/her duties as a Board member of ALAB. It is the responsibility of each Board member to satisfy him/herself as to what is lawful or otherwise. It is also the responsibility of each Board member to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in this Code.
- 2.3 The principles of this Code are based on regularity and propriety. Regularity reflects the concern that public monies are used only for those purposes for which they have been approved. Propriety is concerned with the way public business is conducted, and extends to the standards of conduct and behaviour, having regard to best practice in corporate governance, and incorporating fairness and integrity in decision making. It includes the avoidance of personal profit from public business, even-handedness in the appointment of staff, open

competition in the award of contracts, and the avoidance of waste and extravagance. Based on these general responsibilities and principles, the Board Members agree to adhere to the principles set out below.

3. CONFIDENTIALITY

- 3.1 Board members of ALAB in the course of their duties have access to confidential information. Board members should note there is a specific confidentiality obligation in Section 30 of the Fisheries (Amendment) Act, 1997 a copy of which is set out in Schedule 1.
- 3.3 Upon retirement from the Board, former Board members will continue to observe due confidentiality, and return such documentation or equipment obtained in the course of their term of appointment to ALAB Secretary, or otherwise indicate to the Secretary that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Board members require access to Company papers from the time of their tenure on the Board, this will be facilitated by ALAB Secretary.

4. CONFLICT OF INTEREST

- 4.1 The duty of each Board Member is to act at all times solely in the best interests of ALAB to the exclusion of all other considerations. It is central to the conduct of the business of ALAB that Board members should act, and be perceived to act, impartially and not to be influenced in their roles as Board members by business or social relationships. Board members should note there are specific provisions concerning declaration of interests in Section 33 of the Fisheries (Amendment) Act, 1997 a copy of which is set out in Schedule 2.
- 4.2 A conflict of interest exists in any situation where the personal or other interest of a Board member or a connected party might in any way affect the discharge by the Board member of his/her duties or his/her deliberations in a situation where a Board member or a connected party could benefit or be perceived to benefit. It makes no difference that ALAB does not suffer by the conflict of interest. A Board member or a person connected with a Board member must not under any circumstances obtain any such benefit.
- 4.3 In addition to the requirements specified in section 33 of the Act regarding disclosure of interests, this Code establishes for each Board member a more specific requirement regarding disclosure of interests and the procedures to be followed where such a conflict of interest may exist.

5. DECLARATION OF BOARD MEMBERS' INTERESTS

- 5.1 It is central to the conduct of the business of ALAB that Board members should act, and be perceived to act, impartially and not to be influenced in their roles as Board members by business or social relationships. On appointment to the

Board of the Company, each Board member must furnish to ALAB Secretary details of his or her employment and of all other business interests including shareholdings, professional relationships etc. in accordance with Section 33 of the Act.

- 5.3 Board members should note there are specific provisions concerning Disclosure of Interests in Section 34 of the Fisheries (Amendment) Act, 1997 a copy of which is set out in Schedule 3. In addition, the Board member is bound by the Code of Practice for the Governance of State Bodies Guidelines on Disclosure, an extract of which is set out in Schedule 4.
- 5.4 Board members must disclose outside employment/business interests in conflict or in potential conflict with the business of ALAB. The interests of any connected party which could involve a continuing conflict of interest should be disclosed as far as they are known to the Board member.
- 5.5 A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which he/she (other than in his/her capacity as a member of the Board) or a person or body connected with him/her has an interest. Where a question arises as to whether or not a case relates to the interests of a Board member or a person or body connected with him/her, the Chairperson shall determine the question and his/her decision shall be final and binding on the Board member and the Board. Where the conflict of interest concerns the Chairperson, he or she should absent him or herself from the meeting while the issue is being discussed. Where a question arises as to whether as to whether or not a matter relates to an interest of the Chairperson, the Board shall determine the question and its decision shall be binding on the Chairperson.
- 5.6 The ALAB Secretary is required to maintain a register of interests of each Board member. The register will be updated on an annual basis. Changes in interest should be notified to ALAB Secretary in the interim as soon as possible.

