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NATIONAL
CONCERT
HALL \ AN
CEOLÁRAS
NÁISIÚNTA

CODE OF BUSINESS
CONDUCT AND
ETHICAL STANDARDS
FOR MEMBERS OF THE
BOARD OF DIRECTORS

1. Introduction

The Board of Directors of the National Concert Hall has developed this Code of Business Conduct and Ethical Standards for Members of the Board as required under paragraph 2.1 of the Code of Practice for the Governance of State Bodies. The Code of Practice requires that the National Concert Hall approve a Code of Business Conduct taking account of the implications of the Ethics in Public Office Acts, 1995 and 2001. Under paragraphs 2.2 and 10.2 (iv) of the Code of Practice, the Chairman is required to confirm that a Code of Business Conduct has been put in place and is being complied with. Appendix B to the Code of Practice for the Governance of State Bodies sets out a suggested framework for the Code of Business Conduct and this framework has been utilised in drawing up this Code.

2. Purpose

The purpose of the Code is to provide guidance to the Chairman and Members of the Board of Directors of the National Concert Hall in performing their duties as set down in the Code of Practice for the Governance of State Bodies and in the Memorandum and Articles of Association of the National Concert Hall. This Code also sets down other requirements provided for under other legislation and best current practice.

3. Objectives

The objectives of this Code are:

- to set out an agreed set of ethical principles.
- to promote and maintain confidence and trust in the National Concert Hall.
- to prevent the development or acceptance of unethical practices.
- to promote the highest legal, management and ethical standards in all the activities of National Concert Hall, and to promote compliance with best current management practice in all the activities of the National Concert Hall.

4. General Principles

All Members of the Board of Directors are required to observe the following fundamental principles as set out in the framework for the Code of Business Conduct and Ethical Standards.

4.1 Integrity

- Members of the Board of Directors are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the National Concert Hall.
- Members of the Board of Directors are required to comply with the Ethics in Public Office Acts 1995 and 2001. Members of the Board of Directors will avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement relating to business transactions.
- Members of the Board of Directors must be committed to having the National Concert Hall compete vigorously and energetically but also ethically and honestly, with all other providers of similar services.

- The National Concert Hall is committed to conducting its purchasing activities in accordance with the policies prescribed in the Public Procurement Guidelines 2004 and its amendments.
- The National Concert Hall is committed to ensuring that its engagement of consultancy, professional and other services is in compliance with public policy guidelines.
- The National Concert Hall is committed to ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading.
- Members of the Board are required to avoid the use of the National Concert Hall's resources or time for personal gain, for the benefit of persons and/or organisations unconnected with the National Concert Hall or for the benefit of competitors.
- The National Concert Hall will comply with all relevant statutory provisions (e.g. Data Protection legislation, Freedom of Information Acts).
- Members of the Board of Directors of the National Concert Hall will observe the strictest confidentiality in relation to all discussions and decisions taken at meetings of the Board.
- High ethical standards, ultimately, are a matter of trust. The Board of Directors requires its Members to honour that trust in spirit as well as in deed and to observe the fundamental principles of integrity, confidentiality, legality and loyalty. This is based upon the Board's conviction that good example from the Board of Directors will ensure that proper ethical values are observed and accepted at all levels within the National Concert Hall.
- As provided for under Section 1 of Appendix A to the Code of Practice for the Governance of State Bodies, members of the Board of Directors of the National Concert Hall may take independent professional advice, if necessary, at the expense of the National Concert Hall provided the advice is necessary in the furtherance of their duties and the provision of the advice has been approved following a formal proposal at a meeting of the Board.

4.2 Information

- The National Concert Hall is committed to providing access to general information relating to its activities in a way that is open and that enhances the accountability of the National Concert Hall to the general public.
- Members of the Board of Directors of the National Concert Hall are required to respect the confidentiality of sensitive information held by the National Concert Hall. This will constitute material such as commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as redevelopment), personal information and information received in confidence by the National Concert Hall.
- The National Concert Hall will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.

