

## CODE OF BUSINESS CONDUCT FOR

### (1) UISCE ÉIREANN BOARD MEMBERS

### (2) UISCE ÉIREANN SENIOR MANAGEMENT

## 1.0 INTRODUCTION

1.1 Uisce Éireann's values are collaboration, performance, customer service, safety and integrity. These values define the character of the company, guide our actions and decisions and provide a framework for how we interact with our colleagues, customers and stakeholders.

Ethical standards must underpin how we conduct our business on a daily basis.

High ethical standards are a matter of trust. The responsibility of Board Members and Senior Management is to honour that trust in the spirit as well as in the letter and to be governed in all company transactions by the fundamental principles of integrity, confidentiality, legality and loyalty. Good example will ensure that proper ethical values are perpetuated and accepted at all levels in the organisation.

1.2 Given Uisce Éireann's public profile and the visibility of everything that it does, it follows that those filling positions of responsibility in the organisation, in particular Board Members and Senior Management, must be seen to be beyond reproach in their conduct.

1.3 Uisce Éireann complies with the Code of Practice for the Governance of State Bodies issued by the Department of Public Expenditure and Reform (the "Code of Practice") and any associated guidance. While the highest ethical standards are required of all Uisce Éireann personnel and the Code of Practice applies to all as appropriate, it is considered prudent, in view of their special position, to provide more specific guidance in the case of Board Members and Senior Management (for the purposes of this Code of Business Conduct, Senior Management shall mean Uisce Éireann employees of Grade C and above ).

1.4 The Code should be read in conjunction with warrants of appointment where relevant, contracts of employment where relevant, ethical standards as required by professional bodies to which you are affiliated and the following policies:-

- Regulation of Lobbying Act Policy (PD4);
- Protected Disclosures Policy (PD9);
- Corporate Giving and Sponsorship Policy (PD83);
- Anti-Fraud Policy (PD84);
- Anti-Bribery and Anti-Corruption Policy (PD100); and
- Human Resources policies.

## 2.0 PURPOSE

2.1 The purpose of this Code is to:-

- establish an agreed set of ethical principles;
- offer guidance on what actions are acceptable/unacceptable and on expected business behaviours;
- promote and maintain confidence and trust in Uisce Éireann including the protection of Uisce Éireann's good name; and
- prevent the development or acceptance of unethical practices.

## 3.0 SCOPE

3.1 This Code of Business Conduct (the "Code") applies equally to all Board Members and Senior Management of Uisce Éireann.

3.2 It is impractical to legislate in sufficient detail to cover every eventuality which could arise which would present Board Members or Senior Management with a conflict of interest or other ethical issue. Accordingly, Board Members and Senior Management should be aware that the spirit as well as the precise wording of this Code should be observed at all times

3.3 Non-compliance with this Code may be treated as a disciplinary matter.

## 4.0 RESPONSIBILITY

4.1 The Company Secretary and the Chief Executive Officer have a responsibility to ensure that this Code is circulated to all Board Members and Senior Management, who should acknowledge receipt and understanding of this Code.

## 5.0 INTEGRITY, ETHICAL STANDARDS AND GENERAL OBLIGATIONS

5.1 The conduct of Board members and Senior Management is governed by the following:

- Sections 9 and 10 of the Water Services Act 2013, which require Board Members and staff of Uisce Éireann to disclose any interest in any arrangement to which the Company is party and to abstain from voting on the matter;
- The Ethics in Public Office Acts 1995 and 2001; and
- The Code of Practice for the Governance of State Bodies.

5.2 Detailed briefing on all of these obligations is provided to all Board Members and Senior Management on appointment. In addition, the above legislation is readily available on Diligent for Board Members and from the Secretariat team upon request.

5.3 Board Members are reminded of their statutory responsibilities under the Companies Act 2014 (as amended). Detailed briefing on these responsibilities is provided to all Board Members on their appointment and has been made available on Diligent.

