

The logo for ATVOD, consisting of the letters 'ATVOD' in a bold, white, sans-serif font, centered within a solid black rectangular background.

ATVOD

THE AUTHORITY FOR TELEVISION **ON DEMAND**

ATVOD Code of Conduct for Members

**Edition 1.2
January 2013**

ATVOD's Members (Chair, Deputy Chair and Directors) must comply at all times with this Code of Conduct (or any agreed modification of it) and act in good faith and in the best interests of ATVOD

General propriety

Public Service Values

1. The highest standards of propriety involving integrity, impartiality and objectivity must be maintained in relation to the stewardship of public funds and the management of ATVOD. Any conflict between Members' personal interests and the discharge of their public duties must be avoided. Members must not seek through the performance of their duties to gain material benefits for themselves, their families or their friends.
2. Independent Members must avoid any suspicion that their decisions might be influenced in the hope or expectation of future employment with a particular firm or organisation. Accordingly, during their term of office Independent Members must not seek new consultancy contracts, Memberships or other employment, or acquire a significant financial interest, in a company regulated by ATVOD.
3. Members should maximize value for money through ensuring that ATVOD operates in the most efficient and economical way, within available resources.
4. Members are accountable to Ofcom, users of services and citizens for the activities of ATVOD and the extent to which key performance targets and objectives have been met. In support of the principle of accountability, Members will endorse and operate within ATVOD's policy on openness and seek to lead best practice.

Confidentiality

5. Clause 393 of the Communications Act sets out restrictions on the disclosure of information without the consent of the person who provided the information. Any disclosure of information in contravention of that provision is a criminal offence subject to up to two years imprisonment and/or a fine. These restrictions continue to apply once Members have ceased being Members of ATVOD in relation to information received while they held office. This is in order to avoid the risk that a particular firm might gain an improper advantage over its competitors by employing someone who, in the course of their ATVOD duties, has had access to technical or other information which those competitors might legitimately regard as their own trade secrets or to information relating to proposed developments in Government policy which may affect that firm or its competitors.

Criminal and civil liability

6. Although any legal proceedings initiated by a third party are likely to be brought against ATVOD as a corporate entity, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chairman or other individual Members. For example, a Member may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party. A Member may also be liable for breach of confidence under common law or under insider dealing legislation if he or she misuses information gained by virtue of his or her position.
7. However, individual Members who act honestly, reasonably and in good faith and without negligence will not have to meet any liability which is incurred in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company. ATVOD will indemnify Members against claims in these circumstances. ATVOD will not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Interests

8. Independent Members should not retain any significant investments (nor their partners or dependent children) or undertake any work which ATVOD determines amounts to an unacceptable conflict of interest.
9. Since Non-Independent Members have, by their nature, strong industry links and will continue to earn a living within a regulated field, paid employment is permissible so long as it is open and accounted for, and so long as any conflict of interest is declared and discussed in accordance with agreed procedures.
10. Accepting money from a stakeholder or regulated service provider should not be permissible where this opens ATVOD to the risk of perceived bias and/or malign comment. Appearances on television or radio, the production of television or radio programmes and the writing of newspaper columns by Independent Members is not prohibited; however, the underlying criteria are the combined materiality of the appearances/productions/columns and the subject matter of such appearances/programmes/columns.

Conflicts

11. A Director who discovers they have an interest must not take part in any relevant discussion or decision unless the other Directors present decide that the interest is to be disregarded provided the quorum at the meeting at which the matter is considered is met without counting the Member in question or any other interested

Member. Non-Independent Directors will not normally be regarded as having a conflict merely by virtue of being employed by a VOD service provider, unless that service provider is itself the subject of a discussion or decision. Decisions on participation must be in favour of the most severe exclusion suggested (for example, if two Directors are content for the declaring Director to participate in a discussion, but not a decision, and the other two wish the declaring Director to leave the meeting altogether, the declaring Director must leave).

Declarations of Interests/Connections

12. Before any item is discussed, Director should declare any direct or indirect interests or connections they may have. Interests which should be declared are not only financial ones but those which involve some material benefit to either party. Personal friendships, other than mere acquaintances, may constitute a connection. If in doubt, Directors are advised to declare the connection in order to give other Directors the opportunity to determine an appropriate response. A general notification of interest may be given, which would apply to all Board meetings.

Register of Interests

13. A Register of Members' Interests - kept by the Executive and published on ATVOD's website – will include details of Members' public and charitable appointments, directorships, related employments, and relevant financial interests. All shareholdings in every regulated company (including those of partners and dependent children) should be disclosed.
14. Members will be expected to sign annual declarations that they have no interests which conflict with their duties other than those declared to the Board.

