



## **Code of Business Conduct for all Commission for Communications Regulation (ComReg) Workers (*incorporating the conflict of interest policy*)**

### **Intent**

The *Code of Practice for the Governance of State Bodies* ('the Code'), requires all State bodies to have a *Code of Business Conduct*. The ComReg Code of Business Conduct follows the *Framework for a Code of Conduct* provided in the Code of Practice for the Governance of State Bodies.

Primarily it is intended to provide clear guidance to all ComReg workers by addressing the basic principles of integrity, confidentiality, professionalism, lawfulness/compliance, loyalty and fairness. It also provides guidance on ethical principles relating to conflicts of interest, limits on outside activities, acceptance of gifts and honesty in general dealings.

Where reference is made in this document to the requirement for the consent of The Commission, as it applies to the Commissioners themselves, this means that in the event of one Commissioner requiring consent, it must be obtained from the other Commissioners. If there is only one Commissioner, consent should be sought from the Minister.

### **Scope**

This code applies to all ComReg workers. The word "workers" includes but is not limited to: commissioners, permanent and temporary staff, agency workers, interns, secondees and outsourced workers.

### **Context**

This Code of Business Conduct is complementary to other procedures and policies, already in operation in ComReg including those relating to conditions of employment, attendance, sick leave, annual leave, etc. Links to the relevant documents can be found on the intranet under HR Policies and under Finance Policies. It is the responsibility of all workers to ensure they read and understand these documents.

The Code should be read in conjunction with the legislative provisions which govern ComReg. Existing legislative provisions applying to a State body on matters that are also the subject of the Code, continue to apply. For the avoidance of doubt, in the event of any conflict or inconsistency, the legislative provisions prevail. On this basis it should be noted that where the provisions in the Communications Regulation Act, 2002 (as amended) (“the 2002 Act”) govern matters which are the subject of the Code, such matters will continue to be governed by the 2002 Act.

The Code should be read also in conjunction with legislative obligations underpinning employment or other compliance requirements e.g. Equality Acts, Ethics in Public Office Acts 1995 and 2001, Data Protection Acts (as amended), Safety Health and Welfare Acts, Freedom of Information Act 2014, Standards in Public Office Act, 2001. ComReg policies have been written based on our legislative obligations and our ethos. For the avoidance of doubt, in the event of any conflict or inconsistency, the legislative provisions prevail.

### **Objectives**

The objective of this document is to facilitate the:

- articulation of an agreed set of ethical principles for ComReg Workers
- promotion and maintenance of confidence and trust
- prevention of the development, or acceptance, of unethical practices

### **Conflicts of Interest**

All ComReg workers have a fiduciary duty not to put themselves into a position of conflict of interest with their employer. A conflict of interest arises when personal, commercial or political associations or interests inappropriately affect judgement or actions. ComReg workers should at all times discharge their functions in an independent manner and never place themselves in a conflict of interest position which may undermine the propriety and impartiality of ComReg.

The ComReg values of Integrity, Impartiality, Excellence, Transparency and Effectiveness underscore the organisation’s commitment to good corporate citizenship. These values should be woven into the daily activities of all workers. The code is designed to enhance these values and protect workers and ComReg against allegations that sensitive information has been used for private gain or that advice or decisions on regulatory matters has been coloured by financial interest or bias.

There are a wide range of situations that could give rise to real or perceived conflicts of interest. In all such circumstances, workers have an obligation to act to avoid such conflicts.

Should a worker consider that he or she has or may have a conflict of interest, they should immediately notify the Head of Human Resources of ComReg who has overall responsibility for conflicts of interests issues. Following such notification, the individual will be advised as to what action, if any, should be taken. In certain instances where a conflict of interest is identified, ComReg reserves the right to take appropriate measures, such as assigning alternative duties to a worker in order to address the conflict.

## **Obligations**

*ComReg workers are required to:*

- Fulfil regulatory and statutory obligations.
- Conform to the highest standards of business ethics while performing their role.
- Conform with procedures 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.