5.4 Supplementary to the legislative position, the Board should note the key elements of the Code of Practice, in particular:

- 5.4.1 A Board Member 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. In such cases a separate record (to which the Board Member would not have access) should be maintained.
- 5.4.2 On appointment and on an annual basis thereafter, each Board Member should register with the Company Secretary, in accordance with the register set out in Appendix 1, details in relation to the disclosure of employment and business interests as required by the Code of Practice.
- 5.4.3 Senior Management should complete an annual register of interests similar to the register completed by each Board Member, as set out in Appendix 1.
- 5.4.4 Board Members and Senior Management are required to make disclosures in accordance with the Ethics in Public Office Acts 1995 and 2001 and the regulations made thereunder to the extent that the provisions of these Acts apply to them. Where a Board Member or a Senior Manager is in doubt as to whether he or she has an obligation under the legislation, he or she should seek advice from the Standards in Public Office Commission under section 25 of the Ethics in Public Office Act 1995. While the Code and the Ethics legislation provide separate disclosure obligations for Board Members, section 5.8 (i) of the Code of Practice provides that where a Board Member is also a designated director for the purpose of the Ethics Acts, the annual statement of interests furnished under the Ethics legislation will suffice for the purposes of the annual disclosure of interests under the Code of Practice. Secretariat will contact all relevant parties in relation to this requirement.

## 5.5 *Related Party Transactions*

- 5.5.1 Best corporate practice, as outlined in the Companies Act 2014 and International Accounting Standard 24, requires certain information to be made available in relation to third party transactions. This information is required at two levels:
- Notification of related party transactions to the Company Secretary in a register of interests in the form set out in Appendix 1; and
  - Disclosure of material related party transactions in the financial statements.
- 5.5.2 Guidance on the definition of Related Parties can be found in the [International Accounting Standard 24](#) and in the [Uisce Éireann Accounting Policy: Related Parties](#).
- 5.5.3 A related party includes, but is not limited to, the following:
- Pension funds of employees of Uisce Éireann or employees of an entity related to Uisce Éireann;
  - Key management (Uisce Éireann identifies this as including; its Board of Directors, the CEO and direct reports of the CEO); and

- An entity controlled or jointly controlled by either a member of the key management personnel or a close family<sup>1</sup> member of a member of the key management personnel of Uisce Éireann
- 5.5.4 Uisce Éireann’s statutory auditors will review all systems to identify any possible related party transactions based on the register of interests maintained by the Company Secretary.
- 5.6 Board Members and Senior Management should be extremely sensitive to their positions in dealing with third parties so as not to suggest or imply that they are prepared to intervene with Uisce Éireann on their behalf in any unusual or abnormal fashion.
- 5.7 Each Board Member and Senior Management shall ensure that:-
- 5.7.1 Uisce Éireann competes vigorously and energetically but also ethically, honestly and lawfully in Ireland and in overseas markets;
  - 5.7.2 Uisce Éireann’s purchasing activities of goods/services are carried out in accordance with best business practice;
  - 5.7.3 Uisce Éireann complies with applicable tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure (refer to Procurement Policy (PD02) and Expenditure and Contract Approval Policy (PD03) for detailed guidance);
  - 5.7.4 Uisce Éireann does not engage in any practice which distorts or is likely to distort fair and open competition in the procurement/ tender process;
  - 5.7.5 Uisce Éireann promotes a culture of claiming vouched expenses, only as appropriate to business needs and in accordance with good practice in the public sector generally and the Uisce Éireann Expenses Policy;
  - 5.7.6 Controls are introduced and monitored to prevent fraud, including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel;
  - 5.7.7 Uisce Éireann’s accounts/reports accurately reflect its business performance and are not misleading or designed to be misleading;
  - 5.7.8 Uisce Éireann’s resources are not used for personal gain or for the benefit of persons/organisations unconnected with Uisce Éireann or its activities or for the benefit of competitors;
  - 5.7.9 Staff of Uisce Éireann, at any grade, do not use their position within the organisation to gain personal advantages e.g. discounted personal services from an Uisce Éireann supplier;
  - 5.7.10 Information or business secrets are not obtained by improper means;

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<sup>1</sup> IAS 24 defines “Close Family Member” as follows; Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- that person’s children and spouse or domestic partner;
- children of that person’s spouse or domestic partner; and
- dependants of that person or that person’s spouse or domestic partner.

