



## **Appendix E of the Corporate Governance Framework**

# **Code of Conduct for Council and Advisory Committee Members of the Pharmaceutical Society of Ireland**

This Code has been established to set out the standards of conduct to which PSI Council members have agreed to adhere to in the performance of their duties. The Council requires that this Code of Conduct should also bind members of the Advisory Committees.

Each Council Member has an obligation to know and understand not only the policies contained in the Code, but also the values upon which they are based. In addition, Council members have an obligation to comply with the letter and spirit of the Code and help others do the same.

### **A. Introduction**

1. The Pharmaceutical Society of Ireland (PSI) was established to regulate the profession and practice of pharmacy in the public interest. The policy of the PSI defined by the Council in the interests of public health and welfare and serving members of Council and Advisory Committees must at all times be directed by the public interest in the discharge of their duties.
2. Members of Council and Advisory Committees of the PSI must at all times while acting in that capacity ensure that their activities are directed toward the fulfilment of the PSI's functions and the PSI's responsibilities specified in legislation, and the interests of the public.
3. Members of Council and Advisory Committees of the PSI must not use their position as such to seek to influence the conduct of any aspect of the Council's and Committee's business for the benefit of any individual, body corporate or other association rather than for the benefit of patients and the public.
4. The democratic changes of personnel which take place on Council and on its Advisory Committees make it desirable that there be available to all members a Code of Conduct that clarifies and guides the manner in which any Council or Advisory Committee member, of the PSI must discharge his or her duties and responsibilities in the public interest.
5. The manner in which members of Council and Advisory Committees of the PSI conduct themselves is largely a matter of personal integrity and self-discipline.
6. Council members should avoid the use of PSI's resources or time for personal gain, for the

benefit of persons/organisations unconnected with the PSI or its activities or for the benefit of competitors.

7. It is not feasible to have a Code of Conduct that will specifically provide for all situations that may arise. As a result, all members of the Council and Advisory Committees of the PSI have a responsibility to ensure that all of their activities, whether covered by this Code or not, are governed by the usual prevailing considerations inherent in acceptable moral and ethical conduct.
8. It must be anticipated that with the passage of time and on the basis of new problems and new solutions, that this Code may be added to or amended. The PSI commits to reviewing this Code of Conduct on an annual basis.

#### **B. On adoption of Code and upon Election, Re-election, Appointment or Co-option**

A Council or Advisory Committee member, following his/her election, re-election, appointment onto the Council or co-option onto an Advisory Committee of Council, shall be expected to read this Code of Conduct. They shall also be expected to sign an acknowledgement verifying that they understand and agree to adhere to the code of conduct and to act at all times in accordance with its terms, as they relate to both his/her term of office as a member of Council or Advisory Committee member and beyond.

#### **C. Attending to the Business of Council**

1. It is vital that sufficient time be devoted by members to the business of the PSI to facilitate its effective and efficient operation.
2. Consequentially, it is expected that a member shall normally:
  - a. Read and familiarise him/her self with all paperwork submitted to him/her in advance of any meeting of Council.
  - b. Attend Council meetings and meetings of any Advisory Committees of which he/she is a member as convened.
  - c. Punctually attend meetings and normally remain present until their conclusion.
  - d. Contribute actively to the business of the meeting and any debates taking place.
  - e. Abide by any Standing Orders for the conduct of meetings or the rulings of the President or the acting Chairperson.
  - f. In the interests of ensuring a broad representation of the Council on its individual Committees, be prepared to sit on at least one Advisory Committee of the Council to which appointment shall be by agreement, and discharge the business thereof with the same diligence as is required to undertake the business of the Council itself.
  - g. Behave with courtesy and respect towards fellow Council and Advisory Committee members, Chairpersons of meetings, the Registrar and employees of the PSI.
  - h. Not engage employees of the PSI to undertake any business or work on behalf of the Council or Committee member personally but to engage them, having first consulted with the Registrar, only in or about the business of the PSI.
  - i. Not employ the property, assets, goodwill or reputation of the PSI other than for the good of the PSI and the purpose for which it was established.
  - j. Not engage in conduct, which in the reasonable opinion of the Council would bring the PSI or the profession into disrepute with members of the public.

- k. Comply with relevant policy and guidelines issued by the Government and relevant statutory provisions.
3. Council and Advisory Committee members should 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 or to influence that Council or Advisory Committee member in the discharge of his/her office.