ComReg will continue to ensure that its core values are constantly reinforced and developed and that the following fundamental principles are applicable throughout the organisation:

## **Integrity**

ComReg is committed to the concept of integrity in all its dealings. It follows that all workers must conduct themselves and their activities to the highest standards and comply with all relevant legislation.

- Section 25 of the 2002 Act contains provisions governing matters relating to Disclosure of Interests in respect of workers.
- In accordance with the Ethics in Public Office Acts, 1995 and 2001 and the Standards in Public Office Act, 2001, ComReg workers holding Designated Positions must comply with obligations under both Acts.
- All workers are responsible for avoiding conflict of interest between their official duties and their private interests arising from the holdings of shares and securities. This applies to all workers employed by ComReg, including those seconded or engaged directly with ComReg where a conflict of interest could arise. Workers are prohibited from buying or dealing or having shares, or other forms of securities in;
  - Electronic communications companies without the specific consent of the Commission. This also applies to the Commissioners themselves who need the consent of the other members of the Commission in this regard. Such consent

will be automatically and immediately withdrawn in the event of the company notifying ComReg that it is intending to provide an electronic communications network or service and will be an undertaking authorised by ComReg or is applying for a ComReg license, or applying to purchase all or a substantial part of an undertaking authorised by ComReg a licensee's shares/business, such that the authorized undertaking or ComReg licensee is substantially controlled or co-controlled by the company, and represents a significant interest for the company.

- Any company subject to regulation by ComReg or applying to become a licensee, and/or
- Any company in respect of which ComReg workers possess unpublished price sensitive information, whilst they are ComReg workers whether in their own name or as trustees or beneficiaries.

The prohibition on shareholdings does not extend to the spouse/partners or children or other dependents of workers unless the worker is actually or effectively controlling the investment policy of those shareholdings. The worker shall ensure that he/she has no knowledge of, nor advises on shareholding or dealing in prohibited shares by any third parties, including relatives whether dependent or otherwise.

- Workers shall not, during their term of employment, engage directly or indirectly in any other business, trade or professions, save with the express consent of the Commission
- In order to maintain and enhance the high ethical standards of ComReg's workers, it is our policy that:
  - Gifts from authorised operators subject to regulation by ComReg will be refused or, if delivered, will be returned immediately
  - Gifts from providers/suppliers of services to ComReg cannot be accepted and must be refused or, if delivered, returned immediately. This does not apply to unsolicited items such as diaries, calendars, bottles of wine/spirits which are of small intrinsic value (less than €100.00). Items in this category may be accepted.

All ComReg workers must:

- Conduct the purchasing activities of goods and/or services in compliance with Public Procurement Law applicable to ComReg and in accordance with best business practice and ensure a culture where only expenses appropriate to business needs and in accordance with good practice in the public sector generally are claimed.

- Not use ComReg's resources or time for personal gain, for the benefit of persons or organisations unconnected with ComReg or its activities.
- Never use or attempt to use their position in ComReg to obtain any improper benefit for themselves, their family, or others connected to them and always seek to avoid potential or perceived conflicts.
- Not engage in activity which may by virtue of their employment in ComReg, call into questions the apolitical status of the organisation or which might result in ComReg's name being brought into political or public controversy.

The above is not an exhaustive list, it is the responsibility of each individual to consider the best interests and reputation of ComReg, the consumer and our stakeholders and apply judgment and common sense. If in any doubt, workers should talk to their line manager or to the Head of HR.

### **Confidential Information**

- Section 24 of the 2002 Act contains provisions governing matters relating to the prohibition of the unauthorised disclosure of confidential information. Workers shall not at any time, except where otherwise provided by law, disclose confidential information obtained while performing their duties, whether during employment or after the termination of employment unless authorised by the Commission.
- ComReg's confidentiality policy provides that workers shall not, except in the proper performance of duties, whether during employment or after the termination of employment, disclose to any person, firm, or company any other information relating to the business of ComReg, affairs or activities acquired in the course of employment.
- It should be noted that confidential information includes but is not limited to, commercially sensitive information (including future plans or details of major organisational or other changes such as restructuring); personal information; and information received in confidence by ComReg.
- Under the ComReg Confidentiality Agreement, workers may not:
  - divulge, or allow to be divulged, any confidential information acquired during the course of employment with ComReg to any company or person(s)
  - use, or attempt to use, during or after the course of employment with ComReg, any information concerning the business secrets of any business or operational secrets of ComReg acquired in the course of employment with ComReg for own or other firm or person's benefit
  - retain, after the course of employment with ComReg, any documents or

information, either written or in electronic form, or copies of such documentation or information prepared or supplied in the course of employment with ComReg

- give interviews or information to the media, electronic, print or otherwise in relation to ComReg without the consent of a member of the Commission
- The ComReg Guidelines as may be amended from time to time on the treatment of confidential information set out how ComReg treats claims by stakeholders that the information provided to ComReg is confidential. ComReg workers commit to fulfil all regulatory and statutory obligations imposed on it including in particular Data Protection and Freedom of Information legislation
- The Leaving ComReg Policy sets out the process to be undertaken by workers following retirement or resignation from ComReg, and to which they agree. It includes a provision for the restriction, for a reasonable period of time, of the acceptance of further employment, where the potential of conflict of interest arises to ensure that there is no potential conflict of interest or confidentiality concerns
- ComReg's 'Steps in a Procurement Process' documents how workers comply with detailed tendering and purchasing procedures as well as with prescribed levels of authority for sanctioning any relevant expenditure.
- All workers are required to;
  - Co-operate with internal audits and in internal audit processes
  - Ensure that our annual report and financial statements accurately reflect business performance and are not misleading or designed to be misleading.
  - Support access to general information relating to ComReg's activities in a way that is open and enhances our accountability to the general public.

### **Loyalty**

ComReg workers acknowledge their duty to be loyal to ComReg by acting with integrity, contributing fully on a daily basis, doing the right thing, and playing their part in enabling the organisation achieve its strategic goals.

### **Fairness**

- Workers commit to fairness in all business dealings and to valuing the consumer. ComReg's Customer Charter sets out its commitment to a high quality of service to consumers.
- ComReg has an ethos of treating people with respect including its workers, stakeholders, consumers and customers. Workers must commit to this and have

been made aware of our policies in this area.

### **Work/External Environment**

- In accordance with the Safety, Health and Welfare Acts, ComReg has a Safety Statement in place and continues to implement appropriate measures to protect the safety, health and welfare of all worker and visitors to its office.
- ComReg encourages a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal and this is clearly outlined in its Protected Disclosures Policy.
- ComReg is committed to providing a positive working environment, free from any form of harassment/bullying behaviour. It is fundamental to the concept of equality and respect for others that the working environment is free from any activity or behaviour that adversely affects the dignity of people in the workplace. ComReg's Dignity at Work policy informs all workers of their rights and responsibilities under the policy and promotes awareness of the steps that they may take if they feel they are encountering problems in this area.

Given its critical nature, any breach of this code constitutes gross misconduct and will be dealt with under the Disciplinary Procedure. In the event of any worker breaching this Code such breach should be immediately reported to the Commission.

### **Responsibility**

All workers are required to familiarise themselves with this Code of Business Conduct which will be circulated to all, and given to new staff with their contract of employment. New staff will sign to acknowledge receipt. The Code will be housed on the intranet.

### **Review**

The ComReg Leadership Team commit to review the Code of Business Conduct on a periodic basis or as appropriate, to ensure its continued practicability and robustness in facilitating the continued integrity, impartiality transparency and professionalism of ComReg workers.

ComReg Workers acknowledge receipt and understanding of the Code of Business Conduct