
NTA METROLINK MAJOR CONTRACTS PROCUREMENT

PROBITY AND ETHICS REQUIREMENTS

VERSION 2.0

Revision History

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1. The MetroLink Scheme

The MetroLink¹ scheme involves the development of a high speed, high capacity, high frequency, modern and efficient metro rail service. It is currently being developed and promoted by Transport Infrastructure Ireland (TII) and the National Transport Agency (NTA). TII is the Sponsoring Agency² responsible for proposing and implementing MetroLink and will be the main contracting authority for all the related works, supplies and services contracts. NTA is the approving authority and also a contracting authority with TII for the M500 contract.

The scheme represents a very significant capital investment for the State that will take upwards of 10 years to deliver into service. It will rely on the mobilisation of a significant amount of private finance and a large and sophisticated supply chain that will be predominantly international in nature. It will also offer substantial business opportunities for Irish contractors and suppliers.

The scale of the MetroLink scheme means that it will be procured and delivered as a series of discrete contract packages that, when combined, represent a fully-functioning metro system. The individual contract packages will each have a high economic value that will be materially significant to the enterprises who secure them. The procurement processes will also involve a substantial investment in terms of time and money for everyone who participates.

In the performance of all activities associated with the delivery of MetroLink, NTA and our respective advisors, agents and consultants will act in a way that ensures that they are trusted and respected by those with whom they seek to transact, and that business is conducted by all parties efficiently, fairly, transparently and in a reasonable manner.

2. Probity and Ethics Requirements

Public procurement policy guides the considered acquisition of works, goods and services in a manner that opens up markets to competition, maximises value for money (VFM) and aids the achievement of project and programme objectives. The overarching policy framework for public procurement in Ireland is the National Public Procurement Policy Framework which is governed by EU and national procurement law and regulations. The framework sets out the procurement procedures to be followed by Government Departments and State Bodies, including NTA.

This document forms a part of the overall governance arrangements for MetroLink that ensure the proper conduct of the delivery process, including conformance to standards of good governance and accountability regarding procurement and the achievement of VFM. It sets out the principles and procedures related to the probity and ethics of the procurement of MetroLink. It covers all those activities that relate to the process of acquiring the necessary works, supplies and services from the market, with the purpose of ensuring that these activities satisfy the following key principles:

¹ “MetroLink” means the Dublin Metrolink project for which TII is the Sponsoring Agency and for which NTA is Approving Authority. The term is also used to describe the MetroLink delivery team within TII.

² In accordance with the Infrastructure Guidelines 2023.

- that procurement transactions and decisions are in all respects non-discriminatory, fair, equitable and ensure VFM;
- that the procurement processes used are compliant with the relevant EU and national legislation, government guidelines and MetroLink and NTA's governance framework and delegated levels of authority;
- that NTA can justify decisions made and actions taken; and
- that procurement takes place in a competitive process carried out in an open and transparent manner.

3. MetroLink Programme and Accountability

NTA's procurement practices are subject to audit and scrutiny under the Comptroller and Auditor General (Amendment) Act 1993 and the NTA CEO is publicly accountable to the Oireachtas (through the Public Accounts Committee) for all expenditure incurred in delivering MetroLink.

4. Scope and Application

a) Scope

This document applies to the major contracts including but not limited to:

- The M500 contract;
- Interface Agreement contracts between M500 and M400;
- The M400 Series of Contracts - two large geographical design-build contracts for construction of the civil engineering and stations components of the scheme;
- A series of advance works and enabling works contracts;
- Advance Works Engineering Design Services partner;
- Client Partner;
- Programme Delivery Partner; and
- Any other contracts, as advised by NTA that are deemed relevant.

Together the above are referred to as the MetroLink Major Contracts.

The complexity and scale of MetroLink will require collaborative behaviours from all parties involved in its delivery. By its policy objectives and behaviours, NTA will foster such a culture in contracts, contract management and in all relationships.

b) Application

This document applies to all NTA employees involved in the delivery of MetroLink as well as NTA's relevant advisors, agents and consultants and their employees. NTA have adopted the principles contained in the Code of Practice for the Governance of State Bodies (2016; "CoPGSB"). Accordingly, NTA staff, its consultants and its agents are bound by NTA's Code of Conduct and related policies.

NTA requires that its advisors, agents and consultants make their employees aware of this document and ensure compliance in respect of MetroLink procurement activities. NTA will ensure that its advisors, agents and consultants are made aware of this requirement.

Agreements made by NTA with third parties for works and services related to MetroLink are covered by the principles of this document.

c) Review

This document is in line with the requirements of Code of Practice for the Governance of State Bodies (CoPGoSB) and is compliant with relevant procurement rules, policy and guidelines (see Section 6). It will be reviewed on a periodic basis; however, where guidance conflicts with any update to the statutory, regulatory or NTA policy requirements referred to in this document, the more stringent requirement will apply.

5. Governance

a) Approving Authority

The governance arrangements for MetroLink reflect the requirements of the Infrastructure Guidelines (IG) and the Approving Authority's decisions gates for granting the necessary approvals.

b) Code of Practice for the Governance of State Bodies³

NTA employees including their advisors, agents and consultants must operate, and be seen to operate, to the highest standards of business ethics in performing all activities related to the procurement of MetroLink. It is important, therefore, that they do not make improper use of their position with the market and avoid placing themselves in a position where there is the potential for claims of bias.

The Code of Practice for the Governance of State Bodies (August 2016 revision) provides a framework for the application of best practice in corporate governance by both commercial and non-commercial State bodies.

Where these rules conflict with statutory and regulatory requirements, the more stringent requirement will apply.

The Ethics and Standards in Public Office Acts 1995 to 2001 set out statutory obligations which apply to NTA employees separately from the provisions of the Code of Practice⁴.

NTA has developed the NTA Code of Conduct as required by the Code of Practice for the Governance of State Bodies (2016). This Code is an important element within which all staff are expected to work to ensure the work of the NTA is carried out effectively. The Code sets out standards required of all staff in the discharge of duties.

The NTA Code of Conduct general principles of business conduct apply to all NTA employees, including their advisors, agents and consultants when carrying out their functions in connection with MetroLink, these are as follows:

1. Conflict of Interest

³ Code of Practice for the Governance of State Bodies, DPER, August 2016.

⁴ For further information of the requirements under Ethics and Standards legislation see www.sipo.ie

2. Support and Loyalty
3. Fairness and Work Environment
4. Confidential Information
5. Integrity
6. Good Practice.

The NTA requires that its advisors, agents and consultants make their employees aware of the Code of Practice for the Governance of State Bodies (2016) and NTA Code of Conduct for all Staff Members (The Code) refer to Annex 2 and ensure compliance in respect of MetroLink procurement activities.

6. Confidential Information

The NTA (including its members, directors and staff) and any person otherwise engaged by the NTA is subject to the provisions of Section 38 of the Dublin Transport Authority Act 2008⁵, as amended by the Public Transport Regulation Act 2009,⁶ relating to the disclosure of confidential information. These provisions (and any update) are deemed to apply to the delivery of MetroLink.

The Protocol for Handling Confidential Information (see Annex 3) sets out the NTA's own general requirements in respect of managing confidential information. Confidential information, in the context of the procurement of MetroLink, includes:

- proposals of a commercial nature or tenders submitted to the NTA and MetroLink by contractors, consultants or any other person;
- commercial information in relation to contractors, consultants, providers of finance or any other person;
- any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the NTA, or the determination of any matter, affecting the NTA, (whether in either case, proceedings have been commenced or are in contemplation);
- any information in relation to outcomes of dispute resolution where the terms or the law dealing with such settlements mandate non-disclosure;
- any project information so determined as confidential by the NTA MetroLink Conflict Liaison Lead; and
- any information so determined as confidential by the CEO or Board.

Confidential information must be treated appropriately during and after a procurement process, including after the conclusion of the award process.

⁵ Dublin Transport Authority Act 2008: Section 38 (Disclosure of Confidential Information) states:

38.—(1) Save as otherwise provided by law, a person shall not, without the consent of the Authority or a subsidiary, disclose confidential information obtained by him or her while performing duties as a member of the Authority or a director of a subsidiary, or as a member of the staff of, or when otherwise engaged by, the Authority or subsidiary, unless he or she is duly authorised by the Authority or subsidiary to do so.

(2) In this section “confidential information” includes information that is expressed by the Authority or subsidiary to be confidential either as regards particular information or as regards information of a particular class or description.

(3) A person who contravenes subsection (1) commits an offence.

(4) Nothing in subsection (1) shall prevent the disclosure of information in a report made to the Authority or subsidiary or by or on behalf of the Authority or subsidiary to the Minister.

⁶ Section 30 of the Public Transport Regulation Act 2009 resulted in the changing of the name of the ‘Dublin Transport Authority’ to the ‘National Transport Authority.’

7. Anti-Fraud, Bribery and Corruption Policy

The NTA maintains an anti-fraud and corruption policy as a key component of its risk management process. It covers any fraud perpetrated against the NTA (including collusive and corrupt acts), whether by persons internal or external to the NTA. It applies to all staff of the NTA and covers fraud by any provider of goods and services to the NTA or by beneficiaries of payments made by the NTA including any advisor, agent or consultant engaged in MetroLink.

The NTA and TII MetroLink staff (in their role as advisor, agent, secondee and/or consultant) must make themselves aware of their responsibilities in terms of the deterrence, prevention, detection and investigation of fraud and corruption. Wrongdoing at any level of the NTA can have a seriously detrimental effect on the work, reputation and security of the NTA and TII MetroLink staff, as well as on culture and morale.

The NTA's policy is to promote a culture which deters fraudulent activity and to facilitate the prevention and detection of fraud. The NTA provides direction and assistance to all employees and any advisor, agent or consultant engaged on MetroLink who may identify suspected fraud or corruption.

The NTA recognises that public procurement is an activity that is vulnerable to fraud and corruption. NTA employees and its advisors, agents and consultants must therefore be vigilant to the risk of fraud and corruption within the procurement and delivery of the project. They must report any suspected cases of fraud and corruption promptly.

Pro-active management of potential risks of fraud in the procurement process will be adopted by the NTA during each stage, including pre-qualification and tender submission. For example, MetroLink will put in place measures to assess the risk of collusive tendering across the contracts, including the potential for bid suppression, complementary or cover bidding and bid rotation. Procedures will be identified in the procurement plans for each of the major contract and will be coordinated across contracts.

Policy Statement

Fraud, bribery and other forms of corruption will not be tolerated within the NTA. The Authority actively promotes a culture where acts of fraud, bribery and corruption are never acceptable. This culture will be promoted and led by the NTAs Board and SMT (Senior Management Team). Nobody within the Authority, or acting on behalf of the Authority, may give or accept, directly or indirectly, a bribe or inducement in any form or solicit a bribe, directly or indirectly. The Authority will continue to take steps to prevent and detect fraud, increase awareness of fraud amongst staff and other stakeholders, and create a culture where the reporting of suspicions of fraudulent activity is encouraged and expected.

Further details can be found in the Authority's [Anti-Fraud, Bribery and Corruption Policy](#).

8. Conflicts of Interest

It is not possible to define specific and detailed arrangements for every circumstance that may present itself during the procurement of such diverse and complex contract packages. Consequently, each conflict (actual, potential, or perceived) will be assessed according to its particular circumstances by applying the principles set out in this document.

The approach as set out below applies to NTA employees engaged on MetroLink and to all relevant advisors, agents, and consultants.

Certain designated NTA Directors and staff in designated positions are required under the Ethics and Standards in Public Office Acts to make annual returns of compliance. Under Sections 35 and 37 of the Dublin Transport Authority Act 2008 NTA Members and NTA staff respectively are further required to disclose any interest they hold in bodies with whom the NTA has made or proposes to make a contract or any interest they hold in contracts which the NTA has made or proposes to make. Additionally, under section 39(2) of the Dublin Transport Authority Act 2008, Directors and staff who receive any communication designed to improperly influence their consideration of any matters under consideration by the NTA are obliged not to entertain this communication and to inform the chairperson of the NTA in writing about this communication.

To ensure continued integrity and transparency, and to avoid public concern or loss of confidence, the NTA has policies in place so that NTA Board members and staff take decisions objectively and steps are taken to avoid or deal with any potential conflicts of interest, whether actual or perceived. These policies should ensure that any potential or actual conflicts of interest arising in the case of decision-making by Board members and employees of the NTA are addressed.

a) Definition

A conflict of interest occurs when a person (including a legal person) has a private, personal or other secondary interest that is or could be sufficient to influence or impair, or appear to influence or impair, the objective exercise of their official duties, to apply judgement or act in a defined role.

Procurement rules define a conflict of interest as including any situation where a relevant staff member of the contracting authority or a service provider who is involved in the conduct of the procurement procedure or may influence the outcome of that procedure has directly or indirectly a financial, economic or other personal interest which might be perceived to compromise his or her impartiality and independence in the context of the procurement procedure.

Conflicts might occur in circumstances related to the procurement of MetroLink if such a person has, for example:

- a direct or indirect financial interest associated with a MetroLink contract;

- non-financial or personal interests in any contract; or
- conflicts of loyalty, for example where specifiers or decision-makers have competing loyalties between the NTA/MetroLink and some other person or entity seeking to participate in the delivery of works, supplies or services.

A conflict of interest in the context of the delivery of MetroLink can include:

- providing legal, commercial or other advice to the NTA/MetroLink (including the wider public sector) while also working or consulting for a supplier in relation to MetroLink;
- participating in the decisions to award MetroLink contracts to suppliers in which the decision-maker has or is perceived to have a personal or financial interest;
- where an enterprise or individual assessing or specifying service needs in relation to MetroLink and advising on same is involved or may be involved in providing the services to the NTA or other State body; and
- accepting hospitality or gifts during a procurement exercise or deliberative process from an actual or potential tenderer within the governance of MetroLink.

In addition to a conflict of interest, a person (including a legal person) bidding for a MetroLink contract may be perceived as having an advantage over other tenderers by virtue of the information that person has obtained in a client side role on MetroLink.

b) Identification of Conflicts of Interest

Any actual, potential or perceived conflict of interest should be identified as early as possible.

Pro-active management of potential risks will be adopted during each stage of the procurement process including pre-qualification and tender submission. The NTA will communicate its requirements in the relevant contract notice and related procurement documents for each tender.

During all MetroLink major contract procurement processes, the NTA where relevant, will carry out a strategic analysis to identify potential circumstances that are or may give rise to a conflict of interest⁷. This analysis will identify and document how such risk is being managed avoided, managed or mitigated having regard to measures already in place and such other actions that may be necessary.

c) Current suppliers

The NTA wishes to avoid any actual, potential or perceived conflicts of interests that may

⁷ The procurement procedures for each contract will identify the requirement for all team members and relevant participants to the process to identify in advance of the relevant process stage any actual, potential or perceived conflict of interest in accordance with this document. This may be by way of a signed individual declaration provided in advance of the relevant stage or by maintenance of a register of interests.

arise from the engagement of any of its current client side suppliers who will be considering tendering for MetroLink major contracts as set out in Section 4.

Suppliers engaged in a client side role that supports the development and procurement of MetroLink (engaged either directly or sub contracted) cannot be engaged in the delivery of the works, supplies and services that will comprise the planned major contracts where an involvement with the supplier's delivery side role (either directly or indirectly through a subcontracted role) might be considered a conflict of interest and where that conflict of interest cannot be remedied through less intrusive means. The NTA will also be mindful of Article 59 of Directive 2014/25/EU and its obligations pursuant to that Article to manage prior involvement by candidates and tenderers in a procurement process.

Where the suppliers' client-side role relates to advisory, commercial, technical or assurance related services for MetroLink, involvement in the delivery side of a major contract would be likely to give rise to a conflict or trigger Article 59 of Directive 2014/25/EU. In such circumstances the NTA would carefully consider the matter in accordance with applicable law and the relevant supplier may be prohibited from tendering (or their participation may be made subject to certain conditions).

In this regard, all suppliers engaged in a client side role on MetroLink must adhere to the following principles:

- avoid conflicts of interest where possible;
- identify at an early stage any future or potential conflicts of interest to ensure appropriate protocols are put in place;
- identify and record any actual or potential conflicts of interest;
- carefully manage any conflicts of interest; and
- follow the principles set out in this document and respond to any breaches.

d) Duty to notify any actual or potential conflict of interest

It is the duty of any member of the NTA or supplier to the NTA to notify the NTA MetroLink Conflict Liaison Lead (or designated person within the NTA) promptly and in writing of any actual, potential or perceived conflict of interest after becoming aware of such circumstance (and at least as soon as practicable).

A supplier engaged in a client side role must immediately inform the NTA if it is intending to tender or participate in a tender in any capacity in a procurement process related to the MetroLink Major Contracts.

The duty to notify promptly any actual or potential conflict of interest applies where a change in circumstances occurs or becomes apparent at any time.

A supplier engaged in a client side role must ensure that its employees, agents and sub-contractors observe the confidentiality and commercial sensitivity of information communicated to them in relation to any tender process for the relevant MetroLink

Major Contracts by ensuring that electronic and hard copy materials are managed and stored appropriately.

Persons advising in respect of the contract award processes for the MetroLink Major Contracts must make a written declaration in a prescribed form (as documented in the Procurement Plan for the relevant MetroLink Contract) that no actual or potential conflict exists in relation to the performance of their duties.

All notices, declarations and subsequent decisions and actions related to the notification or declaration will be recorded by the NTA in a format appropriate for future audit and scrutiny.

Tenderers and their key suppliers for the MetroLink Major Contracts will be required to notify the NTA and TII MetroLink staff of any actual, potential or perceived conflict of interest that might exist within the entity that is tendering (including the prior participation in the development or procurement of MetroLink by any proposed supplier or individual employee). The NTA may request that participants to any tender process provide details of organisations and associated key personnel that they have engaged to assist them in the development of their submissions and to confirm that no conflict of interest or incumbency advantage exists.

e) Log of Material Information

A supplier engaged in a client side role who has advised on a MetroLink Major Contract for which it intends to tender will be required to maintain a log of material information it has had access to over the course of its role as supplier to the NTA. The purpose of this exercise is to identify whether any information accessed by the supplier gives rise to a conflict of interest and/or provides it with an advantage and to enable the NTA to take appropriate measures to ensure equal treatment in the tender competition in which the supplier intends to participate in. The supplier may be required to sign a declaration that its information log is complete.

f) Arrangements to manage any actual or potential conflict of interest

Suppliers to the NTA (either directly or subcontracted) will provide a single point of contact of suitable seniority to ensure that matters outlined in this document are implemented within the supplier's organisation and to monitor and report any actual, potential or perceived conflicts of interest matters related to the delivery of its services.

The supplier will maintain a register of all personnel (including any affiliate company personnel) involved for control processes and auditing.

Each team member within a team may be required to sign a personal confidentiality agreement to confirm that all information received in relation to the assignment is treated as confidential information in line with the NTA's Code of Conduct and this document.

Where an actual or potential conflict of interest arises (or may arise) or there is a perceived

advantage by virtue of the supplier's engagement in a client side role, the supplier will agree a Conflict Management Plan (CMP) with the NTA MetroLink Conflict Liaison Lead. This plan may include the need to ring fence the supplier's personnel and provide separate reporting lines, supervision arrangements and support functions. Where possible, ring-fenced personnel shall operate from different physical locations.

Arrangements will be practical and proportionate to the actual or potential impact of the conflict and/or advantage identified, taking account of, for example, the nature and extent of the role of the individual or entity concerned, their proximity to the connected conflict or advantage, any existing mechanisms that protect against the actual or potential conflict or advantage and the likelihood of occurrence. The arrangement agreed with a supplier and documented in the CMP will be contractual, where possible.

The supplier shall use best endeavours to resolve conflicts of interest and or situations of incumbency advantage in a constructive and bona-fide way that reflects the concerns and commercial interests of the NTA.

Where deemed appropriate, the NTA MetroLink Conflict Liaison Lead may establish a Conflict of Interest Management Panel to assess the proposed arrangements to reduce or remove the actual or potential impact of the conflict and/or advantage identified. Such a Panel shall be constituted by members of the NTA, legal or other project advisors and/or independent third parties and shall comprise individuals who possess sufficient experience, skill and competence to evaluate the circumstances arising and determine whether the proposed arrangements enable the procurement competition to proceed in compliance with the law and guidance that the NTA is subject to.

g) Attempts to improperly influence NTA MetroLink decisions

All persons engaged in the delivery of the MetroLink are expected to comply with all anti-bribery and, anti-corruption legislation, including the Criminal Justice (Corruption Offences) Act 2018. Suppliers must not perform any action to entice or obtain any unfair or improper advantage in the delivery of MetroLink, including the inducement or exertion of improper influence of an employee of the NTA including its advisors, agents, and consultants in relation to the exercise of their official duties, application of judgment or business.

h) Departure of a NTA Team member

The NTA's Code of Conduct recommends that the acceptance of further employment by a NTA employee where the potential of conflict of interest arises should be restricted during a reasonable period of time after the exercise of a function in the NTA has ceased. The obligations of NTA staff (as well as those of their advisors, agents and suppliers) regarding the non-disclosure of privileged or confidential information do not cease when employment in the NTA has ended (for example, as may be covered by confidentiality agreements).

i) Document Retention

NTA members including its advisors, agents and consultants must not retain documentation

related to the MetroLink scheme obtained during their period as a member of the MetroLink project or in their role as advisor, agent and/or consultant and should return such documentation to the NTA or otherwise indicate to the NTA MetroLink Conflict Liaison Lead that all such documentation in their possession has been disposed of in an appropriate manner.

