

Code of Conduct

Part A: General

Purpose

1. This Code of Conduct ('the Code') sets out the standards that are required of IMPRESS representatives.
2. The principles set out in Part B of the Code consist of the Seven Principles of Public Life ('the Nolan principles') and the standards of fairness in decision-making that are rightly expected of regulatory decision-makers.
3. The Code comprises this part (Part A); the Nolan principles (Part B); relevant policies (Part C); and an Annex with a suggested approach to assessing when it may be appropriate for certain IMPRESS representatives to recuse themselves from decisions.
4. The Code replaces previous policies that are relevant to the proper implementation of the Nolan principles, including the Gifts and Hospitality Policy; the Governance Policy; and the Editorial Guidelines.
5. The Code does not replace any legal duties upon representatives, including but not limited to those set out in the IMPRESS Articles of Association.

Scope

6. This Code applies to all IMPRESS Board members, committee members (including members of any Regulatory Committee, the Appointment Panel, Code Committee, Communications Committee, and Finance & Audit Committee), employees and consultants ('IMPRESS representatives'), unless a person or class of person is explicitly excluded from a particular provision of this Code.
7. All IMPRESS representatives are individually and collectively responsible for upholding this Code.
8. If an IMPRESS representative has any doubt about the implication of this Code for them, either in general or in relation to a specific issue, it is their duty to

consult the Chair, Chief Executive Officer (CEO) or Senior Independent Director (SID) at the earliest opportunity.

Enforcement

9. A potential breach of this Code should be reported at the earliest opportunity to the Chair or CEO or – in the event that they are conflicted – the SID.

10. A breach of this Code may be treated:

10.1. For Board members, as a breach of that Board member's terms of appointment under the Articles of Association of IMPRESS: The Independent Monitor for the Press CIC ('the Articles'), which may result in that Board member's removal from the Board;

10.2. For committee members, as a breach of that committee member's terms of appointment, which may result in that member's removal from any committee;

10.3. For employees, as a breach of that employee's contract of employment, which may result in proceedings under the Disciplinary Policy;

10.4. For consultants, as a breach of contract, which may result in the termination of that consultant's contract.

Review

11. The Code was approved in draft for consultation by the IMPRESS Board in May 2017 and finalised on 12th September 2017.

12. The Code will be reviewed by the IMPRESS Board no later than one year after the date on which it was finalised.

Part B: Principles

1. Selflessness

1.1. IMPRESS representatives should act solely in terms of the public interest.

2. Integrity

2.1. IMPRESS representatives must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any conflicts between their IMPRESS role and other interests and relationships.

3. Objectivity

3.1. IMPRESS representatives must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias. They must not only be fair, but also appear fair, in their decision-making particularly in regulatory matters.

4. Accountability

4.1. IMPRESS representatives are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

5.1. IMPRESS representatives should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

6.1. IMPRESS representatives should be truthful.

7. Leadership

7.1. IMPRESS representatives should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

C: Policies

Political Activities

1. The Royal Charter on Self-Regulation of the Press ('the Charter') places certain explicit restrictions on the political activity of **Board members** of an approved regulator. Schedule 3.5(e) states that the Board must not include:

'any serving member of the House of Commons, the Scottish Parliament, the Northern Ireland Assembly, the National Assembly for Wales, the European Parliament or the House of Lords (but only if, in the case of the House of Lords, the member holds or has held within the previous 5 years an official affiliation with a political party) or a Minister of the Crown, a member of the Scottish Government, a Northern Ireland Minister or a Welsh Minister'.
2. It would be inappropriate given IMPRESS's role as a fair and impartial regulator for any **Board member** or the **CEO** to engage in the following party political activities:
 - 2.1. Seeking selection as a candidate, or being a candidate, for one of the bodies mentioned in Schedule 3.5(e) of the Charter;
 - 2.2. Membership of – or seeking selection as a candidate, or being a candidate, for – a local authority (with the exception of a parish council);
 - 2.3. Seeking adoption or selection as a candidate, or being a candidate, for election as a Police and Crime Commissioner; and
 - 2.4. Holding any office, performing any role or undertaking any activity within or in relation to a political party which allows or requires the person to speak on behalf of that party or a candidate standing on its behalf in an election.
3. When acting in an IMPRESS capacity, **IMPRESS representatives** in general must not:
 - 3.1. Act in a way that is determined by party political considerations, or use IMPRESS resources for party political purposes;
 - 3.2. Allow their personal political views to determine any advice they give; or
 - 3.3. Allow their publicly stated personal political views to create a risk of a perception of bias in their functions as IMPRESS representatives.

