



CRU Code of Business Conduct for Members of the Commission

Version 7 – January 2024

Contents

1. Introduction	3
2. Objectives	4
3. General Principles.....	4
3.1 Duties and obligations of Commissioners	4
3.2 General duty to act with fairness	5
3.3 Transparency.....	5
3.4 Statutory Obligations	5
3.5 Attendance at Commission meetings	5
3.6 Culture & Work Place Environment.....	6
3.7 Obligations on retiring/resigning from the Commission.....	6
3.8 Confidentiality	6
3.9 Gifts	7
3.10 Conflicts of interest & Procedures for disclosure	7
3.11 Responsibility.....	10
Appendix A: Disclosure obligation for members of the Commission	11
Appendix B: Code of Conduct for Members of the Commission – Confirmation of Compliance.....	12

1. Introduction

The Commission for Regulation of Utilities ('the CRU') is the independent body responsible for overseeing the regulation of Ireland's energy and water sectors and is working to ensure that consumers benefit from regulation and competition in the energy sector.

The CRU has developed this Code of Conduct for Members of the Commission as required under:

Section 5.1 of the Code of Practice for the Governance of State Bodies (2016)
Section 8 of the Gas (Interim) (Regulation) Act 2002;
Companies Act 2014

This Code of Conduct also takes into account the relevant provisions and requirements of, amongst others:

- the Ethics in Public Office Acts 1995 and 2001,
- The Employment Equality Acts 1998 – 2011,
- the Equal Status Acts 2000 - 2011,
- Safety, Health and Welfare Act 2005,
- the Freedom of Information Acts 1997 - 2014,
- the Electricity Regulation Act 1999,
- the Gas (Interim) Regulation Act 2002 (as amended),
- the Data Protection Acts 1988 to 2018,. and
all statutory and regulatory obligations imposed by EU and National authorities in respect of purchasing procedures.

This Code is intended to be a living document and to evolve with best practice and as the activities and nature of the work of the CRU evolve and change. This Code will be reviewed and amended as required and at least once per year.

The CRU Code of Conduct is an important element of the overall framework within which all CRU employees are required and expected to work in order to ensure that the function of the CRU is carried out effectively. It sets out the standards required of all in the discharge of their duties. These standards of conduct and these values are set in the context of a commitment to excellence and a high quality public service, which strives to maintain high levels of performance and personal responsibility. The Code aims to establish an agreed set of ethical principles and prevent the development of acceptance of unethical practices.

This Code will be circulated to all Commissioners for their retention and the Commissioners will acknowledge their receipt and understanding of this Code by signing the space provided at the end of this Code and returning same to the person appointed for maintaining the confidential register of interests in the state body.

2. Objectives

This Code of Conduct evidences an agreed set of ethical principles by which the CRU Commissioners will abide. It also serves to promote and maintain confidence and trust in the CRU and serves to prevent the development or acceptance of unethical practices.

The underlying principle of the code is that Commissioners 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.

This Code cannot and does not purport to cover every eventuality and if the Commissioners consider there to be an ethical issue not covered by the Code they should seek the advice of either the Chairperson of the Commission and/or the relevant position within the organisation.

3. General Principles

Each member of the Commission is required to ensure that the CRU's values of

- Integrity
- Impartiality
- Professionalism
- Transparency
- Effectiveness

are constantly reinforced and developed throughout the organisation. In order to achieve these values the following fundamental principles are applicable throughout the organisation:

3.1 Duties and obligations of Commissioners

- 1) General duty to act with honesty, loyalty and integrity
- 2) Commissioners will commit to compete vigorously and energetically but also ethically and honestly.
- 3) The purchasing activities of goods/services will be in accordance with best business practice.
- 4) There is a culture of claiming expenses only as appropriate to business needs and in accordance with good practice in the public sector generally and Commissioners will adhere to this culture.
- 5) Commissioners will not acquire information or business secrets by improper means.
- 6) Commissioners acknowledge the duty of all to conform to highest standards of business ethics.

