



Code of Conduct

FOR MEMBERS OF COUNCIL

AND

TRIBUNALS AND COMMITTEES OF ICATT

Effective May 16, 2025

Introduction

This Code of Conduct (The Code) sets out the general expectations of the Institute of Chartered Accountants of Trinidad and Tobago (ICATT) for members of Council, Tribunals and Committees of Council, and describes standards of ethical behaviour that each member is expected **to uphold during virtual or in person meeting at Council, Tribunals and Committees of Council**. The Code does not address every situation that may be encountered and is not a substitute for a Member of Council's/Tribunals/Committee's exercise of good judgment and common sense. It is designed to foster a positive work environment and maintain the Institute's reputation for integrity and professionalism.

1. Purpose and Application

1.1 The purpose of this document is to establish the minimum standards of conduct required of all members of the Council, Tribunal, or Committee in performing their duties and responsibilities.

1.2 Council has approved this Code and is bound by it. The Council may approve updates or amendments to the Code as necessary.

1.3 Many of the standards in this Code are consistent with ICATT's Rules and Regulations, Act 33 of 1970, and the IFAC Code of Ethics for Professional Accountants. However, this Code is not an exhaustive statement of statutory and general law duties.

1.4 The Code includes guidelines that assist members in complying with these core standards.

1.5 Nothing in this Code permits a member to breach any duty owed by that member or act unlawfully.

1.6 This Code supplements other approved charters, policies, or protocols by Council.

2. Duties

2.1 Good Faith

Members must act honestly, in good faith, in the best interests of the Institute, and for the proper corporate purpose.

- a. Members must not prioritize their personal or commercial interests at the expense of the Institute's best interests.
- b. Powers must be exercised solely for their intended purpose, not for personal gain.

2.2 Care and Diligence

Members must exercise care and diligence in their duties.

- a. Decisions must be made in good faith and for a proper purpose.
- b. Members must ensure they do not have a material personal interest in decisions made.
- c. Members must ensure they are sufficiently informed about the subject matter before making a decision.

2.3 No Misuse of Information

Members must not use information obtained in their role to gain advantage or cause harm to the Institute.

2.4 No Misuse of Position

Members must not exploit their position to gain advantage for themselves or others.

3. Conflicts of Interest

3.1 Conflict Rule

Members must avoid any real or potential conflict between their personal or business interests and their duties to the Institute.

3.2 Notification of Material Personal Interest - Declaration of Interests

At the commencement of each Council, Tribunal, or Committee meeting, members are required to declare any personal or professional interests that may be pertinent to the matters on the agenda. Such declarations should be explicitly recorded in the meeting minutes. Members who declare a material personal interest must recuse themselves from both the discussion and voting on the related matter to maintain impartiality and uphold the integrity of the Council's decisions.

3.3 Notification of Other Conflicting Interests

Members with conflicting interests must provide standing notice to the Council, Tribunals and Committees. This includes both direct and indirect conflicts.

3.4 Actions in Conflicts

Depending on the conflict's nature, a member may be required to abstain from voting or absent themselves from deliberations.

3.5 Corporate Opportunities

Members must not exploit business opportunities the Institute is pursuing for personal gain.

3.6 Gifts and Entertainment

Members must not accept benefits, gifts, or entertainment that could compromise their impartiality. Exceptions include nominal gifts within normal standards of hospitality that don't breach integrity.

3.7 No Bribes

Members must not solicit or accept any bribes or illegal inducements.

4. Conduct at Council, Tribunals and Committee Meetings

4.1 Decisions:

A Member must bring an open and independent mind to Council, Tribunals and Committee meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, in good faith and on reasonable grounds, to be in the best interests of the Institute as a whole.

4.2 Debate:

An opportunity must be provided for a Member to put his or her views on issues before Council, Tribunal or a Committee on which he or she sits. While members must treat each other with courtesy and observe the other rules in this Code, members should be able to engage in vigorous debate on matters of principle.

5. Confidentiality

Members of the Council, Tribunals, and Committees are entrusted with sensitive information pertaining to the Institute's operations, disciplinary proceedings, and regulatory matters. It is imperative that such information remains strictly confidential. Accordingly, members shall adhere to the following:

5.1 Confidential Information

- **Ownership and Non-Disclosure:** Confidential information, including but not limited to the contents of Council or Committee papers and related documents received during the exercise of a member's duties, remains the property of the Institute. Members must not disclose such information, discussions, decisions, resolutions, recommendations, or directives made at Council or Committee meetings, or any confidential communications involving the Institute, unless such disclosure:
 - a. Has been duly authorized by the Council;
 - b. Is made in accordance with the Media and Communications Protocol as stated under clause 5.4;
 - c. Is required by law or by any binding notice, order, or regulation of a regulatory authority;
 - d) Is made to employees, agents, or advisers with a legitimate interest in the subject of the disclosure, provided they are informed of and agree to maintain the confidentiality of the information; or
 - e) Is made by the President, who, after due consideration, believes that the disclosure is consistent with their duties under applicable ICATT's Rules and Regulations.

