



**Code of Conduct Governing Body Members
Version 2**

Purpose:	The purpose of the Code is to provide guidance to the Governing Body of Dundalk Institute of Technology in performing their duties as governors.		
Circulation:	This document will be published on the Institute’s website.		
Policy Author:	Secretary to the Governing Body		
Policy Owner:	Governing Body		
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Revision History

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Version Number	2

Consultation History

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Consultation Date	30 September 2025
Names of Parties in Consultation	Governing Body Members
Summary of Changes	Section 1.1 Inclusion of The Higher Education Authority Act, 2022 and The Code of Practice for the Governance of State Bodies, 2016 Section 1.3 Scope includes Governing Body Sub-Committees Section 1.3.1 Duties under Conflict of Interest and Protected Disclosures inserted Section 1.3.2 Duty of confidentiality after ceasing to be a member of the Governing Body Duty of confidentiality in relation to discussions and decisions taken at meetings of the Governing Body Section 1.3.5 EDI and the nine protected grounds where discrimination is prohibited listed along with related responsibility Replacement of equally with equitably (<i>takes account of and seeks to address existing inequalities</i>) Commitment to Athena Swan principles Section 1.3.6 Reference to positive, supportive culture

This Policy was approved by the Approving Authority on 26 October 2021. It shall be reviewed and, as necessary, amended by the Institute as appropriate / every 3 years. All amendments shall be recorded on the revision history section above.

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1.1 Introduction

Dundalk Institute of Technology has developed this Code of Conduct for members of the Governing Body. This Code of Conduct takes account of the implications of:

- The Code of Governance of Irish Institutes of Technology,
- The Ethics in Public Office Acts, 1995,
- The Standards in Public Office Act, 2001,
- The Protected Disclosures Act, 2014,
- The Institutes of Technology Acts, 1992 - 2006 as amended,
- The Code of Practice for the Governance of State Bodies, 2016 and
- The Higher Education Authority Act, 2022.

A copy of the Code, along with the Conflict of Interest Policy and Procedures, will be available upon request and be placed on the Institute's website.

1.2 Objectives

The objectives of the Code are

- To set out an agreed set of ethical principles;
- To promote and maintain confidence and trust in the governing body of the Institute;
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of the Institute;
- To promote compliance with best current governance and management practices in all the activities of the Institute.

1.3 General Principles

All Governing Body members are required to observe the following fundamental principles as set out in the guidelines for the Code of Conduct.

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

1.3.1 Integrity

Members of Governing Body are required to disclose outside employment/business interests, which they consider, may be in conflict or in potential conflict with the business of Dundalk Institute of Technology, or may be perceived as such.

- Governing Body will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of the Institute. It will put in place appropriate arrangements to give effect to this.
- Upon appointment each member must advise the Chair and Secretary of the Governing Body of:
 - Any employment, business or professional interest that could involve a conflict of interest or could materially influence the member in relation to the performance of their functions as a member of the Governing Body;
 - Any interests of a member's family of which they could be expected to be reasonably aware of, or a person or body connected with the member, which could involve a conflict of interest or could materially influence the member in the performance of their functions.
- The member must disclose any actual/potential conflict of interest to the Chair and Secretary of the Governing Body.
- The Governing Body must manage actual/potential conflicts in accordance with the Conflict of Interest Policy and Procedures.
- Governing Body members should ensure that they comply with their statutory obligations with regards to actual and potential conflicts of interest which derive from the Ethics in Public Office Act, 2001. These obligations require:
 - Providing an annual statement of interest to the Standards in Public Office Commission and the nominated Institute officer;
 - On an ongoing basis to furnish a statement of interest at the time where an official function falls to be performed by the Governing Body member, they, or a connected person as defined in the Ethics in Public Office Act 2001, has a material interest to which the function relates; and
 - Declare any potential conflicts of interest as they arise.
- Governing Body members will avoid giving or receiving 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.
- Governing Body members must be committed to having the Institute compete vigorously and energetically but also ethically and honestly with other educational institutions, commercial and other providers of research and advisory services.
- The Institute is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations reflect this.
- The Institute is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines.
- The Institute is committed to ensuring that the accounts/reports accurately reflect the operating performance of the Institute and are not misleading or designed to be misleading.

