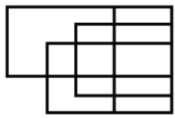




Code of Conduct

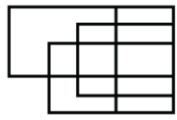
REVISION NUMBER	2	DOCUMENT OWNER	Governance & Policy Executive
APPROVAL DATE	28/10/21	DOCUMENT APPROVED BY	Screen Ireland Board
REVISION DATE	13/10/21	RESPONSIBILITY FOR IMPLEMENTATION	Board Secretary

VERSION	DATE	REVISION AUTHOR	SUMMARY OF CHANGES
2		Board Secretary	<ol style="list-style-type: none">1. Rebranded to Screen Ireland2. 5.9 – Companies Act reference updated3. Clause 10.5 inserted
3	13/10/21	Gov. & Policy Exec	<ol style="list-style-type: none">1. Updated vision, mission, values Inclusion of Committee Members



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1. Context

This code sets out a framework of ethical principles and business practices to enable delivery of the highest possible standards for the stakeholders and clients of Screen Ireland.

The Code seeks to promote and maintain confidence and trust between Screen Ireland and its stakeholders and strives to prevent the development or acceptance of unethical practices.

It is intended that this Code be reviewed as required to reflect changes in the pressures and procedures of decision making within the Board and/or as the regulatory environment changes.

2. Scope

The Code will apply to all Members of the Board, Members of Committees, and employees of the Agency, together with consultants, advisers and their employees.

It is the primary responsibility of each Board Member, Committee Member, and employee to ensure that all of his or her activities, whether covered specifically or otherwise in the Code, are governed by the ethical considerations implicit in this Code.

3. Mission, Vision and Values

As set out in the Irish Film Board Act (1980), Screen Ireland's Mission is to

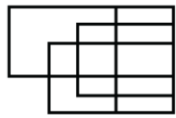
Assist and encourage the making of films and the development of a film industry in the State
Encourage the expression of national culture through the medium of film-making
Promote participation in international collaborative projects

Screen Ireland's vision is *to build consistent creative excellence in screen storytelling that captures the imagination of audiences globally.*

Our values as an organisation are to be *creative, ambitious, inclusive, optimistic, sustainable and ethical.*

Screen Ireland Board Members, Committee Members and staff will always be mindful of the above values in every aspect of their position to ensure a high standard of ethical practices.

The Strategic Priorities of Screen Ireland are outlined in *Building for a Creative Future 2024*: Develop a global reputation for INNOVATIVE and CREATIVE STORYTELLING excellence across all genres and in all forms.



Invest in the TALENT and SKILLS required for the future success of the industry through supporting capacity development with DIVERSITY, EQUITY and INCLUSION at its core.

Create opportunities for global AUDIENCES to be able to enjoy culturally rich Irish screen stories through collaboration with strategic partners.

Champion INDUSTRY DEVELOPMENT that is national and sustainable, supporting Irish companies, a competitive fiscal offering and an expanded workforce.

Ensure SCREEN IRELAND is appropriately resourced, agile and sustainable to effectively support the ambitious vision for the creative screen industry.

4. Specific Principles

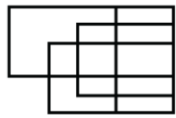
The fundamental principles of the Code are:

- a) Integrity
- b) Confidentiality
- c) Legality

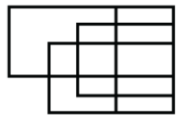
5. Disclosure of Interests by Board and Committee Members

5.1 On appointment to the Board and Committees of the Agency each Board and Committee Member shall furnish to the Board Secretary details relating to his/her employment and all other business interests including shareholdings, professional relationships, etc., which could involve conflict of interest or could materially influence the Board or Committee Member in relation to the performance of his/her functions as a member of the Board. (Shareholdings in this context are those representing a value of more than €15,000 in the shares of a company or of more than 5% of the issued capital of a company). Any interests of a Board or Committee Member's family of which he/she could reasonably be expected to be aware or of a person or body connected with the Board or Committee Member which could involve a conflict of interest or could materially influence the Board or Committee Member in the performance of his/her functions should also be disclosed. For this purpose persons and bodies connected with a Board or Committee Member should include:

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



- 5.2 Where it is relevant in any matter which arises, the Board or Committee Member should be required to indicate to the Board Secretary the employment and any other business interests of all persons connected with him/her, as defined at (1) above.
- 5.3 If a Board Member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person. That Board or Committee Member should consult the Chairperson.
- 5.4 Details of the above interests shall be kept by the Board Secretary in a special confidential register and should be updated on a regular basis. Changes in the interim should be notified to the Board Secretary as soon as possible. Only the Chairperson, Board Secretary and Chief Executive shall have access to the full register.
- 5.5 Should a matter relating to the interests of the Chairperson arise, he/she should depute another Board member to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairperson, or a person connected with the Chairperson, has an interest.
- 5.6 Documents on any matter and / or project which relate to any dealings with the above interests should not be made available to the Board or Committee Member. Decisions once taken should be notified to the Board or Committee Member and that decision should be noted in the Board minutes. If for any reason (e.g. as a result of a change of interests) a Board or Committee Member receives documents relating to his/her interests or of those connected with him/her, these documents should be returned to the Board Secretary at the earliest opportunity.
- 5.7 A Board or Committee Member should absent himself/herself when the Board or Committee is deliberating or deciding on matters in which he/she (other than in his/her capacity as a member of the Board or Committee) or a person or body connected with him/her has an interest. The abstention should also be noted in the Board minutes.
- 5.8 Where a question arises as to whether or not a matter relates to the interests of a Board or Committee Member or a person or body connected with him/her, the relevant Board or Committee Member should seek clarification from the Chairperson and the Chairperson should determine the question.
- 5.9 In addition to the requirements set out above for the disclosure of interests, a Board or Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Agency, shall declare the nature of his/her interest to the Board or Committee at a meeting of the Board or Committee in accordance with Section 231 of the Companies Act 2014.
- 5.10 Each Board Member and each person holding a designated position of employment shall ensure his/her compliance with the relevant provisions of the Ethics in Public Office Acts 1995 and 2001.
- 5.11 Board or Committee members should not either during or after their engagement



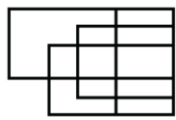
as Members of the Board or Committee disclose any business of the Agency.

6. Avoidance of Conflicts of Interest by Employees

- 6.1 Employees of the Agency should not involve themselves in outside employment or business interests which are in conflict, or in potential conflict, with the business of the Agency, or would prevent them from carrying out their duties.
- 6.2 Where a question arises as to whether or not a matter involves a conflict of interest for an employee, the matter should be brought to the attention of the Chief Executive. The Chief Executive shall determine the question and his/her decision shall be final.
- 6.3 Employees must declare in writing to the Governance and Policy Executive, who maintains a confidential record, any personal or family interest or possible conflict of interest that might affect their impartiality in carrying out their duties at the earliest opportunity.
- 6.4 Employees should not either during or after their engagement as Employees disclose any business

7. Gifts and Entertainment

- 7.1 Employees must not accept or give gifts, hospitality, preferential treatment, or any other benefits or favours which might affect or appear to affect the ability of the donor or the recipient to make independent judgement on business transactions.
- 7.2 Some suppliers, service providers and contractors may send unsolicited gifts to named employees with whom they have contact. In such cases employees may accept gifts of small value (less than €100) of this nature provided:
 - a) The gift is unsolicited
 - b) Not more than one such gift may be accepted in a year from any one contractor/supplier of goods/services.
- 7.3 Entertainment of employees by suppliers is acceptable within normal commercial criteria. These are defined as follows:
 - a) A meal may be accepted at a local venue (but this must not include residential stay).
 - b) A ticket for a sports or other public entertainment event at a local venue may be accepted



(but this must not include residential stay)

- c) Under no circumstances may cash or cash vouchers be accepted by any employee.

7.4 Under no circumstance may any employee, acting in a professional or personal capacity, solicit or request a gift, donation or support from suppliers of goods or services on behalf of the Agency or any charity.

7.5 Employees, Board members, and Committee members must ensure they are familiar with Screen Ireland's Gifts, Hospitality and Entertainment Policy.

