1. INTRODUCTION

ICAS is committed to the maintenance of ethical standards and high standards of professional conduct. Against this background graduating students declare an oath at their Admission Ceremony which instils the core values. It is an important facet of the CA Qualification that these standards are maintained throughout a Chartered Accountant’s career.

The Code of Conduct applies to all Members of Council (“Members”), both chartered accountant Members and public interest Members, and defines what is expected of them in the exercise of their duties to ensure that they act in the best interests of ICAS.

ICAS is established by Royal Charter and is the representative body of its members. Council is the elected policy-making representative body. ICAS’ objects under the Royal Charter are: “to maintain and promote the status of the profession of Accountant, to promote and safeguard the right and interests of its members in all matters affecting the profession, to uphold and enforce among its members a high standard of efficiency and professional conduct in the interests of the profession and the public generally and to give concentrated expression to their opinions on all questions and laws affecting the business of the profession.”.

It is a function of Council to ensure that these objects are achieved and the interests of the public and members are served by ICAS. Council’s duties in relation to the regulation and discipline of members are fulfilled by the appointment of the Committees and Tribunals laid down in the Charters, Rules and Regulations.
2. CORE PRINCIPLES

The fundamental principles of the ICAS Code of Ethics https://www.icas.com/ethics/icas-code-of-ethics apply to all members of ICAS and Members of Council with principles: (a) integrity; (b) objectivity; (d) confidentiality and (e) professional behaviour, of equal application to those engaged in the conduct of the Council’s affairs. In addition, Members should be mindful of the principles governing public life (identified by the Nolan Committee):

Integrity
To be straightforward and honest in all professional and business relationships.

Objectivity
To not allow bias, conflict of interest or undue influence of others to override professional or business judgements.

Professional Behaviour
To comply with relevant laws and regulations and avoid any action that discredits the profession.

Selflessness
Members should act and take decisions within the confines of ICAS’ objects. Furthermore, Members should not seek to gain any financial or other benefit for themselves or people closely connected with them being a member of Council.

Accountability
Members are accountable for their conduct and should be prepared to justify their actions and submit themselves to whatever scrutiny is appropriate.

Openness
Members should be open about their decisions and give reasons on how they are reached.

Honesty
Members must declare and record their relevant financial and other interests in accordance with the guidance on the Register of Interests. In addition, Members should declare any private interests in relation to Council business.

Leadership
Members should promote these principles and lead by example.
3. APPLICATION OF THE PRINCIPLES

3.1 Collective Responsibility

Council is accountable to ICAS’ members collectively and individually for decisions reached on all matters within its remit. It is important that in arriving at the collective decision of Council, individual Members do not represent any interest, whether personal or of a third party, which is inconsistent with the discharge of his or her duties to the profession. Members should recognise that decisions with which they disagree may be made by a majority of Council. Members may dissent but should not seek to frustrate the implementation of decisions properly reached.

In addition to being Members of Council, Members may also be asked to join other ICAS Committees, Boards, Panels or Working Groups. It is accepted that Members may have professional or other commitments, or there may be circumstances that will make this difficult, but otherwise, there is an expectation that Members will commit themselves so that Council’s responsibility for ensuring that high standards of governance are maintained and can be shared fairly.

3.2 Representation of members

Electoral area Members are representatives and are elected to Council. Members should strive to represent their constituents’ interests and keep them informed through their local area committee and they should be reasonably accessible to them.

3.3 Confidentiality

Members must take all appropriate steps to safeguard information given to them in confidence or which otherwise comes into their possession in circumstances where confidentiality arises. Members should not use any information for personal gain or to the advantage of any business they own or for any employer for whom they work. Information provided to Members should not be used to the detriment of ICAS.

3.4 Conflicts of interest

Members should declare at the beginning of each Council meeting any interest which they have that, on any objective view, materially influence or affect a member’s impartiality on the subject-matter under discussion.

If any Member has a clear and substantial interest in a matter under consideration such interest should be declared whenever that matter is the subject of discussion. Where a declaration has been made the Member should withdraw from the meeting and not take part in any discussion and should not take part in any vote called on the matter. A Member may continue to be present during discussion only at the discretion of the presiding Office Bearer.

On election or co-option to Council, Members are required to complete the Register of Interests which is published on ICAS’ website. Members should follow the guidance for completing the Register which provides that Members should declare interests in: (i) posts held in the course of employment or
practice; (ii) any contracts for goods services or work between ICAS and the Member or their firm; (iii) any office in any other professional body or other public body, and (iv) any significant holdings of shares or securities. Once completed Members should inform the ICAS Secretary of any changes to their entries on the Register and should comply with the annual review undertaken by ICAS.