4.3 Obligations

- Members of the Board of Directors shall comply with the National Concert Hall's tendering and purchasing procedures.
- The National Concert Hall has introduced controls to prevent fraud and has adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- Members of the Board of Directors are required to use their reasonable endeavours to attend all Board meetings.

4.4 Loyalty

- The Board of Directors of the National Concert Hall acknowledges the responsibility to be loyal to the National Concert Hall and to be fully committed to all its activities.
- The Board of Directors of the National Concert Hall acknowledges the duty of all to conform to the highest standards of business ethics.

4.5 Fairness

- The Board of Directors of the National Concert Hall is committed to complying with employment equality and equal status legislation.
- The Board of Directors of the National Concert Hall is committed to fairness in all its business dealings.
- The Board of Directors of the National Concert Hall values its patrons, artists, promoters, suppliers & employees and treats all stakeholders equally.

4.6 Staff

- The Board of Directors of the National Concert Hall places the highest priority on promoting and preserving the health and safety of its staff.

4.7 Conflicts Of Interest

The Chairman of the Board of Directors has a determining role where an issue in regard to a conflict of interest arises.

- Where a Member of the Board of Directors is interested directly or indirectly, otherwise than in his/her capacity as a Board member, in any matter before the Board, the Member shall withdraw from the meeting or the deliberations of the Board while the matter is being dealt with and shall not vote on the matter.

- Each Member on appointment and thereafter at least annually (and more frequently if there are changes in his/ her disclosable interests) should register with the Compliance Officer details relating to disclosure of interests.
- A member should bring to the notice of the Compliance Officer at the tender stage, any connection which he or she has with any person or company tendering to the National Concert Hall for the provision of products or services. Board Members should take care to avoid any personal involvement in presentations, submissions or representations relevant to any such tender. Exceptionally whenever such involvement is thought to be essential, the member should consult the Chairman in advance.
- Members of the Board of Directors should be extremely sensitive of their positions in dealing with third parties so as not to suggest or to imply that they are prepared to intervene with the National Concert Hall on their behalf in any unusual or abnormal fashion.
- It is acknowledged that the acceptance of a position on the Board of Directors of the National Concert Hall may give rise to the potential for conflicts of interest and to confidentiality concerns which may or may not be associated with a Member's full time occupation or profession. The Board of Directors of the National Concert Hall shall consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner.

5. Review

- The National Concert Hall will review this Code as appropriate.
- Any revisions to this Code must be considered and approved at a meeting of the Board of Directors of the National Concert Hall.

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CÓD AN CHEOLÁRAIS
NÁISIÚNTA MAIDIR LE
HIOMPAR GNÓ AGUS
CAIGHDEÁIN ETICE
DO BHAILL AN BHOIRD
STIÚRTHÓIRÍ

1. Réamhrá

D'fhorbair Bord Stiúrthóirí an Cheolárais Náisiúnta an Cód Maidir le hlompar Gnó agus Caighdeáin Eitice do Bhaill an Bhoird mar a éilítear faoi alt 5.1 den Cód Cleachtais chun Comhlachtaí Stáit a Rialú 2016 ('Cód'). Éilíonn an Cód go gceadóadh an Ceoláras Náisiúnta Cód Maidir le hlompar Gnó ag cur impleachtaí na nAchtanna um Eitic in Oifigí Poiblí, 1995 agus 2001 san áireamh. Faoi mhíreanna 1.2 den Chód tá príomhról ag an mBord chun teachtaireacht eiticiúil comhlachta Stáit a leagan síos, ní hamháin ina chuid gníomhartha féin ach freisin ó thaobh maoirseacht a dhéanamh ar an mbainistíocht shinsearach. Cuireann Rannán 5.1 den Chód dualgas ar gach comhlacht Stáit Cód lompair a fhoilsiú dá mBord agus fostaithe agus leagtar síos in Aguisín C den Chód creat molta le haghaidh Cód lompair Ghnó ar úsáideadh a gcreat chun an Cód seo a dhréachtú.