- 5.7.11 There is full co-operation with Internal Audit in the internal audit process by Board Members, Senior Management and staff at all levels of Uisce Éireann;
- 5.7.12 Uisce Éireann does not engage in abusive tax avoidance transactions with a view to reducing the amount of tax to be paid by Uisce Éireann or a party to a transaction in which Uisce Éireann participates; and
- 5.7.13 Uisce Éireann does not engage in any illegal or criminal activities.
- 5.8 Equal care should be taken in dealings with public officials abroad as in Ireland, to ensure that every interaction, at every level of Uisce Éireann is ethical, honest and lawful. Board Members and Senior Management should be familiar with the policies and procedures Uisce Éireann has in place to prevent bribery and corruption (in particular PD100). Board Members and Senior Management must never offer or accept a bribe and must not participate in or facilitate corrupt or illegal activities.
- 5.9 Board Members should bring to the notice of the Board and Senior Management should bring to the notice of the Chief Executive Officer at the tender stage any connection which he or she has with any tender to or by Uisce Éireann for the provision of products or services. Board Members and Senior Management should seek to avoid any personal involvement in presentations, submissions or representations relevant to such tender — where exceptionally such involvement is thought to be essential, Board Members should consult the Chairman in advance. Senior Management should advise the Chief Executive Officer in similar situations.
- 5.10 If a Board Member or a Senior Manager finds evidence of non-compliance with any statutory obligations that apply to Uisce Éireann, he/she should immediately bring this to the attention of the Chief Executive Officer or fellow Board Members, as appropriate, with a view to having the matter rectified. The matter should also be brought to the attention of the relevant Minister by the Chairman of the Board indicating the consequences of such non-compliance and the steps that have been or will be taken to rectify the position.

## **6.0 GIFTS, HOSPITALITY AND SPONSORSHIP**

- 6.1 As a general principle, subject to the exceptions set out below, Board Members and Senior Management should avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect, or might be perceived to affect, the ability of the donor or the recipient to act objectively when making business decisions.
- 6.2 If gifts, hospitality, or preferential treatment or benefits are offered or received, Board Members and Senior Management should bear in mind the fundamental principle of integrity in accepting such gifts and hospitality from parties with which Uisce Éireann does business, or from parties seeking or likely to seek business from Uisce Éireann. Particular care should be taken not to compromise the high standards expected by Uisce Éireann in such matters or to give rise to an actual or perceived conflict of interest.
- 6.3 Particular attention is drawn to persons who hold designated directorships in Uisce Éireann, or persons who occupy designated positions of employment in Uisce Éireann (as defined under the Ethics in Public Office Acts 1995 and 2001) to the requirements regarding the disclosure of gifts and hospitality under the Ethics in Public Office Acts.

- 6.4 Board Members and Senior Management must not use their connections within Uisce Éireann for personal advantage. In particular, they must not request or receive personal services from a supplier or contractor where that might be perceived as compromising the exercise of objective judgement in Uisce Éireann's selection of suppliers or contractors. Similarly, Board Members and Senior Management must not request discounts from suppliers or contractors for personal services.
- 6.5 Board Members and Senior Management should be aware that by virtue of the Criminal Justice (Corruption Offences) Act 2018, it is an offence for any Board Member or member of Senior Management to solicit or accept a gift, consideration or "advantage" from any person for himself, herself or another person, as an inducement or reward, in return for any Board Member or member of Senior Management doing, or omitting to do, any act in relation to his or her position or Uisce Éireann's business.
- 6.6 With respect to Uisce Éireann's operations or dealings in the UK, it is an offence under the UK Bribery Act 2010 to either entice or reward a person with a financial or other "advantage" to improperly perform his or her duties or to accept financial or other "advantage" in return for the improper performance of a duty. Similar laws apply in many other countries (such as the US).

