

## Road Safety Authority

# Conflicts of Interest Policy for Board Members

March 2023



## 1. Introduction

This is the Conflict of Interest Policy for Board Members of the Road Safety Authority. The Code was approved by the Board, taking account the implications of the Ethics in Public Office Act, 1995 and 2001 and the guidelines set out by the Standards in Public Office Commission.

## 2. Purpose

In their capacity as Board members of the Road Safety Authority (RSA), the members of the Board must at all times act in the best interests of the RSA. The purpose of this policy is to inform the Board about what constitutes a Conflict of Interest, to help the Board identify instances where Conflicts of Interest occur, what procedure the Board needs to follow when a Conflict of Interest does happen and help ensure conflicts of interest can be avoided insofar as is possible. In the adherence and execution of this policy the Board will comply with the Conflict of Interest provisions as set out in the Code of Practice for the Governance of State Bodies.

Conflicts may create problems as they can:

- Inhibit free discussion;
- Result in decisions or actions that are not in the interests of the Road Safety Authority
- Risk the impression that the Authority has acted improperly.

The aim of this policy is to protect the RSA, the Board and individual Board members from any appearance of impropriety.

In the first instance Board members are asked to comply with the Disclosure of Interests Policy (aligned to the Ethics in Public Office Act 1995 and per the guidelines of the Standards in Public Office Commission), to complete the disclosure of registrable interests form truthfully and comprehensively on an annual basis, and to inform the Board Secretary or Chairperson when there are any material changes in their interests which might constitute a conflict per the definition in this policy.

This policy should be read in conjunction with the Code of Conduct Policy for Board members and the Governance Manual.



### 3. Conflict of Interest Defined

For the purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

#### 3.1 Outside interests;

- A Board member with a registrable interest in a business or personal activity (having a contract of employment or a contract of business or a material beneficial interest) which is or might be construed to be in conflict with the interests of the Road Safety Authority, or which could materially influence the Board member in, or in relation to, the performance in executing his or her function as a Board member of the RSA, by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, a substantial benefit.
- A Board member having knowledge of the interests of his or her spouse or civil partner, or a child of the Board member, or child of his or her spouse or civil partner, in a business or personal activity (having a contract of employment or a contract of business or a material beneficial interest) which is or might be construed to be in conflict with the interests of the Road Safety Authority, or which could materially influence the Board member in, or in relation to, the performance in executing his or her function as a Board member of the RSA, by reason of the fact that such performance could so affect those interests as to confer on, or withhold from, the Board member, his or her spouse or civil partner, a child of the person or a child of the person's spouse or civil partner, a substantial benefit.

#### 3.2 Conflicts of Loyalty

<sup>1</sup>Under the 2016 Code, each Board member must acknowledge the responsibility to be loyal to the RSA and fully committed in all its business activities, while mindful that the RSA itself must at all times take into account the interests of the Minister and the Department of Transport Tourism and Sport.

- Within the RSA, a Conflict of Loyalty occurs when a Board member has a particular conflict of interest, in which the Board member's loyalty or duty to another person or organisation could prevent the Board member from making a decision that is only in the best interests of the RSA.
- Adherence to this policy provision requires personal discipline on the part of the Board member in isolating respective domains and requires particular vigilance on the part of the Board member concerned and the Chairperson. The Chairperson will pay attention to possible impacts.

Understanding Conflicts of loyalty as they apply to the RSA is to be included in the Induction Training provided to new Board members.

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<sup>1</sup> Consistent with the 2016 Code of Practice – Appendix C – para on 'Loyalty'



Where Conflicts of loyalty do occur, the procedure as set out in Section 4 of this policy document must be followed.

Board members should also refer to the Code of Conduct Policy for Board members to understand where conflicts of interest or loyalty are concerned and to fully understand all protocols expected to be followed by them.

### 3.3 Directorships;

While there is no objection to retaining existing directorships or taking up new directorships or Board positions, Board members will disclose to the Board any pending directorship appointment prior to formally taking up such appointments.

## 4. Conflict of Interest Procedure

Disclosure of Conflicts of Interest will be a standing item on the Agenda for routine Board and committee meetings.

- 4.1 In any matter for consideration before the Board, where a Board member believes that a conflict may arise affecting him/her personally, unless otherwise generally disclosed, he/she shall disclose such conflict to the Board or Committee before the issue is considered by the Board or Board Committee.
- 4.2 The Board member will leave the room and remain absented from the discussion until asked to return by the Secretary, when the Board or Committee has moved onto the next agenda item.
- 4.3 For matters for decision with an absent (conflicted) member, the Chairperson must confirm that a quorum is present to enable a formal vote be taken. The absented member does not form part of the quorum.
- 4.4 All decisions under a conflict of interest will be recorded by the Secretary and reported in the minutes of the meeting. The minutes will record:
  - The nature and extent of the conflict
  - A brief outline of the discussion
  - The actions taken to manage the conflict.

All Conflicts of Interest noted at Board and Committee meetings, will be documented in a Board members' Register of Conflicts Recorded, which will be maintained by the Board Secretary.

The Board will monitor instances of Conflicts of Interest and If ongoing Conflicts of Interest arise at Board or Committee level, the Board shall determine if consideration needs to be given to changing the membership of the Board or Committees.

Where instances of Conflicts of Loyalty occur, they will be treated as a Conflict of Interest and the same procedures as set out in 4.1 to 4.6 above will be applied.



## 5. Post Resignation / Retirement

Under the Code of Business Conduct for Board Members, departing Board members are obligated to not take up any contract of employment where a potential conflict of interest arises, for a period of 12 months after their tenure or appointment has ceased.

## 6. Policy Review Date and Board Approval

This Conflict of Interest Policy was last updated in November 2020.

## 7. Next Policy Review Date

This policy is next scheduled for review in March 2024