2. Feidhm

Is é aidhm an Chóid seo treoir a thabhairt don Chathaoirleach agus do Bhaill Bhord Stiúrthóirí an Cheolárais Náisiúnta chun a gcuid dualgais a chomhlíonadh mar atá leagtha síos sa Chód Cleachtais chun Comhlachtaí Stáit a Rialú 2016. Leagtar síos freisin sa Chód sin ceanglais eile dá bhforáiltear faoi reachtaíocht eile agus faoi dhea-chleachtas reatha.

3. Cuspóirí

Is iad cuspóirí an Chóid seo:

- sraith prionsabal eiticiúil comhaontaithe a leagan síos.
- muintín agus iontaofacht a chur chun cinn agus a choimeád sa Cheoláras Náisiúnta.
- cosc a chur ar fhorbairt nó ar ghlacadh le cleachtais mí-eiticiúla.
- na caighdeáin dlíthiúla, bainistíochta agus eiticiúla is airde a chur chun cinn i ngníomhaíochtaí uile an Cheolárais Náisiúnta, agus
- comhlíonadh le dea-chleachtas bainistíochta reatha a chur chun cinn i ngníomhaíochtaí uile an Cheolárais Náisiúnta.

4. Prionsabail Ghinearálta

Iarrtar ar gach Ball den Bhord Stiúrthóirí aird a bheith acu ar na bunphrionsabail seo a leanas mar atá leagtha síos sa chreat don Chód lompair Ghnó agus Caighdeán Eiticiúil.

4.1 Ionracas

- Éilítear ar bhaill an Bhoird Stiúrthóirí sainleasanna fostaíochta/gnó seachtracha a nochtadh a cheapann siad a bheith i gcoimhlint nó a d'fhéadfadh a bheith i gcoimhlint le gnó an Cheolárais Náisiúnta.
- Éilítear ar bhaill an Bhoird Stiúrthóirí cloí leis na hAchtanna um Eitic in Oifigí Poiblí 1995 agus 2001. Ní thabharfaidh ná ní ghlacfaidh baill an Bhoird Stiúrthóirí le haon tabhartais chorparáideacha, fáilteachas, cóir fhabhrach nó tairbhí a bhféadfadh tionchar a bheith acu nó a ndealródh sé go bhféadfadh tionchar a bheith acu ar chumas an deontóra nó an fhaighteora breithiúnas neamhspleách a dhéanamh a bhaineann le hidirbhearta gnó.

- Ní mór do bhaill an Bhoird Stiúrthóirí a bheith tiomanta go rachaidh an Ceoláras Náisiúnta in iomaíocht go díograiseach agus go fuinniúil ach freisin go heiticiúil agus go hionraic, le gach soláthraí seirbhísí eile den chineál céanna.
- Tá an Ceoláras Náisiúnta tiomanta dá ghníomhaíochtaí ceannacháin a dhéanamh de réir na mbeartas atá forordaithe sna Treoirlínte um Sholáthar Poiblí 2017 agus leasuithe.
- Tá an Ceoláras Náisiúnta tiomanta a chinntiú go mbeidh a chuid oibre le seirbhísí comhairliúcháin, gairmiúla agus le seirbhísí eile ag cloí le treoirlínte beartais phoiblí.
- Tá an Ceoláras Náisiúnta tiomanta a chinntiú go dtugann a chuntais agus a thuarascálacha léiriú cruinn ar a fheidhmíocht ghnó agus nach bhfuil míthreorach nó ceaptha a bheith míthreorach.
- Iarrtar ar bhaill den Bhord úsáid acmhainní nó am an Cheolárais Náisiúnta ar mhaithe le gnóthú pearsanta a sheachaint, ar mhaithe le daoine agus/nó eagraíochtaí nach bhfuil baint acu leis an gCeoláras Náisiúnta nó ar mhaithe le hiomaitheoirí.
- Beidh aird ag an gCeoláras Náisiúnta ar nósanna imeachta réamh-chomhairliúcháin iomchuí le tríú páirtithe i gcás ina bhfuil sé i gceist, go heisceachtúil, faisnéis íogair a thabhairt amach ar mhaithe leis an bpobal.
- Comhlíonfaidh an Ceoláras Náisiúnta gach foráil reachtúil ábhartha (e.g. reachtaíocht um Chosaint Sonraí, Achtanna um Shaoráil Faisnéise).
- Beidh aird ag Baill Bhord Stiúrthóirí an Cheolárais Náisiúnta ar dhian-rúndacht maidir le gach plé agus cinneadh a thógtar ag cruinnithe den Bhord.
- Is ceist mhuiníne, sa deireadh thiar, iad ardchaighdeáin eiticiúla. Iarrann an Bord Stiúrthóirí ar a chuid Baill ómós a bheith acu don mhuinín sin i spiorad agus i ngníomh agus aird a bheith acu ar bhunphrionsabail ionracais, rúndachta, dlíthiúlachta agus dílseachta. Tá sé sin bunaithe ar thuairim an Bhoird go gcinnteoidh dea-shampla ón mBord Stiúrthóirí go mbeidh aird ar luachanna eiticiúla cearta agus go nglacfar leo ag gach leibhéal laistigh den Cheoláras Náisiúnta.
- Mar a fhoráiltear faoi mhír 3.5 den Chód, féadfaidh baill an Bhoird, d'fhonn a gcuid dualgais a chur chun cinn, comhairle ghairmiúil neamhspleách a ghlacadh, más gá, ar chostas réasúnta an chomhlachta Stáit i gcás go gceapann siad go bhfuil sé riachtanach a gcuid freagrachtaí a chomhlíonadh mar bhaill den Bhord. Ba cheart don Bhord nós imeachta a bheith aige chun ábhair imní atá ag baill an Bhoird a thaifeadadh, nach féidir a réiteach agus comhairle a sholáthar a bheidh ceadaithe i ndiaidh rúin ag cruinniú den Bhord.