## 6.7 *Gifts and Hospitality*

- 6.7.1 This does not mean that receiving gifts or accepting modest hospitality is inappropriate in all circumstances. Reasonable, small, appropriate and bona fide gifts, modest hospitality or entertainment given to or received from third parties is generally acceptable under the following circumstances:
- the gift/ hospitality is unsolicited;
  - the gift/hospitality is appropriate in the circumstances, taking account of the reason for the gift, its timing and value i.e. it is customary for small gifts to be given at Christmas;
  - the gift/hospitality is given openly, not secretly;
  - it does not include cash or cash equivalent (i.e. gift vouchers, gift tokens);
  - the gift/ hospitality is not given or could not be perceived to be given, with the intention of unethically influencing decision making. Extreme care must be taken where the party offering the gifts/hospitality is seeking to do business with or gain some advantage from Uisce Éireann;
  - the frequency and scale of hospitality is not more than Uisce Éireann might be expected to give in return;
  - the number of Board Members and Senior Management availing of the hospitality is kept to a minimum;
  - it does not include the provision of travel or overnight accommodation;
  - accepting the gift or availing of the hospitality does not identify Uisce Éireann in a public way with any particular supplier or contractor; and

- details of the gift/hospitality are disclosed as part of the gifts and hospitality notification process, outlined below at 6.8.
- 6.7.2 The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift/hospitality should always be considered. Particular care should be exercised when tender processes are being conducted.
- 6.7.3 In circumstances where Board Members are unsure as to whether or not it is appropriate to accept a gift or hospitality, even after consulting this Code, they should discuss the matter with the Chairman.
- 6.7.4 In circumstances where Senior Management are unsure as to whether or not it is appropriate to accept a gift or hospitality, even after consulting this Code, they should discuss the matter with the Chief Legal Officer or Company Secretary.

## **6.8 Notification procedures for Board Members and Senior Management**

- 6.8.1 On a quarterly basis, Board Members, Senior Management and employees at all levels of the company are required to disclose, via the Gifts and Hospitality SharePoint portal, details of any gifts and hospitality extended/accepted/declined by them during the period under review. Managers must review the entries made by their direct reports.
- 6.8.2 The Company Secretary is responsible for collating and reviewing all gifts and hospitality returns made via the Gifts and Hospitality SharePoint portal. Each quarter, the Company Secretary reviews the returns and:
- provides the Executive team with a report detailing returns made by their full Directorate;
  - provides the CEO with a report detailing returns made by the Executive; and
  - provides the Chairman with a report detailing returns made by the Board and CEO.
- 6.8.3 Periodically (no less than annually) the returns register detailing all of the returns for each quarter, as maintained by the Company Secretary, is reviewed by the Head of Internal Audit.
- 6.8.4 The deliberate non-declaration of gifts or hospitality or other inducements may result in disciplinary proceedings. Senior Management should ensure full compliance with the reporting obligation by each of their teams/direct reports.
- 6.8.5 Low value hospitality items (tea/coffee/lunch) and gifts of small intrinsic value (e.g. calendars, diaries, pens) do not need to be recorded in the quarterly hospitality return. Industry events providing hospitality (excluding accommodation or travel) with the purpose of providing training and/or continuous professional development do not need to be recorded.
- 6.8.5 If the Company Secretary considers a gift or hospitality event notified to the register as inappropriate, he will inform the Board Member or Senior Manager, copying the Head of Internal Audit, that this type of gift or hospitality should not be accepted.

## 6.9 Sponsorship

- 6.9.1 Sponsorship must never be solicited by Board Members and Senior Management from suppliers, contractors or other persons doing or seeking to do business with Uisce Éireann. Where sponsorship is offered it may be accepted only when expressly approved by the Chairman or Chief Executive Officer.