Conflicts of interest and perceptions of bias

4. IMPRESS maintains a Register of Interests, which is a public document, published on IMPRESS's website. The purpose of the Register is to ensure transparency in relation to any interests of **Board members** and the **CEO**, or of their spouses, partners and dependent children.
5. Board Members and the CEO are required to make a declaration of interests for the purposes of the Register immediately on taking up their appointment, and are required subsequently to declare any new matter that is required to be included on the Register as soon as possible after it arises.
6. **Committee members, employees (other than the CEO) and consultants** are not required to complete the Register of interests.
7. **Board Members** and the **CEO** are asked to review their personal and professional life and that of any spouse, partner or dependent children, in order to identify which current or former interests, if any, might reasonably be perceived by an independent bystander as directly or indirectly influencing their judgement. Such interests may include:
 - 7.1. Membership of any political party;
 - 7.2. Position of authority in a charity or voluntary body;
 - 7.3. Connection with any body which contracts with or is likely to contract with IMPRESS, including but not limited to news publishers;
 - 7.4. Directorships in public and private companies including non-executive directorships;
 - 7.5. Majority or controlling shareholdings in any undertaking;
 - 7.6. Ownership of any company, business or consultancy;
 - 7.7. Remunerated employment, consultancy, trade, profession or vocation;
 - 7.8. Any significant public statements made on social media or in an article, blogpost, book, interview for broadcast media or any other public forum that might reasonably be viewed by an independent bystander as compromising (i) that representative's ability to take fair and impartial decisions in accordance with IMPRESS's role as a regulator; or (ii) IMPRESS's openness to membership by all relevant news publishers on fair, reasonable and non-discriminatory terms; and

- 7.9. Any other interest that might reasonably be perceived by an independent bystander as directly or indirectly influencing or affecting their judgement in the exercise of their functions within IMPRESS.
8. It is the duty of each Board Member and the CEO to declare any matter that is required to be included in the Register when it may be relevant to an IMPRESS decision or process and to ensure that the Board follows the provisions set out in the IMPRESS Articles of Association 14.4-5 in relation to conflicts of interest including recusal where appropriate.
9. The primary consideration which will determine whether or not an interest should be declared is the reasonable perception of an independent bystander rather than whether the interest will have an actual influence. The latter is relevant only to the issue of resolving potential conflicts and not the decision to declare.
10. Board members, the CEO **and any IMPRESS representative who is responsible for advising the Board** (on issues including but not limited to complaints, arbitration claims and investigations) must declare at the earliest opportunity (a) any interest that is relevant to a particular issue under consideration; and (b) any issue that could give rise to a reasonable perception of bias on the part of an independent bystander.
11. IMPRESS representatives may be recused from the discussion of and decision on any matter in which they have disclosed an interest.
12. Regardless of whether an interest has been declared or not, **IMPRESS representatives** must be recused from the discussion of, and decision on, any matter on which an independent bystander would reasonably perceive that there is a real risk that they are biased. The Annex discusses factors that may be relevant to IMPRESS representatives' recusal decisions, depending on the circumstances.