4.2 Faisnéis

- Tá an Ceoláras Náisiúnta tiomanta do rochtain a sholáthar ar fhaisnéis ghinearálta a bhaineann lena ghníomhaíochtaí ar bhealach atá oscailte agus a fheabhsaíonn cuntasach an Cheolárais Náisiúnta don phobal ghinearálta.
- Iarrtar ar Bhaill Bhord Stiúrthóirí an Cheolárais Náisiúnta meas a bheith acu ar rúndacht fhaisnéis leochaileach atá i seilbh an Cheolárais Náisiúnta. Cuimseofar leis sin ábhar cosúil le faisnéis atá íogair ar bhonn tráchtála (lena n-áirítear, ach nach bhfuil teoranta do, phleananna don todhchaí nó sonraí maidir le hathruithe eagraíochtúla nó athruithe eile cosúil le hathfhorbairt), faisnéis phearsanta agus faisnéis a fuair an Ceoláras Náisiúnta faoi rún.

4.3 Oibleagáidí

- Cloífidh baill den Bhord Stiúrthóirí le nósanna imeachta tairisceana agus ceannacháin an Cheolárais Náisiúnta.
- Tá rialuithe tugtha isteach ag an gCeoláras Náisiúnta chun calaois a chosc agus go bhfuil rialuithe dóthanacha acu lena chinntiú go gcloítear le nósanna imeachta forordaithe maidir le costais a éileamh i gcomhair taistil ar ghnó.
- Forordaítear le Rannán 3.9 den Chód go bhfreastalódh baill an Bhoird atá ceaptha de réir mar a thugann siad eolas sonrath, scileanna, eispéiris agus saineolas chuig cinntí an Bhoird agus a choistí nach bhfuiltear in ann a dhéanamh dar leis an gCód ach amháin má fhreastalaíonn baill ar gach cruinniú Boird agus iad ag rannchuidiú leis mar is cuí. Tá foráil sa Chód go mbeifear ag súil le tinreamh 100% do na baill ag gach cruinniú Boird agus mar chuid de shannadh ball nua Boird go ndéanfar measúnú ar thinreamh nuair a bheidh an ball le hathcheapadh.

4.4 Dílseacht

- Aithníonn Bord Stiúrthóirí an Cheolárais Náisiúnta an fhreagracht atá air a bheidh dílis don Cheoláras Náisiúnta agus a bheith tiomanta go huile agus go hiomlán dá chuid gníomhaíochtaí go léir.
- Aithníonn Bord Stiúrthóirí an Cheolárais Náisiúnta an dualgas atá ar gach duine cloí leis na caighdeáin is airde d'eitic ghnó.

