

## COMMITMENT TO QUALITY

The Irish National Stud has always had the objective of ensuring that the quality of service to all clients and customers is of the highest possible standards.

In 1998 the Irish National Stud became the first Stud in Ireland to be awarded the Q-Mark by Excellence Ireland and this accreditation has been retained by the Company since then.

This award is given to companies who have shown their commitment to quality management and customer care.

## CODE OF CONDUCT - DIRECTORS

### 1. Introduction

This Code of Conduct ("the Code") applies to all the directors of the Irish National Stud. Reference throughout the Code to "the Company" means the Irish National Stud. References in the Code to a "connected party" (or "connected Persons") means the following:-

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

The Code outlines the responsibilities of each director to the Company and amongst other things establishes procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a director and any other outside interest which he/she or a connected party may have. The Code is not a full statement of the obligations of a director arising from his/her relationship with the Company.

### 2. General Responsibilities

At all times it is the responsibility of each director to ensure that he/she acts within the law in general and in particular in fulfilling his/her duties as a director. It is the responsibility of each director to ensure that all of these activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in these procedures.

### 3. Confidentiality

The directors of the Company in the course of their duties have access to confidential information.

- 3.1 It is the responsibility of every Director to  
Keep strictly confidential all such information and they shall not disclose to any other person unless duly authorized to do so any such information in any form.

This shall include

- (i) all commercially sensitive information (including but not limited to future plans or details of major organizational or other changes)
  - (ii) personal information
  - (iii) information received in confidence by the Irish National Stud
- 3.2 Observe appropriate prior consultation procedures with third parties where, exceptionally it is proposed to release sensitive information in the public interest.
- 3.3 Comply with relevant statutory provisions (e.g. data protection legislation, Freedom of Information Acts).

### 4. Obligations:

The Directors shall

- (a) ensure that the Company is in compliance with all Government Tendering Procedures in accordance with the guidelines as published.
- (b) ensure that the Company is in compliance with prescribed levels of authority for sanctioning any relevant expenditure.

- (c) introduce all necessary controls to prevent fraud.
- (d) use their reasonable endeavours to attend all Board Meetings.
- (e) deal, on a case by case basis, with the issue of post resignation/retirement, employment, appointment and/or consultancy of its Directors and employees by the private sector and shall ensure that any procedure put in place for that person is monitored and enforced.

#### **5. Fairness**

The Directors shall ensure that

- (a) the Company is in compliance with employment equality and equal status legislation.
- (b) that there is a commitment to fairness in all business dealings and
- (c) the Company will value customers and treat all customers equally.

#### **6. Work and External Environment**

The Directors shall ensure that

- (a) they will place highest priority on promoting and preserving the health and safety of employees;
- (b) they will ensure that community concerns are fully considered; and
- (c) they will minimize any detrimental impact of the operations on the environment

#### **7 Conflict of Interest**

The duty of each director is to act at all times solely in the interests of the Company to the exclusion of all other considerations.

A conflict of interest exists in any situation where the personal or other interest of a director or a connected party might in any way affect the discharge by a director of his/her duties or his/her deliberations in a situation where a director or connected party could benefit. It makes no difference that the Company does not suffer by the conflict of interest. A director or his/her relatives, friends or associates must not under any circumstances obtain any such benefit.

With regard to the issue of Conflict of Interest

- (A) Where any director of the Company present at the meeting who, otherwise than in his capacity as a director, is in any way, whether directly or indirectly, interested in the matter shall at the meeting disclose to the Company the fact of such interest and the nature thereof and shall not vote on a decision relating to the matter and, where an interest is disclosed pursuant to this Article, 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 dealt with by the meeting, the director by whom the disclosure is made shall not be counted in the quorum for the meeting
- (B) Where at a meeting of the directors a question arises as to whether or not a course of conduct, if pursued by a director, would be a failure by him to comply with the foregoing requirements of this Article, the question may be determined by the Chairman of the meeting 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.

In addition to the requirements specified in Article 48 regarding disclosure of interests, this Code of Conduct establishes for each director a more specific requirement regarding disclosure of interests and procedures to be followed where a conflict of interest may exist.