3.5 Council Meetings

Members should commit themselves to attending Council meetings unless prevented by compelling personal or other professional reasons. While ICAS recognises that a Member’s professional commitments need to take precedence the ICAS Rules provide that any Member who misses 3 consecutive meetings is deemed to have resigned from Council. In addition, where Members have been appointed to other Boards or Committees they should also endeavour to attend those meetings in addition to their Council commitment.

During Council meetings Members should uphold high standards of courtesy and respect in Council discussions.

3.6 Representing ICAS

Members are required to implement the policies and decisions made by Council. In doing so they should use their best endeavours to avoid making any statement critical of those policies and decisions while acting as a Council representative in any dealings with external parties.

Members must not represent themselves as speaking officially for ICAS when this is not the case, and they should take care to ensure they are not placed in a position where they might be misrepresented as speaking for ICAS.

Members should not improperly use ICAS meetings as a forum for partisan or electioneering statements.

Members should take account of their potential audience and choose their method of communication carefully. Members should be wary of using social media. Any comments, social media posts or tweets, should be balanced and not misleading or an attempt to mislead.

3.7 Respect and integrity

Members should act in good faith and in the interests of ICAS and should seek to ensure that ICAS’ reputation is not damaged by any member’s activities either whilst acting as a Council member or in a personal capacity.

Members should follow the principles of mutual respect in all their dealings and accept that others may have equally strong and opposing views from their own. Members should treat colleagues and members of ICAS staff with respect and not engage in any behaviour towards others which could be interpreted as discrimination, bullying or harassment.
3.8 Gifts and hospitality

Members should not use their position on Council to solicit gifts or hospitality personally or for family or business interests.

Members should be aware that the acceptance of any gift or hospitality could compromise their integrity or independence and cause their position on Council or as an ICAS member to be questioned. Before accepting any gifts or hospitality Members should consider the implications of the Bribery Act 2010 and comply with any guidance issued by ICAS.

Any gifts or hospitality with a value greater than £50 should be reported to the ICAS Secretary within 28 days of receipt and in the case of gifts, should be handed to the ICAS Secretary (who will ensure they are donated to a good cause). Members should also consider the appropriateness of accepting expensive hospitality, particularly from service providers or potential service providers, before doing so.

3.9 Travel & Subsistence

Members of Council, Boards, Committees and Working Parties are entitled to reimbursement of reasonable expenses incurred in connection with their work on behalf of ICAS. By way of general guidance, they should adopt the same approach as they would if they were representing a client, or acting on their employers’ behalf.

Claim forms relating to Council business should be submitted to the Executive Office executiveoffice@icas.com. Claim forms can be downloaded from the Library area on Admincontrol or requested by emailing executiveoffice@icas.com.

Travel

Members have a responsibility to the wider ICAS membership to secure the most cost-effective travel arrangements. Travel should be booked in advance to secure the best prices and changes in travel arrangements should be minimised to avoid cancellation charges.

Bookings may be made by Members directly or through the Executive Office (executiveoffice@icas.com).

Members are expected to book economy or standard class travel (other than for long-haul flights i.e. flights of a duration that exceeds 5 hours), or where advance booking permits a cost-effective alternative.

Members of Council, Boards and Committees etc are also expected to exercise their judgement in deciding when taxi travel is necessary and make use of public transport where practical.

ICAS will reimburse mileage costs incurred while on ICAS business – details of the current rates can be obtained from executiveoffice@icas.com.

Subsistence

Members are entitled to reimbursement of reasonable personal expenses incurred in connection with their work on behalf of ICAS.
The following principles should be applied when considering making a claim for business entertainment:

- Meals and entertainment incurred in connection with ICAS business should be reasonable and not extravagant or excessively expensive.
- Business meals and entertainment preceding or following a business discussion should be in connection with ICAS objectives.

Expense claim forms can be downloaded from the Library area on Admincontrol or requested by emailing executiveoffice@icas.com

4 RELATIONSHIPS WITH ICAS STAFF

4.1 Dealings with ICAS staff

Members should recognise that ICAS staff are part of the organisational structure that is led by the Chief Executive who is ultimately responsible for the implementation of corporate decisions. Members should not place staff in a position where this principle might be compromised.

When dealing with staff, Members should work in a professional manner to develop a relationship which is underpinned by mutual understanding and with respect for one another.

4.2 Complaints about ICAS staff

There may be occasions where Members receive complaints about ICAS staff, or they may wish to raise an issue of concern themselves. Complaints about ICAS Staff should be raised in the first instance with the Chief Executive. If a member has a concern about the Chief Executive this should be raised in the first instance with the President.