9. Equality and Human Rights Duty

The NTA has a responsibility under the Public Sector Equality and Human Rights Duty to promote equality, prevent discrimination and protect the human rights of their employees, customers, service users, and everyone affected by their policies and plans. This is a legal obligation and is contained in Section 42 of the Irish Human Rights and Equality Act 2014. This Section 42 of the Act requires a public body, in the performance of its functions, to have regard to the need to:

1. Eliminate discrimination,
2. Promote equality of opportunity and treatment of its staff and the persons to whom it provides services, and
3. Protect the human rights of its members, staff and the persons to whom it provides services.

All contractors engaged as part of the MetroLink project shall be required to support the NTA in the fulfilment of the Public Sector Equality and Human Rights Duty. This may include a requirement to provide reports on specific activities, to identify human rights and equality issues as part of risk assessments and/or to take steps to control/mitigate potential human rights and equality impacts identified over the course of the MetroLink project.

Annex 1 Legislation – Directives and National Regulations

Current as of May 2024 (or as may be revised and updated by subsequent legislation and/or regulation)

EU Directives

- Directive 2014/24/EU on Public procurement (Goods, Services and Works)
- Directive 2014/25/EU on Procurement by entities operating in the water, energy, transport and postal services sectors
- Directive 2014/23/EU on the Award of Concession Contracts

National Procurement Regulations

- S.I. No. 284 of 2016 European Union (Award of Public Authority Contracts) Regulations 2016
- S.I. No. 286 of 2016 European Union (Award of Contracts by Utility Undertakings Regulations 2016
- S.I. No. 203 of 2017 European Union (Award of Concession Contracts) Regulations 2017.

National Remedies Regulations

- S.I. No. 130 of 2010 European Communities (Public Authorities' Contracts) (Review Procedures) Regulations 2010
- S.I. No. 131 of 2010 European Communities (Award of Contracts by Utility Undertakings) (Review Procedures) Regulations 2010

Procedures governing the automatic suspension provisions:

- S.I. No. 192 of 2015 European Communities (Public Authorities' Contracts) (Review Procedures) (Amendment) Regulations 2015
- S.I. No. 193 of 2015 European Communities (Award of Contracts by Utility Undertakings) (Review Procedures) (Amendment) Regulations 2015

Update to the national remedies' provisions:

- S.I. No. 326 of 2017 EU Award of Concession Contracts (Review Procedures) Regulations 2017
- S.I. No. 327 of 2017 EU Public Authorities' Contracts (Review Procedures) (Amendment) Regulations 2017
- S.I. No. 328 of 2017 EU Award of Contracts by Utility Undertakings (Review Procedures) (Amendment) Regulations 2017

Annex 2 NTA Code of Conduct

1. Conflict of Interest

Staff Members are statutorily obliged to comply with the provisions of Sections 37 of the Dublin Transport Authority Act 2008 concerning disclosure of pecuniary or other beneficial interests in, or material to, any matter which falls to be considered by the Authority. Staff Members at a grade or a level specified are also required to comply with Ethics in Public Office Acts, 1995 and 2001 (the Ethics Acts). The obligations in that regard are summarised in the Guidelines for Public Servants (10th Edition) published by the Standards in Public Office Commission. A Staff Member shall, where there is a change regarding any such interest or where they acquire any other interest, give to the Authority a new declaration in the prescribed form. Staff Members shall ensure that there is no conflict of interest between the discharge of their duties as Staff Members of the Authority and any outside business interests/beneficial or other interests they may have. In particular, individual Staff Members shall avoid actual or apparent conflict of interests in relation to situations involving the potential award of a contract or the disbursement of monies. To ensure appropriate practice, all Staff Members shall comply with the following requirements:

- Disclose all details relating to their connection to any persons or groups doing business with the Authority;
- Remove themselves from situations or decisions that may present a potential, real or perceived conflict of interest;
- Not participate, where an actual or apparent conflict of interest occurs, in discussions or votes on business transactions between the Authority and other parties;
- Not take advantage of their position for personal gain; and
- Where a question arises as to whether or not a case relates to the interests of a Staff Member or a person or body connected with him or her, the Authority, whose decision shall be final, shall determine the question and shall record this decision in the minutes of the meeting.

2. Support and Loyalty

Staff Members shall not undermine, through action or omission, the goals and objectives of the Authority.

Staff Members shall support all actions taken by the Authority, even when they may be in a minority position with respect to such action. Staff Members may identify that a decision or action was not their preference but shall do so in a manner that supports the collegiate decision and does not undermine that decision.

3. Fairness and Work Environment

Staff Members shall place the highest priority on the creation of an appropriate work environment and affirm that it is their requirement that:

- The Authority promotes the development of a culture of “speaking up” whereby workers can raise concerns regarding wrong doing in the workplace without fear of reprisal;
- The Authority complies with employment equality and equal status legislation;

- The Authority commits to fairness in all its commercial dealings;
- All Authority stakeholders are treated equitably and with courtesy;
- The Authority places the highest priority on promoting and preserving the health and safety of its Members, Staff Members and the general public;
- Community concerns are considered;
- Harassment of any form of Staff or Members is not tolerated;
- The Authority minimises any detrimental impact of operations on the environment; and
- Only expenses necessarily incurred in the discharge of the Authority responsibilities are claimed.

4. Confidential Information

Staff Members are statutorily obliged to comply with the provisions of Section 38 of the Dublin Transport Authority Act 2008 concerning confidential information along with general provisions under Data Protection legislation.

Staff Members shall make themselves familiar with these statutory provisions which generally provide that:

- A Staff Member shall not disclose confidential information obtained in the course of performing their duties unless authorised in writing by the Authority; and
- Any Staff Member who contravenes this requirement shall be guilty of an offence.

Confidential information includes:

- Information furnished to the Authority by a Government Department upon terms which forbid the disclosure of the information to the public;
- Information the disclosure of which to the public is prohibited by or under any enactment or by the order of the court;
- Information relating to a particular Staff Member, former Staff Member or applicant to become an Staff Member of, or a particular office-holder, former office-holder or applicant to become an office-holder;
- Information relating to the financial or business affairs of any individual;
- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter;
- Any instructions to legal counsel and any opinion of legal counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Authority, or the determination of any matter, affecting the Authority, (whether in either case, proceedings have been commenced or are in contemplation);
- Information that is expressed by the Authority or a Committee to be confidential either as regards particular information or as regards information of a particular class or description;
- Commercial information in relation to contractors, consultants, providers of finance
- or any other person;
- Proposals of a commercial nature or tenders submitted to the Authority by contractors, consultants or any other person; and

- Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any purchases or disposals of property.

It is the responsibility of the Senior Management Team in circulating documents to the Staff Members to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

5. Handling and Disposal of Confidential Information

Staff Members in receipt of 'confidential' information shall:

- Only use it in accordance with the proper performance of their duties;
- Not divulge or use the information improperly;
- Keep the information secure and not make unnecessary copies of it; and
- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g. the media, or other staff members, no comment should be made. Staff Members in receipt of confidential information shall ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss. Confidential information should be securely disposed of in accordance with Authority specified procedures.

6. Discussions at the Authority and at Authority Committees

In addition to the requirements outlined above in respect of confidential information, Staff Members shall not repeat in a public setting or communicate, to the media or other stakeholders, any discussions of the Authority or its Committees concerning the Authority's business and practices, or any discussions of a personal nature concerning their peers or the Authority's executive.

Persons in the course of their duties acquire information that has yet to be made public and is still confidential. Persons shall not disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the Authority or anyone else.

7. Prohibition on Certain Communications

Staff Members are statutorily obliged to comply with the provisions of Section 39 of the Dublin Transport Authority Act 2008 concerning receipt of an improper communication.

If a Staff Member, to whom a communication is made, becomes of opinion that the communication is for the purpose of influencing improperly his or her consideration of any matter which falls to be considered by the Authority, it is his or her duty not to entertain the communication further and he or she shall inform forthwith the chairperson of the Authority in writing of the substance of such communication and the Chairperson shall acknowledge in writing the receipt of such information.

8. Integrity

Staff Members shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the making of independent judgment on the business of the Authority. Staff Members acting in a personal capacity or on behalf of a club, society or professional body shall not solicit or request a gift, donation, support or sponsorship from suppliers / contractors of goods or services to the Authority or from customers of the Authority. Unsolicited gifts, donations or sponsorship should only be accepted on behalf of a club, society or professional body with prior approval from the CEO and then only if they could reasonably be viewed as not contributing to the giving of preferential treatment to the donor.

9. Gifts and Entertainment

Practical Guidelines Giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions should be avoided. Nominal gifts may be accepted in circumstances where it is clear that in doing so, no obligation is imposed on either Staff Member or the Authority.

- A meal may be accepted by a staff member during the normal course of business at a local venue (but this must not include residential stay);
- Under no circumstances may cash or gift vouchers be accepted.