#### **D. Collective Responsibility of Council and Committee Members**

1. In the interests of organisational integrity, clarity and accountability, it is important that decisions of the Council as a body and Advisory Committees are properly represented outside of the PSI by individual members.
2. The Council accepts that individual members may have opinions on particular matters that differ from the collective opinion of the Council and Advisory Committees and that these Members are entitled to have their contrary opinions recorded.
3. Notwithstanding this, and on the basis that there operates in relation to the business of the Council and Committees the principle of "Collective Responsibility", all members are expected to abide by **the decisions of** Council and Advisory Committees and not to publicly (in relation to the affairs of the PSI) adopt, promote or engage in a position, a view or a course of conduct which in the reasonable opinion of the Council or Committee does not reflect the position, view or approach of the Council or Committee as articulated in such decisions.

Engagement with the media on Council's behalf will be in accordance the PSI's Media Policies.

#### **E. Conflict of Interest**

1. In the interests of proper standards of conduct, it is imperative that the activities of the Council and Advisory Committees always be conducted in an objective manner and be seen to be so conducted.
2. It is a fundamental principle of natural law that one cannot act as a judge in one's court i.e. one cannot be involved in the adjudication of any matter of which one is the subject. Accordingly, in circumstances where a Council or Advisory Committee member or employee of the PSI, has a personal association or beneficial interest in a matter to be considered by the Council or its Committees or by the Registrar and office of the PSI, then it shall be expected that, that interest or association and its nature be disclosed in advance.
3. Following election, re-election, appointment to the Council or co-option to an Advisory Committee of Council, each member shall be expected to furnish to the Registrar of the PSI, in the form of a Declaration of Interests and Associations, details relating to his/her employment and all other relevant Interests/Associations, which could involve a conflict of interest or could materially influence the member in relation to his/her performance of his/her functions as a member of the Council or of a Committee. Those members holding office at the time of the Code's adoption by the Council, shall be expected to furnish such a declaration following its adoption. Guidance for members of Council or Committees as to what needs to be declared for this purpose is given in

## Appendix C.

4. Any Interests/Associations of a Council or Advisory Committee 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 duties, should also be disclosed.
5. It shall be expected that each Council or Advisory Committee member furnish to the Registrar, changes in the Interests/Associations notified, and details of relevant business Interests/Associations, immediately upon becoming aware of them.
6. The Council may exercise discretion regarding the disclosure by members of minor shareholdings. However, shareholdings valued at more than €15,000 or comprising more than 5% of the issued capital of a company should be disclosed.
7. If a Council or Advisory Committee member has a doubt as to whether this Code requires the disclosure of an Interest/Association of his/her own, or of a connected person, that member should consult the President of the PSI. Where a Council member 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.
8. The Registrar shall be responsible to maintain and keep updated a Register of members Interests/Associations. This register is updated on an annual basis and published on the PSI website. Access to the register of Advisory Committee members will be restricted to the Council President, Registrar, Head of Corporate Governance and Public Affairs, Chair of the relevant Committee and other members of the PSI on a strict need to know basis.
9. A Council or Advisory Committee member may authorise the Registrar to disclose his/her declared Interests/Associations to a third party, nominated by the member. Such information will be retained for a period of six years following the date the member leaves Council, leaves a Committee or leaves the PSI and does not re-join it. On expiration of said period, the Registrar will arrange for the relevant declaration to be destroyed in a confidential manner.
10. Should the Registrar consider that a matter relating to the Interests/Associations of a Council or Advisory Committee member arises, he/she may bring the matter to the attention of the President of the PSI, having first given notice of his/her intention to the member in question.
11. Should a matter relating to the Interests/Associations of a Chairperson arise, he/she shall be expected to depute the Deputy Chairperson or another member of Council or Committee to chair the meeting and should absent him/herself when the meeting is deliberating or deciding on a matter in which the Chairperson, or a person or body connected with the Chairperson, has an Interest/Association.
12. Documentation in any case which relates to any dealings with the above Interests/Associations shall not be made available to the member concerned prior to a decision of an Advisory Committee of the Council or of the Council itself being taken. (Such documents shall be taken to include those relating to

cases involving competitors to the above Interests/Associations). Decisions once taken shall be notified to the member.