Communications

13. In making a public statement, whether in an IMPRESS capacity or a personal capacity, and whether on social media or in an article, blogpost, book, interview for broadcast media or any other public forum, IMPRESS **Board members** and **staff** should take care not to make any statement which:
- 13.1. Goes against official IMPRESS policy;
- 13.2. Might reasonably be viewed by an independent bystander as compromising IMPRESS's fairness and impartiality as a regulator;

- 13.3.** Might reasonably be viewed by an independent bystander as compromising IMPRESS's openness to all news publishers on fair, reasonable and non-discriminatory terms;
 - 13.4.** Constitutes an actionable wrong or a breach of the criminal law or the standards code then adopted by IMPRESS; or
 - 13.5.** Brings IMPRESS into disrepute in any other way.
- 14.** In making a public statement, whether in an IMPRESS capacity or a personal capacity, and whether on social media or in an article, blogpost, book, interview for broadcast media or any other public forum, IMPRESS **committee members** and **consultants** should take care not to make any statement which:
- 14.1.** Might reasonably be viewed by an independent bystander as compromising that person's ability to meet the required standards in discharging their duties as an IMPRESS committee member or consultant;
 - 14.2.** Constitutes an actionable wrong or a breach of the criminal law or the standards code then adopted by IMPRESS; or
 - 14.3.** Brings IMPRESS into disrepute in any other way.
- 15.** This provision applies to third party content which is shared on social media in such a way that an independent bystander might reasonably view the content to constitute the opinion of the IMPRESS representative.

Gifts and Hospitality

- 16.** IMPRESS representatives must declare all offers of gifts and hospitality with a value over £10 made to them or by them in an IMPRESS capacity. All such offers must be declared, whether accepted or declined.
- 17.** Declarations must be recorded on IMPRESS's Gifts and Hospitality Register. The Register is maintained by the Company Secretary and is available for any IMPRESS representative to view.
- 18.** Offers of gifts and hospitality may include items such as champagne, meals, invitations to sporting and cultural events, free travel and accommodation. Attention should be paid to the regularity of gifts and hospitality, as a small gift received every month may add up to something more significant over time.
- 19.** IMPRESS representatives must ensure that they are not placed in a position that risks compromising them or IMPRESS, or which could reasonably be perceived as doing so by an independent bystander. They should not be seen to be securing valuable gifts and hospitality by virtue of their job. They should not

accept or provide any gift or hospitality if acceptance or provision could give the impression that they have been influenced by a third party or are deemed to be influencing a third party while acting in an IMPRESS capacity.

- 20.** This policy also applies to spouses, partners or other associates if it can be reasonably considered that the gift or hospitality is in fact for the benefit of the IMPRESS representative.
- 21.** In exercising judgement as to whether to accept a gift or hospitality, IMPRESS representatives should consider what the reasonable perception of an independent bystander would be if the information was published, given their role and the circumstances.
- 22.** It is best practice to refuse gifts that are received in the role of a representative of IMPRESS. However, there may be occasions where this is not feasible if, for example, it would cause disproportionate offence. On these occasions, the following options are suggested:
 - 22.1.** Share the gift with all staff; or
 - 22.2.** Donate the gift to charity.
- 23.** Hospitality offered should only be accepted where there is a direct link to working arrangements and a genuine business reason can be demonstrated, for example:
 - 23.1.** Attendance or speaking at a conference which provides complimentary subsistence, travel and accommodation (this does not need to be declared on the register except where a gift was received);
 - 23.2.** Attending a free training course; or
 - 23.3.** Attending a drinks reception for the purpose of networking.
- 24.** It is recognised that, while carrying out their duties, IMPRESS representatives will need on occasion to ensure good relationships with stakeholders and that this may involve for example, accepting invitations to working lunches and dinners. These are acceptable where there is a genuine business reason.
- 25.** IMPRESS representatives should only accept invitations to events that are purely social if there is a genuine business reason, for example a social event where networking or business promotion can take place. They may not accept free holidays. These invitations should be recorded in the register whether accepted or declined.
- 26.** IMPRESS representatives must be mindful that the value of all gifts and hospitality offered by IMPRESS are sourced from funds for running the

organisation, and that such funds must be used for legitimate purposes and must demonstrate value for money.