Gifts & Hospitality Rules

15. The Bribery Act 2010 specifies four offences relevant to accepting and giving gifts and hospitality:
 - a) Making a bribe – the promise or giving of an advantage with the intention of inducing or rewarding the improper performance of a relevant function or activity.
 - b) Accepting a bribe – the receipt or acceptance of an advantage for the improper performance of a relevant function or activity.
 - c) Bribery of a foreign public official where the intention is to influence an individual in their official capacity in order to win or retain business.
 - d) Failing to prevent bribery – a strict liability corporate offence where a commercial organisation fails to prevent bribery by those performing services on its behalf.In order to comply with the Bribery Act 2010, Members should only accept sensible, reasonable hospitality, gifts or promotional expenses which, in their

broader context, are not aimed at influencing performance and decision making. Members must ensure that they understand and comply with the gifts and hospitality rules which follow.

16. Only gifts or hospitality amounting to a negligible sum (under £10) may be exempt from registration in ATVOD's Register of Gifts and Hospitality. All gifts over £10 in value must be notified to the Executive as soon as possible after receipt. Gifts received from the same source in any one year, whether of a value below or above £10, should not cumulatively have a value of more than £50. Gifts of a value over £50 generally should not be accepted. Monetary gifts should never be accepted. There may be good reasons for accepting a particular gift over £50, but Members should take advice from the Chair before doing so. For gifts accepted exceeding a value of £50 the following options are suggested:
 - share the gift with all members of the Executive;
 - raffle the gift for charity;
 - donate the gift to charity; or
 - make a donation to charity and keep the gift.Under no circumstances should gifts be accepted from VOD service providers.
17. All hospitality should be notified to the Executive as soon as possible after receipt for inclusion in ATVOD's Register of Gifts and Hospitality.
18. Beyond the principle of mandatory disclosure, the decision to accept hospitality is a matter of judgement and personal integrity. Members and the CEO should take care when offering and accepting lunch or dinner invitations with stakeholders. Reasonable hospitality which, in their broader context, are not aimed at influencing performance and decision making are acceptable. Particular circumstances may mean that a lunch or dinner with a VOD service provider is inappropriate (for example, if ATVOD is considering a policy matter which may affect the VOD service provider, or if we are considering a complaint against them). ATVOD must always be seen as an unbiased and independent regulator. Members and the CEO may wish to seek the advice of the Chair or CEO (in the case of Members), and should consider the following broad guidelines which may be of help in assessing the relative merits of accepting an invitation:
 - Event-based hospitality that presents networking opportunities with ATVOD's stakeholders, and which might therefore inform or promote the work of ATVOD, is generally acceptable. An example would be attendance at an industry awards dinner.
 - Work-related hospitality from a single stakeholder or VOD service provider is acceptable where it can clearly be seen to be of value to ATVOD's work and to the wider industry. A working lunch would be an example.
 - Hospitality that benefits the recipient personally should be avoided if it is difficult to justify as being of benefit to ATVOD, or if there is a risk of perceived bias

or malign comment. An example of such hospitality would be an offer of tickets to the opera.

Register of Gifts and Hospitality

19. For purposes of accountability and consistency, a register of all declarable gifts and hospitality (both given and received by Members and CEO) will be kept by the Executive. This register will not be published but will be available for public inspection on request. The Register will be routinely reviewed by the Board. This process is not intended as a censoring mechanism, but rather to ensure that there can be no suggestion of actual or perceived bias towards any particular stakeholder.

Public speaking and journalists

20. Particular care should be taken about any invitation to speak publicly, including speaking to journalists, in the capacity as a Member of ATVOD. Care must also be taken in the publication of any articles. In any such instance, Members should consult the Chair or CEO, and in all cases should not express views at variance from agreed ATVOD policy. Members should avoid publicly stating personal opinions on matters where ATVOD policy has not been determined, but is pending. Non-Independent Members may need to take especial care here. Otherwise, personal views may be expressed so long as it is made clear that the Member is speaking or writing in a purely personal capacity and stating his or her own private opinion. In general, Members are not restricted from access to the media in their personal non-ATVOD capacity, or in pursuit of a professional interest, for example as performers, experts, critics, or commentators.

Attendance at conferences and industry/stakeholder events

21. All invitations to attend or speak at industry or stakeholder events should be referred first to the Chair or CEO for advice. Care must be taken to ensure that Members are properly briefed in advance of attending.

Expenses

22. Expenses are only recoverable if the expenditure is reasonably and necessarily incurred on behalf of ATVOD. Receipts must, wherever practicable, accompany claim forms. Claims should be submitted to the Executive as soon as possible after they have been incurred. Expenses approval arrangements must be non-reciprocal and therefore approval must be sought as follows:
 - Chair approves expenses of Board Members;
 - Deputy Chair approves expenses of CEO; and
 - CEO approves expenses of Chair and Executive.

Travel

23. When on ATVOD business, Members are entitled to travel first class in the UK only if it is no more expensive than the standard class 'walk on' fare and to claim expenses accordingly. Travel overseas will be decided on an ad hoc basis. Travel and accommodation should generally be arranged through the Executive.

Data Protection

24. For the purposes of the Data Protection Act 1998 (as amended), Members give their consent for all purposes to the holding, processing and accessing of personal data about them held by ATVOD.