4.5 Cothroime

- Tá Bord Stiúrthóirí an Cheolárais Náisiúnta tiomanta cloí le reachtaíocht a bhaineann le comhionannais fostaíochta agus stádas comhionann.
- Tá Bord Stiúrthóirí an Cheolárais Náisiúnta tiomanta do chothroime ina chuid gnóthaí ar fad.
- Tá meas ag Bord Stiúrthóirí an Cheolárais Náisiúnta ar a phátrúin, ealaíontóirí, tionscnóirí, soláthraithe agus fostaithe agus caitheann sé go cothrom lena pháirtithe leasmhara go léir.

4.6 An Fhoireann

- Tugann Bord Stiúrthóirí an Cheolárais Náisiúnta an tosaíocht is mó ar shláinte agus sábháilteacht na foirne a chur chun cinn agus a chaomhnú.

4.7 Coinbhleachtaí Leasa

Tá ról cinntitheach ag Cathaoirleach an Bhoird Stiúrthóirí i gcás ina dtagann saincheist maidir le coinbhleacht leasa chun cinn.

- I gcás ina bhfuil spéis dhíreach nó indíreach ag Ball den Bhord Stiúrthóirí, seachas ina cháil/cáil féin mar bhall den Bhord, in aon ábhar atá os comhair an Bhoird, tarraingeoidh an Ball siar ón gcruinniú nó ó chinntí an Bhoird fad is atá an cás á láimhseáil agus ní chaithfidh sé vóta ar an gcás.
- Ba chóir do gach Ball ar a cheapachán agus uair sa bhliain ar a laghad ina dhiaidh sin (agus níos minice má thagann athruithe ina leasanna in-nochtaithe) sonraí a chlárú le Rúnaí an Bhoird a bhaineann le haon nochtadh leasanna.
- Ba chóir do bhall, fógra a thabhairt do Rúnaí an Bhoird ag céim na tairisceana, maidir le haon nasc atá aige nó aici le haon duine nó cuideachta atá i mbun tairisceana ar an gCeoláras Náisiúnta chun táirgí nó seirbhísí a sholáthar. Ba cheart do Bhaill an Bhoird a bheith airdeallach gan aon bhaint phearsanta a bheith acu le láithreoireachtaí, aighneachtaí nó uirill a bhainfeadh le haon tairiscint den sórt sin.

Ach mar eisceacht cibé uair a cheaptar go bhfuil rannpháirtíocht den sórt sin riachtanach, d'fhéadfadh an ball dul i gcomhairle leis an gCathaoirleach roimh ré.

- Ba cheart go mbeadh Baill an Bhoird Stiúrthóirí fíor-íogair dá gcuid poist ag láimhseáil tríú páirtithe ionas nach dtabharfaidh siad le fios go bhfuil siad réidh le hidirghabháil a dhéanamh leis an gCeoláras Náisiúnta ar a son ar aon bhealach neamhghnách nó eisceachtúil.

- Aithnítear nuair a ghlactar le post ar Bhord Stiúrthóirí an Cheolárais Náisiúnta go bhféadfadh coinbhleachtaí leasa teacht chun cinn agus go bhféadfadh imní a bheith faoi rúndacht a bhféadfadh baint nó gan baint a bheith acu le post nó le gairm lánaimseartha an Bhaill. Breithneoidh Bord Stiúrthóirí an Cheolárais Náisiúnta aon chás ina bhféadfadh coinbhleachtaí leasa nó imní faoi rúndacht den sórt sin teacht chun cinn agus glacfaidh sé céimeanna iomchuí chun déileáil go héifeachtach le cásanna den sórt sin.

5. Athbhreithniú

- Déanfaidh an Ceoláras Náisiúnta athbhreithniú ar an gCód seo de réir mar is cuí.
- Ní mór aon athbhreithniú ar an gCód seo a bhreithniú agus a fhaomhadh ag cruinniú de Bhord Stiúrthóirí an Cheolárais Náisiúnta.