27. In exceptional circumstances, it may be appropriate for IMPRESS to provide a gift of up to £50 in value, for example:

27.1. Providing a bouquet of flowers to a seriously ill employee, or to a longstanding employee who is retiring; or

27.2. Giving book tokens to someone who spoke at an IMPRESS conference free of charge.

28. It is acceptable for IMPRESS to provide modest hospitality in the way of working lunches or dinners, where there is a genuine business reason.

29. IMPRESS representatives must make a declaration as soon as possible after an offer or receipt of gifts or hospitality. All declarations must go to the Company Secretary containing the information shown below. The register is an annual document and will be maintained on a calendar year basis. Representatives should make their declaration by email, and retain a copy for their personal records.

30. A declaration will need to include the following information:

30.1. Date of offer of gift or hospitality, and date of event where relevant;

30.2. Name, job title and organisation of recipient or provider;

30.3. Nature and purpose of gift or hospitality received or declined;

30.4. Name of any other organisation involved; and

30.5. Estimated value.

31. The register will be reviewed at quarterly intervals by the Company Secretary, who will bring any significant entries to the attention of the Board.

Annex: recusal decisions

IMPRESS representatives must act and take decisions impartially, fairly and on merit, using the best evidence available and without discrimination or bias. They must not only be fair, but also appear fair, in their decision-making, particularly in regulatory matters. IMPRESS representatives must be recused from the discussion of, and decision on, any matter on which an independent bystander would reasonably perceive that there is a real risk that they are biased. IMPRESS representatives are obliged to regulate their own conduct in this regard, but also identify any concerns they have about others' conduct. Prior to accepting appointment to a regulatory committee, IMPRESS representatives will be required to confirm any specific conflicts of interests with respect to the parties to a complaint and the issues being adjudicated upon.

What follows is a suggested approach to assessing when recusal may be appropriate. It is not exhaustive and will not apply in all situations.

- First, the representative should consider whether they have an interest, for example as a personal or professional relationship or association past or present, that might be perceived as conflicting with their role as an IMPRESS decision-maker, or their involvement in a decision making process.
- If so, this interest must be declared to all other IMPRESS representatives involved in the process or decision, whether or not it has been declared on the Register.
- If this interest would reasonably be perceived by a bystander as giving rise to a conflict or any other real risk of bias, the IMPRESS representative must recuse themselves from the decision or process and associated discussions.
- If the interest might be perceived in that way, a decision should be taken involving all other IMPRESS representatives involved in the process or decision, on how to manage the risk of the perception of bias including seeking the views of those affected by the decision, if appropriate. The decision of the most senior relevant decision-maker (which in most cases will be the Chair) will be final.
- If some other factor (for example, a past statement or action by the representative) would reasonably be perceived by a bystander as giving rise to a real risk of bias on the part of an IMPRESS representative in their decision-making or their involvement in a decision making process, the representative must recuse themselves from the decision or process.
- If the factor might be perceived in that way, a decision should be taken involving all other IMPRESS representatives involved in the process or decision, on how to manage the risk of the perception of bias including seeking the views of those affected by the decision, if appropriate.
- The way relationships, associations, statements and actions may reasonably be perceived as related to IMPRESS decisions and decision-making process will be influenced by the impact these interests or factors conceivably could have on the outcome of the decision or process, the extent to which the representative or someone associated with them might benefit personally from a particular outcome including by furthering a personal or professional interest (such as a campaign they support), the nature of the issue to be decided, the extent to which any views expressed are balanced and evidence-based or extreme and reactive and the passage of time between the event giving rise to a risk of bias and the decision or process.
- In any case where there is real ground for doubt, that doubt should be resolved in favour of recusal.