#### **8 Declaration of Director's Interests**

On appointment to the Board each director should furnish to the Company Secretary details of his employment and of all other business interests including shareholdings, professional relationships etc. Disclosures over and above those required by the Companies Acts will be treated as confidential.

The interests of any connected party which could involve a continuing conflict of interest should be disclosed as far as they are known to the director.

## **9. Register of Director's Interests**

The Secretary will maintain a confidential Register of the interests of each director. The Register will be updated on an annual basis. Changes in interests should be notified to the Company Secretary in the interim as soon as possible. Only the Chairman and Company Secretary will have access to the register. Use of the register will be strictly limited to the requirements of this Code.

## **10. Attendance at Board Meetings where a conflict of interest may arise.**

Board or Company documents on any case which relate to Company dealings with the interests declared by a director will not be made available to the director. (Such documents are taken to include those relating to cases involving competitors to the declared interests).

As it is recognized that the interests of a director and persons connected with him/her can change at short notice, a director 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.

A director should absent himself/herself when the Board is deliberating or deciding on matters in which he/she (other than in his/her capacity as a member of the board) or a person or body connected with him/her has an interest.

Where a question arises as to whether or not a case relates to the interests of a director or a person or body connected with, the Chairman shall determine the question and his decision shall be final.

## **11. Gifts and Benefits**

A director must not obtain personal advantage from any person dealing with the company.

In particular a director must not accept any gifts, or inducements where the value of such could make it appear that the person giving is attempting to influence the Director to gain advantage. Any such gifts or inducements received should be returned tactfully with the request that no gifts be forwarded in future.

## **12. Failure to comply with the Code**

Failure by a director to comply with this code of conduct may result in his/her actions being referred to the Minister for Agriculture and Food by the Chairman and will make a director liable to such action (including removal from the Board) as deemed advisable by the Minister.

## **13. The Directors confirm that they have a commitment to review this Code and the Code for employees as appropriate.**

# **CODE OF CONDUCT – EMPLOYEES THE IRISH NATIONAL STUD COMPANY LIMITED**

## **1. Introduction**

Semi-State companies such as the Irish National Stud are expected to operate according to very high standards of fairness, transparency and honesty. The Irish National Stud has a record since 1946 of loyal and useful service to its clients and customers, a record that has been built on the personal integrity and trustworthiness of its employees.

Government requirements and legislative changes in recent years have made it necessary for the Irish National Stud to introduce codes of conduct that apply both to Directors of the Company and to all those who work for it. A code of conduct for Directors is in place and now, the Company has drawn up codes which apply to employees of the Irish National Stud.

The Ethics in Public Office Act, 1995 imposes particular duties on people who work in the public and semi-state sector. The Act requires them to disclose certain business and financial information about themselves and their families if there is a danger that their personal interests might conflict with their duty as employees.

While this disclosure requirement applies to all employees, it is particularly relevant for those in management positions. Employees in these positions are required to make regular disclosure statements whereas most employees need only disclose interests if the Company Secretary asks them to do so or if their circumstances require it.

## **2. Application of the Code**

The code applies to all employees of the Irish National Stud. It does not replace any obligations which currently exist but is designed

to deal with particular issues, especially conflicts of interest, which may have become more prominent in the business environment in recent years.

### **3. Conflicts of Interest**

Every employee is expected to act solely in the interests of the Irish National Stud. A conflict of interest arises whenever the personal affairs of an employee or a connected party impinge on the affairs of the Irish National Stud in such a way that his or her actions or decisions are affected. Such conflicts are most clearly seen when there is some advantage to be gained in a particular situation by doing or, indeed, failing to do something.

While conflicts of interest can arise in many different circumstances, they tend to emerge most clearly in situations involving purchasing and contract decisions.

An employee, in the course of work, may receive documents which deal with business matters that conflict with his or her personal interests. Where this happens, the employee should pass the documents to his or her immediate supervisor explaining the position. He or she should also make a report to the Company Secretary or the Chief Executive.