- 7) Commissioners acknowledge the responsibility to be loyal to the CRU and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of the shareholder.
- 8) Commissioners will not use the CRU's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities or for the benefit of competitors.

3.2 General duty to act with fairness

- 1) Commissioners will ensure that the CRU complies with employment equality and equal status legislation.
- 2) The Commission and Commissioners commit to fairness in all business dealings.
- 3) The Commission and Commissioners commit to valuing customers and treating all customers equally.

3.3 Transparency

- 1) Commissioners will ensure that the CRU's annual report and financial statements accurately reflect their business performance and are not misleading or designed to be misleading.
- 2) Commissioners will support the provision of access by the body to general information relating to the CRU's activities in a way that is open and enhances its accountability to the general public.

3.4 Statutory Obligations

- 1) Commissioners will be responsible for ensuring that the CRU fulfils all regulatory and statutory obligations imposed on the CRU and that individually they comply with any and all statutory obligations relevant.
- 2) Commissioners will comply with and ensure that the CRU complies with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure.
- 3) Commissioners will ensure that there are controls to prevent fraud including adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- 4) All Commissioners and employees are required to co-operate with internal audit in the internal audit process.

3.5 Attendance at Commission meetings

- 1) Commissioners are appointed as they bring specific knowledge, skills, experiences and expertise to the deliberations of the Commission and its committees and this is only possible if members attend all Commission meetings and contribute as appropriate. The CRU has an expectation of 100% attendance at all Commission meetings and as part of the assignment of a new Commission member evaluates attendance when the member is due to be re-appointed.

3.6 Culture & Work Place Environment

- 1) The CRU and Commissioners will promote the development of a culture of 'speaking up' whereby workers can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- 2) The CRU and Commissioners will place highest priority on promoting and preserving the health and safety of employees.

3.7 Obligations on retiring/resigning from the Commission

- 1) As per contractual arrangements, the acceptance of further employment where the potential of conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function in the CRU has ceased.
- 2) Obligations of the Commission and employees regarding the non-disclosure of privileged or confidential information do not cease when Commissionership or employment in the CRU has ended. This should be brought to the attention of employees and of Commissioners on their appointment to the Commission. Former Commissioners should treat commercial information received while acting in that capacity as confidential.
- 3) Commissioners should not retain documentation obtained during their terms as a Commission member and should return such documentation to the Secretary of the Commission or otherwise indicate to the Secretary of the Commission that all such documentation in their possession has been disposed of in an appropriate manner. In the event that former Commissioners require access to Commission papers from the time of their term on the Commission, this can be facilitated by the Secretary of the Commission.

3.8 Confidentiality

General

Commissioners will respect the confidentiality of sensitive information held by the State body. This would constitute material such as:

- commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring);
- personal information; and
- information received in confidence by the public body.
- Commissioners will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- Commissioners will comply with relevant statutory provisions (e.g. Data protection and Freedom of Information legislation).

Otherwise provided by law, Commissioners shall not, without the consent of the CRU, disclose confidential information obtained by them while performing, or as a

result of having performed, duties as Commissioners or committee members unless he or she is duly authorised to do so.

3.9 Gifts

- 1) The receipt of gifts by members of the Commission from those with whom they have official dealings or from persons regulated by the CRU must be governed by the highest standards. Members of the Commission will avoid giving or receiving corporate 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. The overriding concern is that the actions of members of the Commission be above suspicion and that their actions should not give rise to any actual or perceived conflict of interest.
- 2) The term “gift” includes any benefit, which is given to a member of the Commission free of charge or at less than its commercial price. Gifts of modest value (e.g. diaries, pens, etc.) may be accepted and retained. It should be noted that under the Ethics in Public Office Acts 1995 and 2001, and the Companies Act 2014, as an Office Holder, members of the Commission are required to surrender any gift, with a value in excess of €50, given, by virtue of their office, to them or their spouse, their child or a child of their spouse.
- 3) Members of the Commission may not solicit gifts, support or sponsorship, directly or indirectly from any business with which they have contact through their official duties or persons regulated by the CRU.
- 4) Members of the Commission should not accept special facilities or discounts on private purchases from any business with which they have contact through their official duties or entities or persons regulated by the CRU.
- 5) Members of the Commission should make themselves familiar with the Guidelines on Compliance and with the Provisions of the Ethics in Public Office Acts 1995 and 2001 - Office Holders.
 - i.* It should be noted that, under the Prevention of Corruption Act 1889-1916 as amended by the Ethics in Public Office Act 1995 and 2001, the corrupt giving of gifts to or receipt of gifts by members of the Commission is a criminal offence punishable by imprisonment or fine or both

