



National Sports Campus Development Authority Code of Conduct for Authority Members

(October 2010)

This Code sets out, in written form, the standards of business conduct to which the members of the Authority of National Sports Campus Development Authority have agreed to adhere in the performance of their duties. The Authority requires that this Code of Conduct should also bind the members of subsidiaries and committees, which the Authority has established to assist and advise it on matters relating to its functions.

The underlying principle of the Code is that Authority Members will strive to perform their duties in accordance with the highest ethical standards of honesty, integrity, fairness, confidentiality and independence, and will actively seek to prevent the development or acceptance of unethical practices.

Authority Members will act at all times in accordance with the law and, in particular, with:

- The provisions of the National Sports Campus Development Authority Act 2006,
- The Freedom of Information Acts 1997 and 2003 and the Data Protection Acts 1998 and 2003 (and as amended),
- The Revised Code of Practice for the Governance of State Bodies (2009) as amended from time to time,

The provisions of the Companies Acts will apply to NSCDA (Operations) Ltd. and any other subsidiary that the Authority may establish in accordance with Section 28 of the NSCDA Act.

In fulfillment of the provisions of the above, the Authority has agreed to act in accordance with the following procedures.

1. Disclosure of Interests:

Members of the Authority have obligations in relation to the disclosure of interests/conflict of interest under three provisions:

- Ethics in Public Office Act 1995/ Standards in Public Office Act 2001¹
- National Sports Campus Development Authority Act 2006 (S. 16)
- Code of Practice for the Governance of State Bodies (2001) (Appendix A)

These obligations overlap to a significant extent and this Code sets out an agreed procedure based on a summary of the relevant obligations. For the avoidance of doubt in any particular instance, however, Members are also advised to familiarise themselves with the original documents.

1.1 Ethics in Public Office Act 1995/ Standards in Public Office Act 2001

Authority Members (Designated Directors) and relevant staff (Designated Positions of Employment) will fulfil the disclosure requirements of the Ethics in Public Office Act 1995/Standards in Public Office Act 2001 and in so doing also complying with the Revised Code of Practice (Appendix 1). Each Designated Director and Designated Employee will also confirm to the Secretary that he/she is aware of and understands his/her obligations under the Acts.

1.2 National Sports Campus Development Authority Act 2006 (S. 16)/Code of Practice for the Governance of State Bodies (2009)

In addition,

1.2.1. On their appointment, each Member should furnish to the Secretary details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the Member in relation to the performance of his/her functions as a member of the Authority.

A person shall be regarded as having a beneficial interest in each of the following cases:

(a) the person, any connected relative of the person or a nominee of either of them is a member of a company or any other body which has a beneficial interest in, or material to, any matter that falls to be considered by the Authority,

(b) the person or any connected relative of the person, or any nominee of either of them is in partnership with or is in the employment of a person who has a beneficial interest in, or material to, any such matter,

(c) the person or any connected relative is a party to any arrangement or agreement (whether or not enforceable) concerning land to which any such matter relates,

(d) any connected relative has a beneficial interest in, or material to, any such matter.

Members should also disclose any interests of a member's family **of which he/she could be expected to be reasonably aware** 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 his/her functions should also be disclosed. In so doing, Authority members will **voluntarily seek** such information in respect of spouses/partners and dependent children and will disclose such information **as may be known to them** in respect of other family members **at the time of making their declaration, or as may become known to them at any other time, or of whose materiality the member becomes aware in respect of any matter which arises from time to time.**

For this purpose persons and bodies connected with a member should include

1.2.1.1 Definition of Family/connected person:

The Authority notes that, for this purpose, persons and bodies connected with a member are defined as including:

- (a) A spouse, parent, brother, sister, child or step child,
- (b) A body corporate with which a member is associated,
- (c) A person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above,
- (d) A person acting as a partner of a member or of any person or body who, by virtue of (a) – (c) above is connected with a member or is a nominee of a member.

1.2.2. Where it is relevant **in any matter which arises**, the member should indicate to the Secretary the employment and any other business interests of all persons connected with him/her, as defined above.