8. Business Conduct

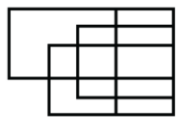
- 8.1 The Agency is committed to competing vigorously and energetically but also ethically and honestly.
- 8.3 Board members, Committee members and employees should not use the Agency's resources or time for personal gain, for the benefit of persons or organisations unconnected with the Agency or its activities, or for the benefit of competitors.
- 8.4 Board members should use their reasonable endeavours to attend all Board meetings.

9. Tendering and Purchasing Procedures

- 9.1 The purchasing activities of the Agency are to be conducted in accordance with best business practice.
- 9.2 The Agency has approved a detailed Tendering and Purchasing Procedure and these must be strictly adhered to. The Tendering and Contract procedures are compatible with and complement EU Public Procurement Directives.
- 9.3 The Tendering and Purchasing Procedures are designed to provide an objective framework to assess the products and value-for-money of suppliers, and to provide the Agency with goods and services at competitive prices.

10. Information

- 10.1 The Agency will provide access to general information relating to its activities, in a way that is open and enhances its accountability to the general public.
- 10.2 Members of the Board, Committees, and employees must at all times maintain the confidentiality of information obtained in the course of the Agency's business. The



employee, Committee Member or Board Member shall not either directly or indirectly without prior written consent of the Agency divulge to any person, firm or company any confidential information of the Agency or any of its trade secrets, dealings or transaction whatsoever which have come, or may come to the knowledge of the employee, Committee Member or Board Member during the course of their employment

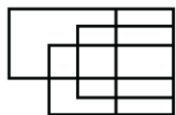
- 10.3 Members of the Board, Committees, and employees must comply with the General Data Protection Regulation and Data Protection Legislation when dealing with personal data in the course of their duties.
- 10.4 Members of the Board, members of Committees, and employees must respect the confidentiality of sensitive information held by the Agency. This includes:
- a. commercially sensitive information, including but not limited to, future storage plans or market information, or
 - b. personal information; and
 - c. information received in confidence by the Agency.
- 10.5 There must be appropriate prior consultation with third parties where exceptionally, it is proposed to release sensitive information in the public interest.
- 10.6 Members of the Board, members of Committees and employees must commit not to acquire information or business secrets by improper means.

11. Loyalty

- 11.1 Board Members, Committee members and employees must acknowledge the responsibility to be loyal to the Agency and fully committed in all its business activities, and to conform to the highest standards of business ethics.

12. Obligations

- 12.1 The Agency is fully committed to:
- a) The fulfilment of all its regulatory and statutory obligations;
 - b) The operation of controls to prevent fraud, including adequate controls to ensure compliance with prescribed procedures in relation to the claiming of expenses for business travel;
 - c) Ensuring a culture of claiming expenses only as appropriate to business needs and in accordance with best business practice;
 - d) Co-operation with internal audit in the internal audit process;



- e) Ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading;
- f) Compliance with employment equality and equal status legislation;
- g) Fairness in all business dealings;
- h) Valuing clients and treating all clients equally;
- i) Placing the highest priority on promoting and preserving the health, safety and welfare of its employees;
- j) Ensuring that community concerns are fully considered;
- k) Minimising any detrimental impact of its operations on the environment.

12.2 All members of the Board and employees are required to keep these principles in mind in the conduct of their duties.

13. Enforcement

13.1 It is not possible for a code of conduct to provide for all situations which may arise. Board Members, Committee members and employees of the Agency will bear in mind, therefore, that it is primarily their responsibility to ensure that all of their activities, whether covered specifically or otherwise in this document, are governed by the ethical principles described herein.

13.2 A copy of this Code of Conduct will be circulated to all current Board Members, Committee Members and employees and to all new Board Members, Committee Members and employees on their appointment. Board Members, Committee Members and employees should acknowledge that they have received and understood the requirements of this Code.

I can confirm that I have read this Code of Conduct and I fully understand my responsibilities outlined herein. I will observe the Code of Conduct and I accept that it is primarily my responsibility to ensure that all my activities, whether covered specifically or otherwise in this document, are governed by the ethical considerations implicit in it.

Signed:

Name:

Date:
