

Road Safety Authority

Code of Conduct Policy for Board Members

March 2025



1. Introduction

This is the Code of Business Conduct for all Board Members of the Road Safety Authority. The Code was prepared via a participative approach and was approved by the Board, taking account the implications of the Ethics in Public Office Act, 1995 and 2001.

2. Intent and Scope

This Code provides guidelines to Board members on the expectations surrounding their conduct while serving as a Board member of the Road Safety Authority (RSA). The Code applies to all members of the Board.

3. Objectives

The following are the objectives of this Code of Conduct:

- the establishment of an agreed set of ethical principles that apply to members of the Board of the RSA;
- to promote and maintain confidence and trust in the Authority;
- to encourage and promote the development of good ethical business practices;
- the avoidance or acceptance of unethical practices;
- to ensure that Board Members comply with the Road Safety Authority Act 2006 and all other relevant legislation, regulations and circulars relevant to the Authority;
- to ensure that all potential conflicts of interest are disclosed and handled in accordance with the procedures as laid down in the Board Ethics and Standards in Public Office Compliance document;
- That all protocols on conflicts of interest or conflicts of loyalty are fully adhered to in accordance with the RSA's governance procedures and guidelines.

4. General Principles

The Code of Business Conduct for Board Members is aligned to the Code of Practice for the Governance of State Bodies and best practice in general and adopts the following fundamental issues of principle:

5. Integrity

- 5.1 Board members should disclose details of any employment and business or other interests which are in conflict or potentially in conflict with the work of the Road Safety Authority.
- 5.2 Board members will not accept corporate gifts, hospitality, preferential treatment or benefits from any party (or other member) which might impact or appear to impact their independent judgment in terms of them acting in the best interests of the RSA at all times.
- 5.3 Board members commit to acting ethically and honestly in all their engagements and dealings within and on behalf of the RSA.
- 5.4 In all circumstances where Board members have a role, the conduct of purchasing or contracting goods and services and oversight of same will be in accordance with best practice.



- 5.5 All members claiming expenses from the Authority will ensure that their claims are honest and verifiable and in accordance with good practice and the guidelines set down by the Authority under its Expenses, Travelling and Mileage Policy.
- 5.6 Board members will ensure that the RSA's Annual Report and financial statements reflect the Authority's financial and operating performance and are not misleading or designed to be misleading.
- 5.7 Board members will avoid the use of the RSA's resources or time for personal gain, for the benefit of persons or entities unconnected with the RSA or its activities, or for the benefit of outside interests.
- 5.8 Board members commit not to acquire information or business secrets either for or from the RSA by improper means.
- 5.9 Board members will not speak to the media on behalf of the Authority unless authorized to do so by the Board. Only the CEO and Chairperson are authorized to speak publicly on behalf of the Road Safety Authority.
- 5.10 Board members will not accept further employment where a potential of conflict of interest arises for a period of 12 months after their tenure or appointment has ceased.

6. Information

- 6.1 Board members commit to providing information relating to the RSA in a way that is open and enhances its credibility and accountability to the general public.
- 6.2 Board members will respect the confidentiality of sensitive information held by the RSA and sensitive information shared with them. This includes:
 - organization sensitive information (including, but not limited to, future strategy or details of organizational or other changes such as restructuring);
 - personal information; and
 - information received in confidence by the Authority

This confidentiality obligation extends indefinitely, even after the Board member has left the Authority

- 6.3 Board members to observe appropriate prior consultation procedures with third parties, where, exceptionally, it is proposed to release sensitive information in the public interest.
- 6.4 Comply with all relevant statutory provisions (e.g. General Data Protection Regulations and Freedom of Information legislation).

7. Obligations

- 7.1 Fulfil all regulatory and statutory obligations required of the Road Safety Authority.
- 7.2 Comply with the RSA's tendering and procurement policies, as well as complying with levels of authority for sanctioning contracts and any relevant expenditure.
- 7.3 Board members will introduce controls to prevent fraud including adequate controls to ensure compliance with the RSA's prescribed procedures in relation to expenditure and claiming of expenses.
- 7.4 Board members should endeavour to attend all Board meetings and Committee meetings (of which they are a member).
- 7.5 Board members to comply with procedures laid down by the Board in relation to conflict of interest situations, including in regard to acceptance of positions following appointment to the Authority that may give rise to the potential for conflicts of interest and to confidentiality concerns.
- 7.6 Board members to comply with the relevant provisions of the Ethics in Public Office Acts 1995 and 2001.