Similarly, an employee should excuse himself or herself from any meetings where there is discussion of issues that conflict with his or her own interests. The employee should, once again, report on the matter to the Company Secretary and notify his or her supervisor that he or she withdrew from the meeting in accordance with the code of conduct.

### **4. Disclosure of Interests**

Where an employee believes he or she may be faced with a conflict of interest he or she must disclose the position to the Company Secretary or Chief Executive explaining how the conflict arises.

The Company Secretary or Chief Executive may request any employee to furnish details of personal financial interests and professional relationships if he or she believes that a conflict of interest may arise for a particular employee.

On appointment to a designated position an employee will be required by the Company Secretary to submit details of his or her personal financial interests and professional relationships.

Any employee who is uncertain about any of the disclosure issues may seek advice and clarification from the Company Secretary or Chief Executive.

Interests disclosed in accordance with this section will be treated in confidence by the Company Secretary or Chief Executive who will maintain a register of the interests declared. This register will be revised annually. Only the Company Secretary, Chief Executive or a person authorized by them will have access to the register's information.

### **5. Gifts and Benefits**

Employees must not obtain any personal advantage from someone dealing with the Irish National Stud. Gifts or inducements of any type, the value of which could make it seem (to an impartial observer) that an attempt was being made to influence an employee, must not be accepted but tactfully returned.

If an employee is concerned in any way about the propriety of accepting a gift or feels that an inducement is being offered, he or she should consult the Company Secretary or the Chief Executive.

Recent changes to Section 38 of the Ethics in Public Office Act, 1995 mean that an employee will be judged to have corruptly accepted a gift unless he or she can prove otherwise.

### **6. Confidentiality**

In the course of their work, employees deal with confidential information. Such information should be treated confidentially at all times.

When an employee leaves the Irish National Stud, that employee is required to maintain a sensitive respect for any confidential information he or she may have dealt with when with the Company.

### **7. Honesty and Integrity**

All employees are expected to carry out their duties to the highest standards of integrity and to refrain from any actions that might bring the Irish National Stud into disrepute.

The Company has a commitment to compete vigorously and energetically but also ethically and honestly in all its dealings. The employees are expected to support this commitment to the best of their ability at all times.

Company time and resources should not be used for the benefit of people or organizations other than the Irish National Stud.

All employees acknowledge their responsibility to be loyal to the Irish National Stud and fully committed in all its business activities while mindful that the Company must at all times take into account the interests of its Shareholder clients and customers and conform to the highest standards of business ethics.

#### **8. Compliance with the Code of Conduct**

It is an employee's duty to observe the principles of this code and failure to comply with it will be a disciplinary matter.

#### **9. Advice and Guidance**

An employee who wants guidance on any aspect of the code should consult with the Company Secretary or Chief Executive.

## **FREEDOM OF INFORMATION ACT**

Under the Freedom of Information Act (FOI) Act, 1997 everyone has the right:

- to access information held by public bodies;
- to have official information relating to him/herself amended where it is incomplete, incorrect or misleading;
- to obtain reasons for decisions affecting oneself.

The Act asserts the right of members of the public to obtain access to official information to the greatest extent possible consistent with the public interest and the right to privacy of individuals.

A reference book has been prepared and published in accordance with the requirements of sections 15 and 16 of the Act.

Its purpose is to facilitate access to official information held by the Irish National Stud. It does this by outlining the structure and functions of the services provided and how they may be availed of, the classes of records held; and how a request to the Irish National Stud under the FOI Act of 1997 can be made.

[Click here to see the Irish National Stud's booklet.](#)

### **Irish National Stud Company Limited - Procurement and Asset Disposal Policy**

Procurement of supplies, works, services and asset disposals in the Irish National Stud are carried out in a manner which meets the commercial and business needs of the Company. All purchases and disposals are carried out in accordance with Government Guidelines and Directives. All decisions are commercially focused and aim to ensure that the best value for money is obtained for the Irish National Stud.

The Irish National Stud's Code of Conduct which requires the highest standards of integrity, legality, and confidentiality, shall apply to all transactions.

The Irish National Stud is committed to complying with the terms of the Prompt Payment of Accounts Act.

Specifically in relation to property, disposals will be by public auction, public tender or private treaty following advertisement.