

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 Board Members

Edition 1.1

Board Members 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. Board 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, directorships 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 Board 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 personal civil liability which is incurred in execution or purported execution of their ATVOD duties. ATVOD will indemnify Members against claims in these circumstances.

Accountability to and relationship with Ofcom

8. Because Ofcom designated ATVOD as its approved regulator of TV on Demand Services under the Audiovisual Media Services Regulations (2009), ATVOD has a duty to consult, seek approval from and provide reports to Ofcom as required in the notice of designation. Board Members, both industry and lay, should ensure that they are properly briefed before communicating with OFCOM concerning ATVOD business. Generally board members should notify the chair or CEO if they intend to raise a new matter with Ofcom.

Role of Chairman and Members

9. The Chairman, on advice from the Chief Executive, has particular responsibility for providing leadership on matters such as:

- Formulating ATVOD's strategy for discharging its statutory duties;
- Representing the views of ATVOD
- Ensuring that when reaching decisions ATVOD takes proper account where necessary of Ofcom's views;
- Encouraging high standards of propriety;
- Promoting efficient and effective use of staff and other resources throughout the organisation; and
- Providing an assessment of the performance of individual Members should they be considered for re-appointment to ATVOD

10. The Chairman will ensure that ATVOD meets regularly throughout the year and that the minutes of meetings accurately record decisions taken.

11. The responsibilities of Members include:

- The discharge of their duties at the reasonable request of the Chair;
- Establishing the policy and resource framework for the operation of ATVOD and the overall strategic direction of the organisation within that framework;
- Ensuring that the highest standards of corporate governance are observed at all times;

Delegation

12. ATVOD Members serve on a part-time basis. Responsibility for specified matters may be delegated to individual Board Members, or committees of ATVOD, or to staff within a clearly understood framework of strategic control.

Interests

13. Independent lay 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.

14. Since Industry 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 before each relevant agenda item. Accepting money from a stakeholder or regulated industry 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 Board 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

15. ATVOD comprises both Industry and independent lay members. Industry members will be assumed to be voicing, to some degree, the views of their companies unless this is made clear during a meeting or correspondence. Consequently usual declaration of interest conditions do not apply. An independent member who discovers they have an interest must not take part in any relevant discussion or decision unless the other Board Members present decide unanimously that the interest is to be disregarded. Decisions on participation must be in favour of the most severe exclusion suggested (for example, if two Board Members are content for the declaring Board Member to participate in a discussion, but not a decision, and the other two wish the declaring Board Member to leave the meeting altogether, the declaring Board Member must leave).

Declarations of Interests/Connections

16. Before any item is discussed, Board Members 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, Board Members are advised to declare the connection in order to give other Board Members 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

17. A Register of Members' Interests - kept by the administrator 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.

Annual Declarations

18. Members will be expected to sign annual declarations that they have no interests which conflict with their duties.

Gifts & Hospitality

Rules

19. ATVOD will keep an internal (but publicly available) Register of Hospitality into which, for purposes of accountability and consistency, all hospitality received or given by Board Members and the CEO should be logged. Only gifts or hospitality amounting to a negligible sum (under £10) may be exempt from registration. Gifts of a value over £50 generally should not be accepted. There may be good reasons for accepting a particular gift over this value, but Members should take advice from the Chair before doing so.

20. All hospitality should be notified to the Administrator who will keep a regular check on the Register. This process is not intended as a censoring mechanism to ensure that there can be no suggestion of actual or perceived bias towards any particular stakeholder.

21. Beyond the principle of mandatory disclosure, the decision to accept hospitality is a matter of judgement and personal integrity. Members and senior staff may wish to seek the advice of the Chair or CEO, 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 licensee is acceptable where it can clearly be seen to be of value to ATVOD's work and to the wider industry in question. 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 questionable hospitality would be an offer of tickets to the opera.

Register of Gifts and Hospitality

22. A register of all declarable gifts and hospitality (both given and received by Board Members and Chief Executive) will be kept by the administrator. This register will not be published but will be available for public inspection on request. Members are required to inform the administrator of all hospitality and gifts given or received in their role as ATVOD members.

Public speaking and journalists

23. 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 Chief Executive, 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. Industry 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

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

Expenses

25. 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 administrator 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 Chief Exec

Chief Exec approves expenses of Chair and staff

Travel

26. 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 administrator.

Data Protection

27. 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.