- **Purpose Limitation:** Members shall not use any confidential information obtained during their duties for any purpose other than the performance of their respective functions within the Institute.

5.2 Information Security

- **Safekeeping:** Members must take all reasonable steps to ensure that documents and information received in the course of their duties are securely stored and protected against unauthorized access or disclosure.

5.3 No False or Misleading Information

- **Integrity of Communications:** Members must not knowingly or recklessly disseminate false or misleading information about the Institute, any other member or officer of the Institute, or the content of any discussions or decisions at any Council or Committee meeting, or any communications between the Institute and its members.

5.4 Media and Communications Protocol

- **Compliance:** Members must comply with all Media and Communications Protocols established by the Council from time to time.
- **All communications should be channelled through the Secretariat through the Office of the CEO.**

6 Guidance on External Information Requests

Members of the Council, Tribunals, and Committees may, in the course of their duties, receive requests for information from individuals or entities external to the Institute. To maintain consistency, accuracy, and adherence to the Institute's policies, members should:

- a. **Referral to Chief Executive Officer (CEO):** Direct all external requests for information to the Chief Executive Officer (CEO) of the Institute. The CEO is responsible for managing communications with external parties and will provide guidance on how to proceed with such requests.
- b. **Seeking Guidance:** If approached by external parties for information related to the Institute's operations, decisions, or policies, members should consult with the CEO before responding. This ensures that any information shared is accurate, appropriate, and aligns with the Institute's communication protocols.
- c. **Confidentiality Compliance:** Members must adhere to the Institute's confidentiality policies when handling external information requests. No confidential or sensitive information should be disclosed without proper authorization from the CEO or the Council.

Simple Steps: What to Do If Someone Asks for Confidential Information

As a Members of the Council, Tribunals, and Committees, you have access to sensitive information. Here's what to do if someone tries to get confidential details from you:

1. **Recognize the Request:**
 - Pay attention if someone asks for details of Council, Tribunals, and Committees discussions, upcoming secret decisions, personal information about others, or anything marked "confidential."
2. **Stay Calm and Polite:**
 - Don't get flustered or angry. Keep a professional attitude.
3. **Do NOT Share the Information:**
 - Clearly and firmly say that you cannot share that information.
4. **Explain Briefly (If Appropriate):**
 - You don't need to give a long explanation.
 - You can simply say something like:
 - "I'm sorry, but that information is confidential to the Council, Tribunals, and Committees of ICATT."
 - " ICATT's Council, Tribunals, and Committees policy doesn't allow me to discuss that."
 - "That topic was discussed in a private session, and I can't share the details."
5. **Redirect to Official Channels:**
 - If the person has a legitimate reason to need information, guide them to the proper process.
 - Suggest they:
 - Contact the Secretariat/Corporate Secretary or CEO
 - Submit a formal request through the Secretariat.
 - Check the publicly available information and state Example: "Information that is publicly available can be found [mention where, e.g., 'on our website' or 'through the Corporate Secretary's office']". For other matters, you would need to contact the ICATT Secretariat directly."
6. **End the Conversation:**
 - Don't get drawn into a long debate or discussion about why you can't share. Politely end the conversation about that topic and advise to contact the Secretariat.
7. **Consider Reporting the Attempt (Optional but Recommended):**
 - Make a brief note of who asked, what they asked for, and when.
 - Inform the Council, Tribunals, and Committees Chair, Corporate Secretary or CEO about the attempt, especially if it felt persistent, unusual, or suspicious. This helps the Council, Tribunals, Committees and Secretariat understand potential risks or patterns.

Key Takeaway: Your main job is to protect the Council, Tribunals, and Committees 's confidential information. Be polite but firm, and always direct people to the official ways of getting information.

7. In-Person Meetings

- a. **Punctuality:** Arrive on time and inform the Chairman or Secretary if delayed.
 - b. **Preparation:** Review the agenda and documents in advance.
 - c. **Participation:** Engage actively, respect others, and allow constructive feedback.
 - d. **Technology Use:** Use devices solely for meeting purposes. Keep phones on silent.
 - e. **Health and Safety:** Follow applicable health protocols.
 - f. **Professional Attire:** Wear business/ smart casual.
 - g. **Follow-Up:** Complete assigned tasks promptly.
 - h. **Formal Documentation:** All matters for Council consideration from Tribunals or Committees must be submitted in writing and circulated as a position paper for review
 - i. **No Unauthorized Recordings:** Recordings are for official minute-taking only and must not be shared without authorization from the full Council, Tribunal, relevant Committees or Secretariat.
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8. Virtual Meetings

