



Engineers Without Borders Ireland Board of Directors Code of Conduct

1. Introduction

This document constitutes the Code of Business Conduct for the Directors of Engineers Without Borders Ireland (EWB-Ireland). The document outlines the general principles that govern the operation of the Board of EWB-Ireland.

In general, the following Code sets out the basic objectives of Directors including:

- The establishment of an agreed set of ethical principles
- The promotion and maintenance of confidence and trust
- The prevention of development or acceptance of unethical practices

The document is not intended to be an exhaustive list of guidelines and will be subject to review on an annual basis. It is not foreseen that any guidelines contained in this document will cause difficulties to the Directors, as the EWB-Ireland Board has always operated with the highest standard of integrity and professionalism.

EWB-Ireland will provide a copy of this document to existing and new directors of the Board make this code available to interested parties. Directors will be required to indicate in writing that they have received and understood the document. Breaches of the code may result in the Director ceasing to be a Director of the Board.

General Principles

The principles, which underpin the general ethos of this code, are set out below:

2. Loyalty

- 1.1. The Directors shall acknowledge the responsibility to be loyal to EWB-Ireland's aims and objectives and be committed to its activities, while mindful that the organisation itself must take into account the interests of its members, beneficiaries and the public.
- 1.2. The Board should acknowledge the duty to conform to the highest standards of ethics.

3. Integrity

- 3.1. The Board has a commitment to act ethically and honestly.
- 3.2. The Board will ensure that the accounts/reports accurately reflect EWB-Ireland's business performance and are not misleading or designed to be misleading.
- 3.3. The Board will not use EWB-Ireland's resources or time for personal gain, for the benefit of persons/organisations unconnected with the body or its activities.
- 3.4. The Board of Directors will disclose any outside employment/business interests in conflict or in potential conflict with the business of the body.



4. Information

- 4.1. The Board of Directors will conduct its activities in a confidential and objective manner;
- 4.2. The Directors will support EWB-Ireland for the provision of access to general information relating to the body's activities in a way that is open and that enhances its accountability to the general public.
- 4.3. Directors have a commitment not to acquire information or business secrets by improper means.
- 4.4. Directors of the Board are not permitted to disclose any confidential information obtained while performing or as a result of performing any activities on behalf of EWB-Ireland. The above requirements do not apply to information already in the public domain or in the possession of the person prior to undertaking the activities.
- 4.5. The Directors will comply with relevant statutory provisions (e.g. Data Protection Act, Freedom of Information Act).
- 4.6. Based on the latter, Directors will respect the confidentiality of sensitive information held by EWB-Ireland. 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 EWB-Ireland.
- 4.7. Directors will also respect the confidentiality of EWB-Ireland board meetings.
- 4.8. Directors will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest.
- 4.9. Former Directors should treat commercial information received while acting in that capacity as confidential.

5. Legal Obligations

- 5.1. The Board will fulfil all regulatory and statutory obligations imposed on EWB-Ireland.
- 5.2. The Board of EWB-Ireland shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation. The Board shall take due care that decisions which affect the rights or interests of individuals have a basis in law and that their content complies with the law;
- 5.3. Where individual Board members become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board directors with a view to having the matter rectified;



5.4. Directors shall comply with EWB-Ireland purchasing policies, as well as comply with prescribed levels of authority for sanctioning any relevant expenditure.

6. Board Operation

6.1. Directors shall discharge their duty in compliance with the Constitution and Articles of Association of Engineers Without Borders Ireland.

7. Fairness

7.1. The Directors are committed to fairness in all business dealings and will value and treat all clients equally;

7.2. Directors must comply with employment equality and equal status legislation;

7.3. When taking decisions, the Board of EWB-Ireland shall ensure that the principle of equality of treatment is respected. The Board shall in particular avoid any unjustified discrimination based on gender, marital status, family status, sexual orientation, religion, age, disability, race or membership of the travelling community;

7.4. EWB-Ireland is currently voluntary organisation however should staff be employed at a future date this will be done as an equal opportunities employer and that staff appointments will be made based upon demonstrably objective criteria and recruitment procedures will be adhered to.

8. Impartiality and Independence

8.1. The Board shall be impartial and independent. It shall abstain from any preferential treatment on any grounds whatsoever.

8.2. It shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests.

8.3. When taking decisions, Directors shall take into consideration the relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

9. Absence of Abuse of Power

9.1. Directors' powers shall be exercised solely for the purposes for which they have been conferred. Directors shall in particular avoid using those powers for purposes which have no basis in the law or which are not motivated by any public interest.



10. Hospitality

- 10.1. Directors shall avoid the giving or receiving of 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.
- 10.2. The overriding concern is that the actions of EWB-Ireland Board members be above suspicion and not give rise to any conflict of interest, and that their dealings with commercial and other interests should bear the closest possible scrutiny.
- 10.3. It is accepted that Board members should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. That being said, in their contacts with outside organisations or persons, every care must be taken by EWB-Ireland Board members to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official functions.

11. Work/External Environment

- 11.1. The Board will place the highest priority on promoting and preserving the health and safety of EWB-Ireland members and participants in EWB-Ireland activities.
- 11.2. They will ensure that public concerns are taken into consideration and will endeavour to minimise any detrimental impact of the operations on the environment.

12. Responsibility

- 12.1. The Chairperson of the Board will ensure circulation of this Code of Business Conduct to all Directors for their retention.
- 12.2. Directors should acknowledge in writing receipt of the code and understanding of same.

13. Review

- 13.1. The Directors should review annually the effectiveness of the body's system of internal controls, including financial, operational and compliance controls;
- 13.2. The Directors have a commitment to review the Code of Conduct on an annual basis.



engineers without borders ireland

SIGNED DECLARATION

I acknowledge that I am in receipt of and understand the EWB-Ireland Directors Code of Conduct

Signed: _____

Date: _____