If foreign travel is necessary to investigate products or services, the Authority will pay for the trip in accordance with its Travel Policy. Supplier's offers of foreign travel and / or hotel should not be accepted. These examples are intended only as guidelines to help make sensible decisions. Most cases will be obvious. However, if a doubt still exists the matter should be referred to the Chief Executive Officer.

10. Good Practice

As it is not possible for this document to provide for every situation which may arise, Staff Members must bear in mind that it is primarily their personal responsibility to ensure that all their activities, whether covered specifically or otherwise in this document are governed by the ethical considerations in this Code and in the Code of Practice for the Governance of State Bodies (2016) and in other impacting guidance. It is the responsibility of Staff Members to ensure that when carrying out any business of the Authority. This Code, Internal Control Manuals and Procedures of the Authority must be adhered to at all times.

Annex 3 NTA Protocol for Handling Confidential Information

All persons are statutorily obliged to comply with the provisions of Section 38 of the Dublin Transport Authority Act 2008 concerning confidential information obtained by him or her while performing duties as a member of the Authority or a director of a subsidiary, or as a member of the staff of, or when otherwise engaged by, the Authority or subsidiary, unless he or she is duly authorised by the Authority or subsidiary to do so. This is without prejudice to any other provisions under Data Protection legislation or the general law of confidentiality. Any person who contravenes section 38 shall be guilty of an offence.

Refer also to Annex 2.

General

It is the responsibility of Senior Management in circulating documents to persons involved in the MetroLink Project to determine whether such documentation contains any confidential information and, if so, to mark them 'confidential'.

Persons involved in MetroLink may in the course of their functions relating to the operation of the NTA, acquire information that has yet to be made public and is still confidential. It is a breach of trust to break such confidences. Persons involved in MetroLink should never disclose or use confidential information for their personal advantage, for the advantage of any other individual or entity known to them, or to the disadvantage or the discredit of the NTA or anyone else.

Persons involved in MetroLink may request and have a right to see information which would otherwise be confidential if they can establish their "need to know" in order to perform their duties properly. Disputes about the rights of staff or contractors to confidential information on a "need to know" basis will be determined by the Assistant Director Transport Investment. Disputes about the right to confidential information on a "need to know" basis will be determined by the Assistant Director Transport Investment.

In considering whether a persons involved in MetroLink has a legitimate "need to know", the Assistant Director Transport Investment is entitled to enquire about the reasons for requesting the information. Without proper reasons, the request should be refused. Consequently, any individual wishing to see confidential files and papers must be prepared to show that the request is a proper one and to give reasons for requesting the information concerned.

Circulation of Confidential Information

For formally constituted meetings of the NTA, the circulation of items containing confidential information is restricted to:

- Board members of the NTA, and
- Persons involved in MetroLink who have been identified by the Assistant Director of Transport Investment as having a "need to know".

All documentation so determined as confidential will be marked 'confidential'.

A circulation list of those receiving confidential information will be maintained within the NTA for record purposes.

Obligations on persons involved in MetroLink in Receipt of Confidential Information

Persons involved in MetroLink in receipt of 'confidential' information should:

- Only use it in accordance with the proper performance of their duties;
- Not divulge or use the information improperly;
- Keep the information secure and not make copies of it;
- Dispose of the information in a proper and appropriate way so that the confidentiality of the material is maintained; and

Persons formerly involved in MetroLink should treat privileged, confidential or commercial information received while acting in that capacity as confidential. 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 has ceased.

Recipients of confidential information should only discuss it with others who have received copies. If inquiries are received from others, e.g., the media, such inquiries should be referred to the Public Affairs Manager.

As a general rule, persons involved in MetroLink must not enter into any public correspondence or debate on a matter related to their official duties, or in respect of which they hold official information, unless this is done with the consent of the Assistant Director Transport Investment. Similar considerations exist covering the position of persons involved in MetroLink invited to participate in press interviews, radio or television, etc., where the subject relates directly or indirectly to their work for the NTA. Persons involved in MetroLink invited to take part in such programmes should discuss the matter with the Assistant Director Transport Investment before replying to the invitation.

Discussions of the Board and Board Committees

In addition to the requirements outlined in respect of confidential information, no persons involved in MetroLink may communicate to the public or press, information about the discussions of the Board or any of its Committees.

Disposal of Confidential Information

Persons in receipt of confidential information must ensure that it is kept securely and that reasonable steps are taken to avoid access by a third party and / or loss. Confidential information should be disposed of either:

- by shredding, or
- making arrangements with the NTA for appropriate disposal.

Documentation containing confidential information must not under any circumstances be placed in ordinary waste or recycling bins.