- 7.7 In the event that exceptional or extraordinary items arise during the term of a Board member's appointment which require a Board member to dedicate significant unexpected additional time to the affairs of the RSA, each Board member shall have a duty to re-evaluate his or her aggregate time commitments and make any adjustments thereto as are necessary to ensure that the affairs of the RSA receive adequate attention.
- 7.8 Board members are required to disclose to the Board all concurrent directorships. The procedure for this is set out in the Disclosure of Interest policy.
- 7.9 Acknowledge the duty of all to conform to highest standards of business ethics.

8. Loyalty

- 8.1 Acknowledge the responsibility to be loyal to the RSA and fully committed in all its activities while being mindful that the RSA must at all times take into account the public interests of its shareholder.
- 8.2 The most important guiding principle for any Board member is to be loyal to the RSA and fellow Board members and never publicly criticize the RSA.
- 8.3 A Board member should strive to support the objectives of the RSA and should never do or say anything in public that might weaken the RSA or fellow Board members.
- 8.4 Board members have a responsibility to also act in the best interests of the RA, to support it in achieving its goals and to protect its reputation.

9. Media / Public Responsibilities

- 9.1 As a Board member your responsibility is to the RSA as a whole and this means in practice:
 - Not speaking as a Board member to the media or in any public forum without the prior knowledge and approval of the CEO/Chairperson;
 - Subject to the condition above, where any conflict/conflict of interest arises, it must be dealt with at Board level and not in the media or a public forum;
 - If, on occasion, you are speaking publicly as a Board member comment must always reflect RSA policy, even if this does not tally with your own personal views.
- 9.2 All media queries (including attempts to get off the record briefings) must be referred to the CEO or Communications Manager of the RSA.
- 9.3 If the Board wishes to make a statement on the matter publicly, the proper protocol is for this to be done through the Board spokesperson who in this case is the Chairperson of the RSA.
- 9.4 The protocols referred to already also apply to social media:
 - If posting on social media, always clarify that you are not communicating as a member of the Board of the RSA or spokesperson;
 - Direct any comments or complaints to the RSA Communications Manager
 - Avoid posting comments on matters relating to Board or RSA business;
 - Only post content that has already been released to the public;

If these protocols are not followed, it risks interfering with and undermining the executive function of the CEO and his staff and damaging the reputation of the RSA.
- 9.5 Guidance to Board Members on how to handle complaints, negativity or inappropriateness on Social Media.

The following is guidance to RSA Board members on how to handle complaints, negativity or inappropriate behaviour on social media channels;

More information can be found in the Social Media Policy.

10. Fairness

- 10.1 Board members will comply with employment equality and equal status legislation
- 10.2 Board members commit to fairness in all business dealings
- 10.3 Value other Board and Committee members and treat all with respect

11. Work / External Environment

- 11.1 Board members will promote the development of a culture of 'speaking up' whereby employees can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- 11.2 Board members will place highest priority on promoting and preserving the health and safety of employees.
- 11.3 Board members will ensure that public concerns are fully considered.
- 11.4 Board members will minimize any detrimental impact of the RSA's operations on the environment.

12. Responsibility

- 12.1 The Board will arrange to circulate the Code of Conduct and a policy document on disclosure of interests and conflicts of interest to all Board members for their retention.
- 12.2 The Board and CEO will arrange to circulate the Code of Conduct for staff and a policy document on disclosure of interests and conflicts of interest for staff to all staff members for their retention.
- 12.3 The Board and Chairperson will ensure all recipient Board members acknowledge the receipt and understanding of the Code of Conduct Policy.
- 12.4 Where required, the Board will arrange for preparation of an explanatory leaflet providing practical guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

13. Review

The Board will arrange for, and commit to, reviewing the Code of Conduct policy on an annual basis.

14. Next Policy Review Data

This policy is reviewed annually each March.