3.10 Conflicts of interest & Procedures for disclosure

Commissioners are required to avoid and disclose interests in accordance with (a) good practice and the COPGSB, (b) the Ethics Acts and the (c) Commission for the Regulation of Utilities

A) Periodic Disclosure of Interests

Commissioners, on appointment and annually are required to furnish to the Chairperson and the Standards Commission a statement of their registerable interests in accordance with and as defined by the Ethics Acts.

Commissioners, on appointment (and to be amended and updated as interests change) are also required to make a declaration in writing of their interests in accordance with and as defined by the Ethics Acts and these are to be recorded. These disclosures of interests should be kept by the Secretary of the Commission in a special confidential register. Access to the register should be restricted to the Chairperson and Secretary of the Commission and other members of the State body on a strictly need to know basis.

B) Tax clearance

Commissioners also have tax clearance obligations under the Ethics Acts

C) Disclosure of interests as and when they arise

In addition to the periodic disclosure of interests as referred to above, Commissioners are required to disclose interests as when they arise.

The Ethics Acts requires Commissioners to furnish to the other Commissioners a statement of interest at the time where an official function falls to be performed by the Commission member and he/she has actual knowledge that he/she, or a connected person as defined in the Ethics Acts, has a material interest in a matter to which the function relates. The Ethics Acts provides that the Commission member should not perform the function unless there are compelling reasons requiring him/her to do so and if the Commission member proposes to perform the function they should, before doing so or, if that is not reasonably practicable, as soon as possible afterwards, prepare and furnish a statement in writing of the compelling reasons to the other directors and to the Standards Commission.

The requirements set out in the Ethics Acts, apply whether or not an interest has been disclosed in the Annual Declaration of Interests and the terms under which a Commissioner holds their position will be deemed to include a term that they will comply with the foregoing requirements.

By way of summary, the procedure requires that:

If at a meeting of the Commission a Commissioner has an interest (otherwise than in his/her capacity as such a member) in an arrangement to which the CRU is a party or a proposed such arrangement, or a contract or other agreement with the CRU or a proposed such contract or other agreement then the Commissioner must:

- (i) at the meeting disclose to the Commission the fact of such interest and the nature thereof,
- (ii) neither influence nor seek to influence a decision to be made in relation to the matter,
- (iii) absent himself or herself from the meeting or that part of the meeting during which the matter is discussed,

- (iv) take no part in any deliberation of the Commission relating to the matter, and
- (v) not vote on a decision relating to the matter.

Where an interest is disclosed pursuant to this section the disclosure shall be recorded in the minutes of the meeting concerned and, for so long as the matter to which the disclosure relates is being considered or discussed by the meeting, the member by whom the disclosure is made shall not be counted in the quorum for the meeting.

Where at a meeting of the Commission a question arises as to whether or not a course of conduct, if pursued by a Commissioner, would constitute a failure by him or her to comply with the requirements of subsection (1), the question may be determined by the Commission, whose decision shall be final and where such a question is so determined, particulars of the determination shall be recorded in the minutes of the meeting.

Where a Commissioner has any other interests, not requiring disclosure further to the above, but are in conflict or in potential conflict with the CRU business, the Commissioner should disclose those interests to the Commissioners (and the Secretary of the Commission to be kept in the special confidential register) and should follow the general procedures outlined in this code in relation to the deliberation of the matter and receipt of papers etc.

