

AIT Sportsco Ltd. Code of Conduct for the Board

1.1 Introduction

AIT Sportsco Ltd. has developed this Code of Conduct for members of the Board. A copy of the Code will be available upon request and be placed on the company's website www.ait sport.ie

1.2 Intent and scope

The purpose of the Code is to provide guidance to the Board of AIT Sportsco Ltd in performing their duties as Board member.

1.3 Objectives

The objectives of the Code are:

- To set out an agreed set of ethical principles;
- To promote and maintain confidence and trust in the Board of the company;
- To prevent the development or acceptance of unethical practices;
- To promote the highest legal, management and ethical standards in all the activities of the company;
- To promote compliance with best current governance and management practices in all the activities of the company.

1.4 General Principles

All Board members are required to observe the following fundamental principles as set out in the guidelines for the Code of Conduct.

1.4.1 Integrity

Members of Board are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of AIT Sportsco Ltd and AIT, or may be perceived as such.

The Board will not allow management or employees to be involved in outside employment/business interests in conflict or in potential conflict with the business of the company. It will put in place appropriate arrangements to give effect to this;

Board members will avoid giving or receiving 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;

Board members must be committed to having the company compete vigorously and energetically but also ethically and honestly with other commercial providers;

The company is committed to conducting its purchasing activities of goods/services in accordance with public policy and best business practice and its purchasing regulations reflect this;

The company is also committed to ensuring that its engagement of consultancy and other services is in compliance with public policy guidelines;

The company is committed to ensuring that the accounts/reports accurately reflect the operating performance of the company and are not misleading or designed to be misleading;

Board members are required to avoid the use of company resources or time for personal gain, for the benefit of persons/organisations unconnected with the company or its activities or for the benefit of competitors; and

The company is committed not to acquire information or business secrets by improper means.

1.4.2 Information

The company is committed to providing access to general information relating to its activities in a way that is open and enhances its accountability to the general public;

Board members are required to respect the confidentiality of sensitive information held by the company. This would constitute material such as:

- personal information;
- information received in confidence by the company;
- any commercially sensitive information or other information sensitive to the reputation of the company.

The company will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest;

The company will comply with all relevant statutory provisions (e.g. Data Protection legislation and Freedom of Information legislation);

Members of the Board will observe due confidentiality in relation to all discussions and decisions taken at meetings of the Board.

1.4.3 Obligations

The company will fulfil all regulatory and statutory obligations imposed on it by the Companies Act 2014;

The company will comply with detailed tendering and purchasing procedures, as well as complying with prescribed levels of authority for sanctioning any relevant expenditure;

The company has introduced measures to prevent fraud and to ensure compliance with the prescribed levels of authority for sanctioning any relevant expenditure;

Members are required to use their reasonable endeavours to attend all Board meetings.

It is acknowledged that the acceptance of positions following employment and/or engagement by a third level institution can give rise to the potential for conflicts of interest and to confidentiality concerns. The Board of the company will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner. The Board will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

1.4.4 Loyalty

Board members acknowledge the responsibility to be loyal to the company and to be fully committed to all its activities, while mindful that the company itself must at all times take into account the interests of its customers, stakeholder and providers of funds including taxpayers;

The Board of the company acknowledge the duty of all to conform to highest standards of business ethics.

1.4.5 Fairness

The company is committed to complying with employment equality and equal status legislation;

The company is committed to fairness in all business dealings; and

The company values its suppliers, employees and customers and treats all its suppliers, employees and customers equally.

1.4.6 Work/External Environment

The Board of the company place the highest priority on promoting and preserving the health and safety of its employees and customers;

The company will ensure that community concerns are fully considered in its activities and operations;

The company will minimise any detrimental impact of its operations on the environment.

1.4.7 Responsibility

The company will circulate this Code of Conduct (and a policy document on disclosure of interests) to all Board members for their attention and the Code of Conduct will be placed on the company's website www.aitSPORT.ie

The company will provide practical guidance and direction as required on such areas as gifts and entertainment and on other ethical considerations which may arise.

1.4.8 Review

The company will review this Code of Conduct as appropriate.