## 7.0 INFORMATION SHARING, RETENTION AND CONFIDENTIALITY

- 7.1 Board Members and Senior Management will support Uisce Éireann in the provision of access by Uisce Éireann to general information relating to Uisce Éireann activities in a way that is transparent and enhances its accountability to the general public.
- 7.2 Users are required to comply with the Uisce Éireann's Acceptable Usage Policy (PD82) when accessing Uisce Éireann's information assets, hardware devices, computer networks, systems and facilities. Ultimately, all Uisce Éireann Data (as defined in PD82) belongs to or is the responsibility of Uisce Éireann. All usage of Uisce Éireann Data or Uisce Éireann Equipment can and will be monitored for compliance with the Acceptable Usage Policy and for other legitimate business purposes.
- 7.3 The need for observing confidentiality in regard to Uisce Éireann company affairs is paramount. The unauthorised release of confidential or strictly confidential information directly or indirectly to third parties, including the media, represents a gross breach of trust which can be highly damaging to Uisce Éireann and is strictly prohibited. This also includes the loss, misuse or disclosure directly or indirectly of confidential or strictly confidential information or the disclosure of proprietary information, for example in relation to competitive matters, the introduction of new services, contracts or property transactions, information not in the public domain, personal data or information received in confidence.
- 7.4 In particular, the attention of Board Members and Senior Management is drawn to **Section 11 of the Water Services Act 2013** which provides that a person shall not disclose confidential information obtained by them while performing functions as a director or a member of the staff of Uisce Éireann unless they are duly authorised by Uisce Éireann to do so. In relation to the disclosure of information, the Chief Executive Officer or his nominee is authorised to;
- discuss, explain and comment on operational and day to day matters relating to the operation of Uisce Éireann;
  - respond to queries for clarification of Uisce Éireann policy; and
  - respond to queries at legal proceedings, Public Enquiries and Oireachtas Committees at which Uisce Éireann may be in attendance for the purpose of disclosure of information.
- 7.5 In addition to the obligations imposed by section 11 of the Water Services Act 2013, Board Members have a duty of care and fiduciary duties to Uisce Éireann while they remain Board Members. Board Members are obliged to act in the best interests of Uisce Éireann. The duty of care requires Board Members, amongst other things, to take care so as to prevent the loss or accidental disclosure of Uisce Éireann confidential information. The unauthorised disclosure of Uisce Éireann confidential information by a Board Member constitutes a breach of his/her fiduciary duty. Likewise, the use of Uisce Éireann confidential information for any purpose other than that for which it was provided to the Board Member constitutes a breach of fiduciary duty.



- 7.6 In certain circumstances, Uisce Éireann may hold information which it is appropriate to restrict access to/from other parts of the business, in particular commercially sensitive information regarding customer, financial or regulatory information. In order to ensure that information is not released or used inappropriately:
- Board Members and Senior Management should release commercially sensitive information only to authorised persons within the business; and
  - If Board Members and Senior Management are unsure whether information is commercially sensitive, or whether the requester is authorised, Board Members should consult with the Chairman and Senior Management should consult with their line manager.
- 7.7 Board Members and Senior Management are obliged to comply with Uisce Éireann's Data Protection Policy (PD64) when sharing information both within the business and externally.
- 7.8 The terms of engagement of consultants employed by Senior Management should be reviewed to ensure that they are subject to appropriate confidentiality obligations in carrying out their services.
- 7.9 Board members and Senior Management should recognise that their behaviour can impact Uisce Éireann's reputation, especially where they are identified as representing the organisation, and must ensure that they never bring Uisce Éireann and its subsidiaries into disrepute through their personal or professional actions.
- 7.9.1 The reputation of Uisce Éireann should never be compromised in any way through inappropriate online interactions, in particular, through the usage of social media channels. In this regard, Board Members and Senior Management should not do anything to prejudice the reputation of Uisce Éireann when engaging in online activity. Furthermore, they should never discuss or disclose confidential or non-public information relating to the organisation either on public media or any online media channels. Board members and Senior Management should familiarise themselves with the Social Media Advocacy Guidelines available on the Zone.
- 7.9.2 Board Members and Senior Management should not comment or provide feedback on media related queries and should, where possible, direct such queries to the Corporate Affairs Director.
- 7.10 Board members and Senior Management are required to comply with Uisce Éireann's Regulation of Lobbying Policy (PD4) which aims to give effect to the obligations and provisions of the Regulation of Lobbying Act 2015 with a view to increasing openness and transparency in respect of any lobbying activities in which Uisce Éireann engages. Board members and Senior Management should have regard to the principles of the Code of Conduct for Persons carrying on Lobbying Activities as published by the Standards in Public Office Commission in 2018 to ensure that their lobbying activities are carried out ethically and transparently.
- 7.11 Board Members and Senior Management must ensure that all supplier and tender information relating to tender processes in which Uisce Éireann is involved is treated in the strictest confidence and disclosure of such information, in particular to another interested party, is strictly prohibited.

- 7.12 Board Members and Senior Management will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest and in particular will ensure compliance by Uisce Éireann with the provisions of Data Protection Law (meaning the General Data Protection Regulation (EU 2016/679), the Data Protection Acts 1988-2018, the European Communities (Electronic Communications Networks & Services) (Privacy & Electronic Communications) Regulations 2011, the EU ePrivacy Directive 2002/58/EC (as amended) and any relevant transposition of these laws, or successor or replacement to those laws (including, when it comes into force, the successor to the ePrivacy Directive), along with guidance published by competent regulatory authorities).
- 7.13 Board Members and Senior Management should take particular care to safeguard all Uisce Éireann company documents and should exercise due care in communicating such information.
- 7.14 Board Members and members of Senior Management should not disclose any privileged or confidential information, or business or trade secrets of Uisce Éireann. This obligation does not cease when Board membership or employment has ended and is further referred to below in the section entitled Post Termination Obligations. All commercial information received while acting in the capacity of a Board Member or employee shall remain confidential indefinitely. Unless required by law or authorised by the Chief Executive Officer or Chairman of the Board, Board Members or Senior Managers shall not disclose confidential information or allow such disclosure. Furthermore, Board Members and Senior Managers must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.
- 7.15 The Freedom of Information Act 2014 (the “FOI Act”) is in place to enable members of the public to obtain access, to the greatest extent possible consistent with the public interest and the right to privacy, to information in the possession of public bodies. Uisce Éireann is subject to the FOI Act. In addition, under the FOI Act, information provided by Uisce Éireann to public bodies subject to the FOI Act may become the subject of a freedom of information request.
- 7.16 Board Members and Senior Management must take all steps to ensure compliance by Uisce Éireann with the provisions of the FOI Act. In order to assist in maintaining the confidentiality of Uisce Éireann’s information, Board Members and Senior Management should ensure that when any commercially sensitive information is submitted to government departments or other public bodies, appropriate wording is inserted to protect the documentation under the provisions of the FOI Act. In addition, it is important to ensure that appropriate confidentiality agreements are in place to ensure the confidentiality of any information released to consultants/ advisers appointed to assist government departments in relation to any dealings with Uisce Éireann. Queries and concerns in relation to freedom of information can be directed to Uisce Éireann’s Freedom of Information Officer by email to [foi@water.ie](mailto:foi@water.ie).

## 8 OBLIGATIONS

- 8.1 Board Members should use their reasonable endeavours to attend all meetings of the Board including Board committees.
- 8.2 Board Members should seek to avoid circumstances in which a conflict of interest may arise as between their role as Board Member and any other employment and/or engagement. Board members who have any concern that such a conflict may arise

should consult with the Chairman and where relevant should comply with the requirements on recording conflicts as set out at 5.4 above. .

- 8.3 Involvement by Senior Management during their engagement as employees of Uisce Éireann in outside employment/business interests in conflict or potential conflict with the business of Uisce Éireann is prohibited. A member of Senior Management, who is at any time involved in any gainful employment, and/or the running of any business or company outside Uisce Éireann must inform his or her line manager in writing. This applies likewise to consultancy and contract work undertaken by members of Senior Management outside their employment. Senior Management in doubt as to whether a particular personal activity or interest is governed by these guidelines should consult the Chief Executive Officer/Chief Legal Officer for an interpretation and a decision.
- 8.4 Members of Senior Management are required to seek Board approval for holding membership on the boards of state funded bodies which are not a subsidiary of or associated with Uisce Éireann. In accordance with the One Person One Salary rule, Uisce Éireann employees may not be paid board fees for sitting on the boards of any other state funded bodies. Board Members may not sit on more than two State Boards at the same time unless the specific statutory provisions relating to the particular State body enable such service.

## 9 POST-TERMINATION OBLIGATIONS

- 9.1 These provisions apply to Board Members only; the post-termination obligations of Senior Management are governed by the relevant provisions of their respective contracts of employment.
- 9.2 In accordance with section 5.5 of the Code of Practice for the Governance of State Bodies, the acceptance by Board Members of a position of employment/engagement where the potential for a conflict of interest with Uisce Éireann or any part of Uisce Éireann arises should be avoided for a three (3) month period after the exercise of a function in Uisce Éireann has ceased. Before taking a position which will or might involve such a conflict of interest, a former Board Member should consult with the Chairman.
- 9.3 Former Uisce Éireann Board Members, in considering whether or not to accept any position or role, are asked to give due weight to whether the position or role would:-
- a) be likely to compromise their ability to comply with continuing obligations to respect the confidentiality of information obtained as a Board Member of Uisce Éireann; or
  - b) be likely to cause material harm to Uisce Éireann if such harm would not otherwise have arisen had they not been a Board member of Uisce Éireann.
- 9.4 Board Members should not, after their engagement as Members of the Board, disclose any privileged or confidential information, or business or trade secrets (as defined by the European Union (Protection of Trade Secrets) Regulations 2018) of Uisce Éireann. This obligation does not cease when Board membership or employment has ended. All commercial information received while acting in the capacity of a Board Member shall remain confidential indefinitely. Unless required by law or authorised by the Chairman, Board Members shall not disclose confidential information or allow such disclosure. Furthermore, Board Members must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

9.5 Board Members should not, after their engagement as Members of the Board, retain documentation obtained during their term or employment. The Company Secretary shall contact Board Members prior to the expiry of their term of office to arrange the return of any documentation (including any copies) that may have been retained during their term of office or otherwise obtain confirmation that all such documentation has been disposed of in an appropriate manner. In the event that former Board Members require access to Board papers from the time of their term on the Board, this can be facilitated by the Company Secretary in appropriate circumstances.

## 10 RESPECT FOR HUMAN RIGHTS

10.1 Uisce Éireann values the diversity of the people with whom we work and the contributions they make. Uisce Éireann has a long-standing commitment to equal opportunity and intolerance of discrimination and harassment. Uisce Éireann is dedicated to maintaining a workplace that is free from discrimination or harassment on the basis of race, gender, colour, nationality, ethnic or social origin, creed, age, disability, sexual orientation, political opinion or any other status protected by applicable law. The basis for recruitment, hiring, placement, training, compensation and advancement in Uisce Éireann is qualifications, performance, skills and experience. Regardless of personal characteristics or status, Uisce Éireann does not tolerate disrespectful or inappropriate behaviour, unfair treatment or retaliation of any kind. Harassment is unacceptable in the workplace and in any work-related circumstance outside the workplace. These principles apply not only to Board Members and Senior Management of Uisce Éireann but also to the business partners with whom we work.

10.2 Uisce Éireann conducts its business in a manner that respects the human rights and dignity of all people, endeavouring to comply with all applicable laws and regulations.

10.3 Board Members and Senior Management of Uisce Éireann are expected to value their colleagues and to treat others with fairness, equality, dignity and respect.

10.4 Board Members and Senior Management are expected never to infringe on human rights.

10.5 Board Members and Senior Management are expected to be alert to any evidence of human rights infringements in our direct operations or in the operations of our business partners and to report any situation in which a human rights infringement is suspected to the Chief Legal Officer.

## 11 FAIRNESS

11.1 Each Board Member and member of Senior Management has a responsibility to ensure that:-

- Uisce Éireann complies with employment equality and equal status legislation;
- Uisce Éireann is committed to fairness in all business dealings; and
- Uisce Éireann values its customers and treats all categories of customers equally.

## 12 WORK/EXTERNAL ENVIRONMENT

12.1 Each Board Member and member of Senior Management has a responsibility to ensure that:-

- Uisce Éireann places the highest priority on promoting and preserving the health and safety of employees;
- Uisce Éireann ensures that community concerns are fully considered; and
- Uisce Éireann endeavours to minimise any detrimental impact of its operations on the environment.