- Chairperson's Interests

Where a matter relating to the interests of the Chairperson arises, the other members attending the meeting shall choose one of the members present at the meeting to chair the meeting. The Chairperson should absent himself/herself when the Commission is deliberating or deciding on a matter in which the Chairperson or his/her connected person has an interest.

- Documents withheld

The Commission documents on any deliberations regarding any matter in which a Commissioner has disclosed a material interest should not be made available to the Commissioner concerned.

- Early return of documents

As it is recognised that the interests of a Commissioner and persons connected with him/her can change at short notice, a Commissioner should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary of the Commission at the earliest opportunity.

- Absent

A Commissioner should absent himself/herself when the Commission is deliberating or deciding on matters in which that Commissioner (other than in his/her capacity as a member of the Commission) has declared a material interest. In such cases consideration should be given as to whether a separate record (to which the Commissioner would not have access) should be maintained.

- Uncertainty

Where a question arises as to whether or not an interest declared by a Commissioner is a material interest, the Chairperson of the Commission should determine the question. Where a Commissioner is in doubt as to whether he or she has an obligation under the Ethics in Public Office Acts 1995 and 2001, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995.

3.11 Responsibility

1. The Commission will circulate this Code of Business Conduct to all members of the Commission. It is the responsibility of the Members of the Commission to review, follow and retain this Code of Business Conduct.
2. The Secretary will provide practical guidance and direction to the Commissioners as required on such areas as gifts and entertainment and on any other ethical considerations, which may arise from time to time.
3. During the 12 month period immediate following the termination of a Commissioners' employment as Commissioner the Commissioner shall not:
 - (a) accept an offer of appointment from an employer;
 - (b) accept an engagement in a particular consultancy project or;
 - (c) engage in a new enterprise in the sectors related to the Commission,

where the nature and terms of such appointment or engagement could lead to a conflict of interest without first obtaining approval from the Commission. Even where the twelve months moratorium has elapsed, the Commissioner must continue to observe the restrictions imposed by clause 5 of their employment contract.

The Commission will formally review and approve this Code on an annual basis.

Appendix A: Disclosure obligation for members of the Commission

The Department of Finance Circular 04/2002 sets out members of the Commission's obligations under the Ethics in Public Office Act 1995 and 2001 (Ethics Acts). Members must:

- Familiarise themselves thoroughly with the Acts, the Department of Finance Circular 04/2002 and the guidelines issued by the Standards in Public Office Commission.
- Provide an annual written statement in respect of interests (and those interests of a spouse/child) which could materially influence a member's performance in carrying out their official duties.
- If a member believes that there are interests to declare they must return a completed statement to the Secretary by the date set out in correspondence that will be sent at beginning of each calendar year. Forms for statements of interest are available on the Standards Commission website.
- The person to whom a statement of interest is provided, in this case, the Secretary, may request information relating to the statement or any matter arising in connection with it from the person who provided the statement. Where the Secretary considers that the provider of a statement may have contravened the Ethics Act, the Secretary may make a written complaint to the Standards Commission.
- In the 8th edition of the guidelines, published in September 2010, the Standards Commission stated that it has decided to withdraw its previous recommendation that a "nil" statement be furnished by a person with no interests to declare. Therefore, if a member considers that they have no interests which could be a material influence on the performance of their functions in the position that they hold, a statement is not legally required.
- If a member has a request for advice on compliance, they should refer it to the Standards in Public Office Commission, 18 Lower Leeson Street, Dublin 2. Once advice has been given, they are obliged to act in accordance with it, unless by doing so you would contravene another section of the Act.

**Appendix B: Code of Conduct for Members of the Commission –
Confirmation of Compliance**

Member of Commission: _____

I confirm that:

- I have read and am fully aware of the Code of Conduct for Members of the Commission and,
- I comply, and will continue to comply, with the Code and will confirm compliance with the Code as and when required.

Signed: _____

Date: _____