1.3 Procedures:

1.3.1. Details of the above interests will be kept by the Secretary in a special confidential register and will be updated on a half yearly basis.

- 1.3.2. Authority Members will notify the Secretary of changes in the interim as soon as possible. Except as required by law, or as agreed otherwise by the Authority, only the Chairman, Chief Executive and Secretary will have access to the register.
- 1.3.3. In the event of a matter relating to the interests of the Chairman arising, he/she will depute another director to chair the Authority meeting and will absent him/herself when the Authority is deliberating or deciding on the matter.
- 1.3.4. All documents, on any matter, that relate to any dealings with the above interests, or to matters involving competitors of the above interests, will indicate if they are restricted from any Authority Member. Particulars of all restrictions will be recorded in the minutes of the meeting concerned.
- 1.3.5. Documents will not be made available to Authority Members from whom they are restricted prior to a decision being taken. If a relevant member receives such documents, inadvertently, or in error due to changed circumstances, he/she will return them immediately to the Secretary. Such documents should be taken to include those relating to cases involving competitors to the above interests. Decisions once taken will be notified to the member.
- 1.3.6. Relevant Authority Members will absent themselves during the discussion and decision-making relating to the document. In such cases, a separate minute of the decision (to which the relevant Authority Member will not have access) will be maintained.
- 1.3.7. Where a question arises as to whether or not a case relates to the interests of an Authority Member, the Chairman will determine the question and his or her decision will be final.
- 1.3.8. Where a question arises as to whether a course of conduct, if pursued by a person, would be a failure to comply with this procedure, the question will be determined by the Authority and particulars of the determination will be recorded in the minutes of the meeting concerned.
- 1.3.9. Former Members should treat commercial information received while acting in that capacity as confidential.
- 1.3.10. Members will agree not to take up post etc where there is potential for material conflict of interest within one year of retiring from the Authority.
- 1.3.11. Members will not retain documentation obtained during their term and should return or dispose of, in a confidential manner, such documentation.

2. Disclosure of Transactions

2.1 Notes to the Financial Statements

In the normal course of business, the National Sports Campus Development Authority may enter into contractual arrangements with undertakings in which National Sports Campus Development Authority Members are employed or otherwise interested.

In the Notes to the Financial Statements each year, a summary of such transactions is published and the Authority has agreed that the detailed schedule should be made available on request.

2.2 Scope of transactions

In the interest of providing as great a degree of transparency as possible in relation to the declared interests of Authority Members, Authority Members agree that the definition of “Companies with which Authority members are employed or otherwise interested” should also include those companies in which members have direct shareholdings. This wider definition of Authority Members’ interests is only relevant where the NSCDA is also involved with the company.

Shares held at arm’s length, through trusts or funds, and controlled by independent trust or fund managers e.g. Unit Trusts or BES Funds, are not included.

3. Information

3.1 Supporting the Principle of Access

The National Sports Campus Development Authority supports the principle of access to general information relating to its activities in a way that encourages a spirit of accountability to its clients and to the general public.

3.2 Restrictions and Exemptions

However, except as required by law, Authority Members will not disclose information obtained while performing their duties. The Authority is interpreting this to mean confidential, personal or commercially sensitive information. This requirement will apply both during and after their term of office.

4. Dealing in shares, property or otherwise

4.1 Insider Trading

The Authority notes that it is a criminal and a civil offence, with serious penalties, for a person who is connected with a public company (including a person that might reasonably be expected to have price sensitive information by virtue of business dealings or other relationships with the company) to deal in securities when he/she is in possession of price sensitive information.

4.2 Use of information for dealing purposes

In addition to their obligations under law, Authority Members voluntarily agree not to use any information obtained by virtue of their position for the purpose of dealing (direct or indirect) in shares, property or otherwise.

5. Gifts and Preferential Treatment

Authority Members undertake not to give or receive corporate gifts, hospitality, preferential treatment or other benefits that might affect, or appear to affect the ability of the donor or the recipient to make independent judgments on business transactions involving the NSCDA.

The Authority will review this Code of Conduct regularly as circumstances require.