## 13 PROCEDURE FOR NON-EXECUTIVE BOARD MEMBERS IN ACCORDANCE WITH THEIR RIGHT TO TAKE INDEPENDENT PROFESSIONAL ADVICE IF NECESSARY AT UISCE ÉIREANN'S EXPENSE

13.1 Subject to the following procedures and limitations, Board Members both individually and collectively have the right to consult Uisce Éireann's professional advisers and if necessary, seek independent professional advice at Uisce Éireann's expense in the furtherance of their duties as Board Members.

13.2 A Board Member shall request in writing the consent of the Chairman to seek independent professional advice under this procedure and shall provide the name of any professional advisers being proposed together with a brief summary of the subject matter and the reasons necessitating such consultation.

13.3 The Chairman shall provide a written acknowledgement of receipt of the consent request which shall state whether the Chairman approves the request and, if this is the case, whether the fees for the professional advice sought are payable by Uisce Éireann under this procedure and also advise the other members of the Board of the request.

13.4 Independent professional advice for the purposes of this procedure shall include legal advice and the advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interest of the Board Member(s) concerned.

13.5 Any advice obtained under this procedure shall be made available to the other Members of the Board where appropriate.

## 14 RAISING CONCERNS

14.1 In urgent or sensitive situations where confidential advice is required by a member of Senior Management or where concerns arise which cannot be appropriately addressed through normal channels these should be directed to the person's line manager, where appropriate. However, if a Senior Manager feels that this is not appropriate, concerns can be raised directly to the Chief Legal Officer. If neither of these options is appropriate or if an employee does not wish to raise a concern directly to any particular person, then an employee can email (anonymously or otherwise) a confidential email address or leave a message on a confidential voicemail; both options will be directed to the Chief Legal Officer and the Head of Internal Audit (as Anti-Fraud Champion). Details of these confidential communication options are outlined below. In circumstances regarding possible financial improprieties, concerns can alternatively be directed to the Chairman of the Audit and Risk Committee at the email address provided below.

The following are the contact details for raising concerns under this Policy:-

**Chief Legal Officer**

Noeleen McHenry

Telephone: 01 -8925537

Email: [nmchenry@water.ie](mailto:nmchenry@water.ie)

**Confidential email address** (directed to the Chief Legal Officer and the Head of Internal Audit)

[Confidential@water.ie](mailto:Confidential@water.ie)

**Confidential voicemail** (directed to the Chief Legal Officer and the Head of Internal Audit)

01-8925880 (external)

25880 (internal)

**Chairman of the Audit and Risk Committee**

Email: [auditandriskchair@water.ie](mailto:auditandriskchair@water.ie)

- 14.2 Uisce Éireann encourages Senior Management to raise any concerns internally and is committed to addressing these concerns while protecting the employee(s) making the disclosure. In line with that commitment, an employee who has concerns about any aspect of Uisce Éireann's activities is encouraged and expected to come forward and voice those concerns and may do so without fear of victimisation, subsequent discrimination or disadvantage as a result of the disclosure. Refer to the Protected Disclosures Policy (PD09) for further guidance.
- 14.3 Other, external, reporting channels may also be available as prescribed in sections 7 – 10 of the Protected Disclosures Act 2014 as amended by the Protected Disclosures (Amendment) Act 2022.
- 14.4 Under the Criminal Justice Act 2011, a person (including Uisce Éireann, a Board Member or member of staff of Uisce Éireann) who has information that he or she knows or believes might be of material assistance in preventing the commission of or in solving or prosecuting certain crimes (such as theft and fraud) must disclose that information as soon as it is practicable to do so to the Garda Síochána. A person need not comply with the obligation if he or she has a reasonable excuse for not doing so. Any concern in respect of this provision should be discussed with the Chief Legal Officer.

## 15.0 REVIEW

- 15.1 Uisce Éireann shall review this Code on an annual basis or more often as relevant law, regulation or practice dictates. Updates to this Code will be notified to Board Members and Senior Management. Uisce Éireann welcomes engagement with Board Members and Senior Management on the provisions of this Code. Any comments or queries relating to the Code can be directed to the Uisce Éireann Company Secretary.