- Governing Body members are required to avoid the use of Institute resources or time for personal gain, for the benefit of persons/organisations unconnected with the institutions or its activities or for the benefit of competitors.
- Governing Body members shall adhere to any applicable expenses guidelines of the Institute, including the Travel and Subsistence Policy and Travel and Subsistence Procedure.
- The Institute will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise from time to time.
- The Governing Body shall ensure that an adequate, confidential protected disclosure mechanism is in place whereby a staff member, supplier, or relevant stakeholder can (without fear of retribution) raise issues of particular concern with regards to potential or suspected breaches of the Institute's Code of Conduct or laws and regulations.
- The Institute is committed not to acquire information or business secrets by improper means.

1.3.2 Information

The Institute is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public.

Governing Body members are required to respect the confidentiality of sensitive information held by the Institute. This would constitute material such as:

- personal information;
- information received in confidence by the Institute;
- any commercially sensitive information or other information sensitive to the reputation of the Institute.

A member's duty of confidentiality in respect of sensitive information remains even after an individual ceases to be a member of the Governing Body. Former members will return such documentation or equipment furnished to them in the course of their term or otherwise indicate that all such documentation has been disposed of in an appropriate manner. Where Governing Body members require access to papers, from time to time, from the time of their tenure on the Governing Body, this will be facilitated by the Institute Secretary.

Members of the Governing Body will observe appropriate confidentiality in relation to discussions and decisions taken at meetings of the Governing Body.

The Institute will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interests.

1.3.3 Obligations

The Institute will fulfil all regulatory and statutory obligations imposed on it by the Institute of Technologies Act, 2006 and the Higher Education Authority Act, 2022.

The Institute will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.

The Institute has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure.

Members are required to use their reasonable endeavours to attend all governing body meetings.

It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Governing Body of the Institute will 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. The Governing Body will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

1.3.4 Loyalty

Governing Body members acknowledge the responsibility to be loyal to the Institute and to be fully committed to all its activities, with due respect to the tenets of academic freedom, while mindful that The Institute itself must at all times take into account the interests of its students and providers of funds including taxpayers.

The Governing Body of the Institute acknowledge the duty of all to conform to highest standards of business ethics.

1.3.5 Fairness

The Institute is committed to complying with employment equality and equal status legislation, to creating an environment where diversity is celebrated and everyone is treated fairly regardless of gender, age, race, disability, ethnic origin, religion, sexual orientation, civil status, family status, or membership of the travelling community. Members of the Governing Body will carry out all duties in compliance with the Institute's Equality, Diversity, and Inclusion Policy.

The Institute is committed to fairness in all business dealings.

The Institute values its students, suppliers, employees and customers and treats all its students, suppliers, employees and customers equitably. The Institute is committed to the Athena Swan principles.

1.3.6 Work/External Environment

The Governing Body of the Institute place the highest priority on promoting and preserving the health and safety of its employees and students.

The Institute will ensure that community concerns are fully considered in its activities and operations.

The Institute will minimise any detrimental impact of its operations on the environment.

The Institute is committed to fostering a culture which ensures that management, Institute staff and the Governing Body itself, act with integrity and understand their responsibility for appropriate behaviour and ethical conduct facilitated through this Code of Conduct and relevant training.

The Institute is committed to maintaining a positive, supportive culture and working environment at Governing Body and Sub-Committee meetings.

1.3.7 Responsibility

The Institute will circulate this Code of Conduct (and Conflict of Interest policy and procedures) to all Governors and Sub-Committee members for their attention, and the Code of Conduct will be placed on the Institute's website.

The Institute has provided practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise. These policies are available to all Governors.

1.3.8 Review

The Institute will review this Code of Conduct as appropriate / every 3 years.