13. As it is recognised that the Interests/Associations of a Council or Advisory Committee member and persons connected with him/her can change at short notice, a member is expected, in cases where he/she receives documents relating to his/her Interests/Associations or of those concerned with him/her, not to read more of them than may have been inadvertently read, and to return the documents to the Registrar at the earliest opportunity.
14. A member shall be expected to absent him/herself when the Council or one of its Advisory Committees is deliberating or deciding on matters in which that member or a person or body connected with the member has a particular Interest/Association, where the involvement of the member could be held to constitute a conflict of interest or breach of the provisions of this Code.
15. Where a question arises as to whether or not an Interest/Association of a member of Council, Advisory Committee member or a person or body connected with that Member constitutes a conflict of interest for or breach of the Code by that member, the President of the PSI shall in the absence of agreement, determine the question. Where the member wishes to appeal their determination or the President fails to determine the matter, it shall be referred to the Council for determination. The matter shall generally be considered by the Council with anonymity for the member in question, unless either the member or the President request disclosure of identity.
16. It is expected that no Council or Advisory Committee Member shall employ any information or knowledge gained in his capacity as such and otherwise unavailable to the profession or public at large, in the pursuit of any activity to which he/she has an Association or Interest in.
17. Council and Advisory Committee members must ensure that entries relating to them in the Registers of Interests and of Gifts and Hospitality are accurate, complete and up-to-date.
18. It is recommended that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the PSI has ceased.
19. As of the 25<sup>th</sup> of April 2008, the PSI falls under the Ethics in Public Office Acts 1995 and 2001 (the Ethics Acts) Disclosure Provision/ Statements of Interests. Each Council member must ensure his/her compliance with relevant provisions of this legislation. Compliance with the Ethics Acts is deemed to be a condition of appointment. Council members are required to fill in a Statement of Interest form **or** Statement of 'Nil' Interest on an annual basis.

## **F. Confidentiality**

1. The Council and Advisory Committees by the nature of their work, which they undertake, are privy to considerable information, which may be unproven, sensitive, controversial and of commercial value or interest. It is expected that Council and Advisory Committee members shall not disclose to a third party having no direct association with the Council or Advisory Committee any information or material obtained by him/her while performing or as a result of having performed any activities for or on behalf of the Council or Advisory Committee. This prohibition does not apply to information, which is demonstrably already in the public domain or in the possession of the member before his/her election, re-election, appointment onto the Council or co-option onto a Committee of Council.
2. The non-disclosure of privileged or confidential information does not cease when Council and Advisory Committee members have ended their term of office. It is recommended that the acceptance of further employment where the potential for conflict of interest arises should be avoided during a reasonable period of time after the exercise of a function in the PSI has ceased. Former Council members should also treat commercial information received while acting in the capacity of Council member as confidential.
3. Meetings of the Council are considered to be public, unless the matters under consideration have been designated as private. Persons other than members of the Council and employees of the PSI are invited to attend the public sections of the meetings. Minutes of the public section of meetings are published on the PSI website.
4. It is expected that no member will report separately and independently on the detail of proceedings of any meeting of the Council or of its Advisory Committees to any third party or in the public domain.
5. The provisions of Section F (4) shall not apply to collective decisions of the Council publicly reported, unless the Council specifically and for good reason should decide that a decision should be designated privileged information, deferred or otherwise withheld from release into the public domain.
6. A member of the Council, at the time of the adoption of this Code by the Council or one who is elected, re-elected, appointed onto Council or an individual who is co-opted onto an Advisory Committee of Council subsequent to the Code's adoption by the Council, shall be expected to abide by the terms relating to confidentiality set out in Appendix 1.
7. Former members of Council and Advisory Committee members shall be expected to treat all information received while acting in their capacity as members of Council or Committees as confidential unless otherwise designated or known to be in the public domain by official means.
8. The Council shall in any circumstances of doubt or dispute be the final arbiter in relation to the confidentiality of a matter and whether it can or should be disclosed and in particular whether it has been improperly disclosed.

## **G. Criminal Prosecutions for Breaches of Pharmacy Law**

1. The PSI has been afforded the privilege by the Oireachtas of being permitted to bring prosecutions against persons who offend the various Statutes, which have been promulgated for the better control and administration of Pharmacy in Ireland.
2. The operation of this system of prosecution has evolved over many years. A member of the Council of the PSI shall not be entitled to attend or be present during that part of any meeting of the Council of the PSI or any meeting of any of the Disciplinary Committees of the said Council or any meeting of any other sub-Committees of the said Council or of the said Statutory Committees at which it is proposed to discuss or during which discussions shall take place concerning the bringing by the PSI, in discharge of its statutory functions, of criminal proceedings against that member or any member of his or her family or against any company or group of companies of which the member or any member of his or her family is an officer or controlling shareholder or against any firm of which that member or any member of his or her family is a member or partner.
3. A member of the Council, at the time of the adoption of this Code by the Council or one who is elected, re-elected or appointed onto the Council subsequent to the Code's adoption by the Council shall be expected to abide by the terms of section G2 above, in particular the spirit thereof.
4. Should a prosecution be brought and a case proven against a member of the Council, it shall be expected that that member would very carefully consider, given his/her proven failure in this regard, the appropriateness from the public's perspective of his/her continued service on the Council to represent and protect their interests. Adherence to the principles of this code would expect that he/she resign from the Council in such circumstances.