- a. **Technology Setup:** Test technology in advance to avoid delays.
- b. **Punctuality:** Join on time and inform the Chairman or Secretary if delayed.
- c. **Camera Use:** Keep the camera on, unless otherwise excused briefly or connectivity problems arise.
- d. **Microphone Etiquette:** Mute when not speaking to avoid noise.
- e. **Engagement Tools:** Utilise the 'raise your hand' feature or chat function to participate effectively.
- f. **Focus:** Avoid multitasking during meetings.
- h. **Attire:** Dress appropriately as if attending in person.
- i. **Background:** Ensure your background is neutral and professional. opt for a simple, clutter-free backgrounds. There are numerous stock backgrounds available via online resources. You also have the option to use our branded backgrounds available (click here to [Home Office Virtual Background - Search Images \(bing.com\)](#))
- j. **Follow-Up:** Complete assigned tasks promptly.

k. **Formal Documentation:** All matters for Council consideration from Tribunals or Committees must be submitted in writing and circulated as a position paper for review

l. **No Unauthorized Recordings:** Recordings are for official minute-taking only and must not be shared without authorization from the full Council, Tribunal, relevant Committees or Secretariat.

9. Corporate Governance

9.1 Co-operation

Members must cooperate with corporate governance procedures as prescribed by Council, including participating in appraisals.

9.2 Time Commitment

Members must dedicate sufficient time to fulfill their duties.

10. Adherence to Code

Members must comply with both the spirit and letter of the ICATT Act, the Rules and Regulations and the standards of this Code at all times.

11. Complaints, Breaches, and Sanctions

Process for Addressing Breaches of Conduct

- a. **Reporting a Breach:** Any individual who observes or becomes aware of a potential breach of this Code by a member should submit a written complaint to the Chief Executive Officer (CEO) of ICATT. The complaint must detail the nature of the alleged breach, including relevant dates, times, and any supporting evidence.
- b. **Preliminary Assessment:** Upon receipt of a complaint, the CEO will conduct along with the Corporate Secretary an initial review to determine if the complaint warrants further investigation. If deemed unsubstantiated or outside the scope of the Code, the complainant will be informed accordingly.
- c. **Investigation:** For complaints meriting further action, the matter will be referred to the Investigations Committee. The member in question will be notified in writing and provided with an opportunity to respond to the allegations. The Investigations Committee will gather pertinent information and may interview relevant parties to assess the validity of the complaint.

- d. **Findings and Recommendations:** After a thorough investigation, the Investigations Tribunal will document its findings and recommend appropriate actions, which may include:
 - o Dismissal of the complaint if unsubstantiated.
 - o Issuance of a formal warning to the member.
 - o Mandating specific remedial actions, such as additional training.
 - o Suspension or removal from the Council, Tribunal, or Committee, depending on the severity of the breach.
 - e. **Decision and Communication:** The Council will review the Investigations Tribunal's recommendations and make a final decision. The Council Member involved and the complainant will be notified in writing of the outcome and any imposed sanctions.
 - f. **Right to Appeal:** The Council member has the right to appeal the Council's decision by submitting a written appeal to the President of ICATT within 14 days of receiving the decision. An Appeals Committee, comprising members not previously involved in the case, will review the appeal and make a final determination.
 - g. **Confidentiality:** All proceedings related to the investigation and resolution of complaints will be conducted with strict confidentiality to protect the privacy and reputations of all parties involved.
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12. Definitions and Interpretation

12.1 Definitions: Unless the context indicates otherwise,

- a. Words and expressions that appear in this Code have the same meanings as they have in the ICATT Rules and Regulations.
- b. The following words and expressions have the meanings set out opposite them:

Business Day means Monday to Friday, excluding a Saturday, a Sunday or a public holiday in Trinidad & Tobago

Institute: The Institute of Chartered Accountants of Trinidad & Tobago.

Media and Communications Protocol means the protocol regulating the making of statements to, and other dealings with, the media and other public communications in relation to the affairs of the Institute from time to time approved by Council.

Relevant Member means the member about whom a complaint is made.

Acceptance of Terms and Conditions of the ICATT Code of Conduct for Members of Council, Tribunals and Committees of ICATT

Acknowledgment By participating in ICATT meetings, members agree to abide by this Code of Conduct. Participants are expected to read and adhere to these guidelines to promote a cooperative and effective virtual or in person meeting. Having read and understood the Institute of Chartered Accountants of Trinidad and Tobago (ICATT) Code of Conduct for members of Council, Tribunals and Committees of ICATT, accessible at the ICATT Website, I agreed to abide by the provisions set out in the Code of Conduct at all times during my tenure on Council, Tribunals and Committees of ICATT.

Name: _____ (please print)

Signature: _____

Date:

To: The Chief Executive Officer

The Institute of Chartered Accountants of Trinidad and Tobago

PRESENT