6. GIFTS AND OTHER BENEFITS

- 6.1 A Board member must not obtain personal advantage from any person dealing with ALAB.
- 6.2 In particular, a Board member must not accept any gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions or inducements where the value of such could make it appear that the person giving is attempting to influence the Board member to gain advantage. Any such gifts or inducements received shall be returned tactfully with the requests that no gifts be forwarded in future. Any Board member who is unsure whether he/she is in breach of this section may refer the matter to the Chairperson for a ruling.

7. INTEGRITY

ALAB is committed to:

- 7.1. Conducting its affairs vigorously and energetically but also ethically and honestly and in accordance with laws;
- 7.2. conducting its purchasing activities of goods/services in accordance with best business practice;
- 7.3. ensuring a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally;
- 7.4. ensuring that ALAB's accounts/reports accurately reflect ALAB's performance and are not misleading or designed to be misleading; and
- 7.5. avoiding the use of ALAB's resources or time for personal gain, or for the benefit of persons/organisations unconnected with ALAB or its activities.

8. INFORMATION

ALAB shall:

- 8.1. provide access to general information relating to ALAB's activities in a way that is open and enhances its accountability to the general public;
- 8.2. respect the confidentiality of information held by ALAB, where appropriate; and
- 8.3. put in place a formal procedure whereby Board members may, where necessary, and in furtherance of their duties, through the office of the ALAB Secretary (who shall be entitled to consult with the Chairperson if he or she so desires) take independent professional advice at the reasonable expense of ALAB.

9. OBLIGATIONS

Board members:

- 9.1 shall use their reasonable endeavours to attend all Board meetings and meetings of all Board Committees of which they are a member;
- 9.2 shall conform with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following employment and/or engagement by a State body that may give rise to the potential for conflicts of interest and to confidentiality concerns; and
- 9.3 acknowledge the duty of all to conform to highest standards of business ethics.

10. REVIEW

This Code of Conduct was adopted by the Board members of ALAB on the 14 September 2016. It will be reviewed periodically by the Board.

SCHEDULE 1

SECTION 30 OF THE FISHERIES (AMENDMENT) ACT, 1997

Disclosure of confidential information.

30.—(1) A person who discloses confidential information obtained by the person in his or her capacity of Chairperson or other member of the Board, secretary of the Board or consultant or adviser engaged by the Board or an employee of the Board or a person of whose services the Board has availed itself pursuant to section 35C, unless the person is authorised by the Board to do so, shall be guilty of an offence.

(2) In subsection (1) “confidential information” includes information, or information of a particular class or description of information, expressed by the Board to be confidential.

SCHEDULE 2

SECTION 33 OF THE FISHERIES (AMENDMENT) ACT, 1997

Declaration of interests.

33.—(1) A person to whom this section applies shall give to the Board a declaration in the prescribed form, signed by him or her, containing particulars of—

- (a) every interest of his or hers which is an interest to which this section applies, and
- (b) every change in any such interest or any other interest to which this section applies subsequently acquired by the person.

(2) This section applies to—

- (a) the Chairperson,
- (b) other members of the Board,
- (c) the secretary of the Board, and
- (d) each consultant or adviser engaged by the Board, and
- (e) each employee of the Board and each person of whose services the Board has availed itself pursuant to section 35C.

(3) This section applies to the following interests:

(a) any estate or interest which a person to whom this section applies has in any land, or in any process, development or operation, associated with aquaculture or fish processing or the manufacture, sale or distribution of products used in aquaculture or fish processing;

(b) any business or dealing in or developing land, or any process, development or operation associated with aquaculture or fish processing or the manufacture, sale or distribution of products used in aquaculture or fish processing, in which such a person is engaged or employed and any such business carried on by a company or other body of which he or she, or any nominee of his or hers, is a member;

(c) any profession, business or occupation in which such a person is engaged, whether on his or her own behalf or otherwise, and which relates to dealing in or developing land or to any process, development or operation associated with aquaculture or fish processing or the manufacture, sale or distribution of products used in aquaculture or fish processing.

(4) A person to whom this section applies who has an interest to which this section applies shall be regarded as complying with the requirements of subsection (1) only if he or she gives to the Board a declaration mentioned in that subsection within the period of 28 days—

- (a) beginning on the day on which he or she becomes such a person, or

(b) where there is a change in an interest particulars of which are contained in a declaration already given by the person, or where the person acquires any other interest to which this section applies, beginning on the day on which the change occurs or, as the case may be, the other interest is acquired.

(5) For the purposes of this section but subject to subsection (6), a person shall be regarded as having an estate or interest in land or an activity if the person, or the person's nominee, is a member of a company or any other body which has an estate or interest in the land or activity.

(6) For the purposes of this section, a person shall not be regarded as having an interest to which this section applies if the interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence a person in considering or discussing, or in voting on, any question in respect of a matter arising or coming before the Board or in performing a function in relation to that matter.

(7) Where a person to whom this section applies has an interest to which this section applies by reason only of the beneficial ownership of shares in a company or other body by him or her or by his or her nominee and the total nominal value of those shares does not exceed the lesser of—

(a) £1,000, or

(b) one-hundredth part of the total nominal value of either the issued share capital of the company or body, or where that capital is issued in shares of more than one class, the issued share capital of the class or classes of shares in which he or she has an interest,

subsection (1) shall not have effect in relation to that interest.

(8) The Board shall, for the purposes of this section, keep a register (in this section referred to as the “register of interests”) and shall enter in it the particulars contained in declarations given to the Board pursuant to this section.

(9) The register of interests shall be available for inspection by any person at the office of the Board during normal office hours, and a copy of the register or any entry in the register may be obtained by any person on the payment to the Board of such fee, if any, as the Board may fix, not exceeding the reasonable cost of making the copy.

(10) Where a person ceases to be a person to whom this section applies, all particulars entered in the register of interests as a result of a declaration being given by the person to the Board pursuant to this section shall be removed from the register by the Board as soon as practicable after the expiration of the period of 20 years beginning on the day on which the person ceases to be a person to whom this section applies.

(11) Subject to subsection (12), a person who, when purporting to comply with subsection (1), gives particulars which are false or which, to his or her knowledge, are misleading in a material respect, shall be guilty of an offence.

(12) In proceedings for an offence under this section it shall be a defence for the defendant to prove that at the relevant time he or she believed, in good faith and on reasonable grounds, that—

(a) the relevant particulars were true,

(b) there was no matter about which he or she was then required to make a declaration under subsection (1), or

(c) that the matter in relation to which the offence is alleged was not one about which he or she was so required to make a declaration.

SCHEDULE 3

SECTION 34 OF THE FISHERIES (AMENDMENT) ACT, 1997

Disclosure of interests.

34.—(1) Where the Chairperson or other member of the Board, the secretary of the Board or a consultant or adviser engaged by the Board has a pecuniary or other beneficial interest in, or material to, any appeal or matter to be considered by the Board, he or she shall—

(a) disclose to the Board the nature of the interest in advance of any consideration of the appeal or matter,

(b) neither influence nor seek to influence a decision in relation to the appeal or matter,

(c) take no part in any consideration of the appeal or matter, or

(d) withdraw from the meeting of the Board for so long as the appeal is being considered or matter discussed by the Board and shall not vote or otherwise participate in the determination of the appeal or consideration of the matter or, in the case of a member, be counted towards a quorum at the meeting during that time.

(2) For the purposes of this section, but without limiting the generality of subsection (1), a person shall be regarded as having a beneficial interest if—

(a) the person or any member of the person's household, or any nominee of the person or of any member of his or her household, is a member of a company or other body which has a beneficial interest in, or material to, a matter referred to in that subsection,

(b) the person or any member of the person's household is in partnership with or is in the employment of a person who has a beneficial interest in, or material to, such a matter,

(c) the person or any member of the person's household is a party to any arrangement or agreement (whether or not enforceable) concerning land to which such a matter relates, or

(d) any member of the person's household has a beneficial interest in, or material to, such a matter.

(3) For the purposes of this section, a person shall not be regarded as having a beneficial interest in, or material to, a matter by reason only of an interest of the person or of a company or other body or person mentioned in subsection (2) which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a person in considering or discussing, or in voting on, a question in respect of a matter arising or coming before the Board or in performing a function in relation to such a matter.

(4) Where a question arises as to whether or not a course of conduct, if pursued by a person, would be a failure by the person to comply with the requirements of subsection (1), the question shall be determined by the Board and particulars of the determination shall be recorded in the minutes of the meeting concerned.

(5) Where a disclosure is made to the Board pursuant to subsection (1), particulars of the disclosure shall be recorded in the minutes of the meeting concerned.

(6) A person who fails to comply with subsection (1) or, when purporting to comply with that subsection, gives particulars which are false or which, to his or her knowledge, are misleading in a material respect, shall be guilty of an offence.

SCHEDULE 4

CODE OF PRACTICE FOR THE GOVERNANCE OF STATE BODIES 2016

“Additional Disclosure of Interests by Board Members

Code Provisions

5.8 Disclosure of Interests by Board Members

i) **Periodic Disclosure of Interests:** On appointment and annually thereafter, each Board member should furnish to the Secretary of the Board³⁰ or other nominated person a statement in writing of:

(a) the interests of the Board member;

(b) the interests, of which the Board member has actual knowledge, of his or her spouse or civil partner, child, or child of his/her spouse or civil partner;

which could materially influence the Board member in, or in relation to, the performance of his/her official functions by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, or the spouse or civil partner or child, a substantial benefit.

For the purposes of this disclosure, interests has the same meaning as that contained in the Ethics in Public Office Act 1995. The statement of interests form used for annual statements under the 1995 Act could be utilised for this purpose on an administrative basis. Where the Board member is also a designated director for the purposes of the Ethics Acts, the annual statement of interests furnished in January each year under section 17 of the Ethics in Public Office Act 1995 will suffice for the purposes of the annual disclosure of interests under this Code.

ii) **Disclosure of interest relevant to a matter which arises:** In addition to the periodic statements of interest required under (i) above, Board members are required to furnish a statement of interest at the time where an official function falls to be performed by the Board member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. For the purposes of this disclosure, material interests has the same meaning as that contained in the Ethics in Public Office Act 1995.

iii) **Doubt:** If a Board member has a doubt as to whether an interest should be disclosed pursuant to this Code, he/she should consult with the Chairperson of the Board and/or the nominated person in the State body for dealing with such queries.

iv) **Confidential Register:** Details of interests disclosed under this Code should be kept by the Secretary of the Board or other nominated person in a special confidential register. Access to the register should be restricted to the Chairperson and Secretary of the Board and other members of the State body on a strictly need to know basis.

v) Chairperson's Interests: Where a matter relating to the interests of the Chairperson arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

vi) Documents withheld: Board or State body documents on any deliberations regarding any matter in which a member of the Board has disclosed a material interest should not be made available to the Board member concerned.

vii) Early return of documents: As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Board at the earliest opportunity.

viii) Absent: A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) has declared a material interest. In such cases consideration should be given as to whether a separate record (to which the Board member would not have access) should be maintained. (NB. Board members who are designated directors should note the separate requirements under the Ethics in Public Office Acts 1995 and 2001 regarding a 'material interest')."

APPENDIX 1

DECLARATION OF UNDERSTANDING

I have read and noted the Aquaculture Licence Appeals Board Code of Conduct for Board Members and undertake to adhere to the principles set out herein.

Signed: _____
Board Member
Aquaculture Licence Appeals Board

Date: _____

Please insert your name in block capitals below

Name:

Please return this signed Declaration of Understanding to ALAB Secretary.