## **H. Incapacity**

A Council or Advisory Committee member who during the course of his/her term of office becomes by reason of any mental or physical infirmity incapable of carrying out his duties shall be expected to resign.

## **I. Conduct contrary to the Code**

A member of Council or Advisory Committee member who shall be convicted of a criminal offence considered to be in conflict with his/her role as protector of the public interest, or who, in the opinion of the Council is considered to have brought the regulator into disrepute, or in the opinion of the Council is persistently incompetent and in disregard of his duties, or who in the opinion of the Council remains in serious breach of the terms of this Code of Conduct shall normally be expected to resign.

**J. Breaches of the Code**

If a Council or Advisory Committee member breaches the Code of Conduct, the Resolution Procedure for a Possible Breach of the Code of Conduct for Council and Advisory Committee members will be initiated and followed. If a Council or Advisory Committee member is concerned that another Council or Advisory Committee member may be in breach of this Code of Conduct, they should raise their concerns with the President or Chair of the Advisory Committee. Failure to do so may itself constitute a breach of this Code of Conduct.

**K. Travel**

Council and Committee members should ensure a culture of claiming expenses only appropriate to business needs in accordance with good practice in the public sector generally.

**L. Internal Audit**

Council and Committee members are required to cooperate with internal audit in the internal audit process.



## **Appendix 1 (to the Code of Conduct)**

Mindful of the duties owed by a member to the Council or to an Advisory Committee of Council, the member is expected to respectively do and / or where appropriate to refrain from doing the following: -

- a) Not to disclose to others or use any information acquired in his/her capacity as a Council or Committee member unless and until and then only to the extent that such information may become available to the profession.
  - b) Not to make any copy, abstract, summary or précis of the whole or any part of any document belonging to the Council or Committees except where expressly authorised so to do in the proper performance of the members' duties.
  - c) Not to make contact with or communicate with any member of the press or media or any one so connected on behalf of the Council or a Committee unless the member has obtained prior agreement of the President and Registrar of the PSI.
  - d) Not to publish any letters, articles, notes or memoranda either in written or electronic form purporting to represent the Council or a Committee unless the member has obtained the prior written permission of the Council.
1. If called upon so to do, destroy or deliver up to the Registrar of the PSI at any time any paperwork of a sensitive or confidential nature.
  2. At the end of the term of office, immediately to deliver up to the Registrar all keys and any other property properly belonging to the Council or to the PSI and to sign an acknowledgement that all such property has been duly returned.
  3. In accordance with the policy of the Council, at the end of the term of office immediately to destroy all papers and documents pertaining to the business of the PSI or to return same to the office of the PSI for destruction.
  4. As used in this Appendix the term information shall include: -
    - a) Information marked or designated by the Council, Advisory Committee or by the Registrar of the PSI as confidential.
    - b) All verbal or written information which is known to the member as being confidential, whether or not it is designated as confidential, this to include all paperwork received by him/her in respect of any Advisory Committee or Council meetings.
    - c) Information provided to the member in his or her capacity as a member of the Council or an Advisory Committee by third parties which the member is obliged to keep confidential.
    - d) Any proprietary information belonging to the Council or the PSI.
  5. The expectations set down in this Appendix will continue beyond the term of this Agreement so long as the member possesses information pertaining to his/her time as a member of Council or Advisory Committee member.

6. The Member is expected to use his or her best endeavours to ensure that his/her servants, agents or employees abide by the provisions set down herein in relation to any such Information.

## **Appendix 2 (to the Code of Conduct)**

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### **Acknowledgement:**

**I have received and read the Code of Conduct for Council and Advisory Committee members of the Pharmaceutical Society of Ireland. I understand and agree to be bound by the principles set out therein.**

**Signed:** \_\_\_\_\_

**Dated:** \_\_\_\_\_

**Signed acknowledgements should be returned to the Head of Corporate Governance and Public Affairs.**