

EBU CODE OF CONDUCT FOR GOVERNANCE POST-HOLDERS

24.05.2017

1. Statement of Principles

Promoting and Representing Public Service Media in Europe	<p>The EBU is a member-driven association under Swiss law. It exists to promote and develop a number of public interest purposes, based on values such as human rights, freedom of expression, democracy, cultural diversity, tolerance and solidarity and to help its Members to serve the interests of the general public in the best possible manner. To that end, the EBU's role is to make public service media indispensable by providing services that ultimately support Members in fulfilling their public service remit.</p> <p>As the representative of public service media in Europe, the EBU must embody the very highest ethical values as an organisation and through the integrity and conduct of its staff and of those holding a position in bodies directly involved in the corporate governance of the EBU and its subsidiaries as listed under point 2 (hereafter referred to as the "EBU Bodies")</p>
Purpose	<p>The rules under this document are designed to provide those holding a position within the EBU Bodies with guidance on ethical standards in connection with their responsibilities with regard to their activities concerning the EBU and its subsidiaries.</p>
Application	<p>To the extent permitted by applicable laws and insofar as the laws and regulations applicable to the Post-holders do not impose any further obligations, this document will complement the terms of reference or other documents applicable to the various EBU Bodies. It is at the sole discretion of the Chairman of the relevant EBU Body, or of the President of the EBU or of the Chairman or of the Vice-Chairman (if any) or any other Member of the board of directors for the relevant EBU subsidiary to decide what action should be taken for any breach of these obligations.</p> <p>By accepting a position within an EBU Body, Post-holders agree to abide by the provisions of this document</p>

2. Scope

Post-holders	<p>This document applies to - and binds equally - all individuals from EBU Member organisations holding a post in the following bodies which are directly involved in the corporate governance of the EBU (with the exception of the General Assembly) with respect to the discharge of their responsibilities:</p> <ul style="list-style-type: none">• the EBU Executive Board• the two advisory bodies reporting direct to the Executive Board<ul style="list-style-type: none">• the Audit Committee and the Personnel Committee;• the expert groups reporting direct to the Executive Board<ul style="list-style-type: none">• the Finance Group and the Statutes Group• other bodies to which executive powers have been delegated<ul style="list-style-type: none">• the Operations Council and the Sports Rights Board• the Board of Directors of an EBU subsidiary <p>(All of the above-mentioned referred to hereafter as the "Post-holders")</p>
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3. General Principles

Conduct	<p>In the performance of their duties, Post-holders shall act in the sole interest of the EBU or of the relevant EBU subsidiary on whose board of directors they serve.</p> <p>They are expected to carry out their mandate to the best of their ability and judgment, consistent with their responsibilities within their own organisation.</p> <p>Post-holders will act ethically, with integrity, in good faith and honestly. They will discharge their duties with a commensurate level of skill and care.</p>
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4. Conflicts of Interest

Definition of a Conflict of Interest	<p>A "conflict of interest" exists in situations where Post-holders give priority to their private and/or personal interests or those of their relatives or friends or those of their own organisation or otherwise act in a manner which is potentially damaging the interests of the EBU or of the EBU subsidiary on whose board of directors they serve.</p>
Non exhaustive list of situations involving real or apparent conflicts of interest	<p>A conflict of interest may, in particular, occur in the following situations:</p> <ul style="list-style-type: none"> • A Post-holder makes a decision which is motivated by considerations other than the best interest of the EBU or of the relevant EBU subsidiary; • A Post-holder or a related party or a Post-holder's organisation has an interest which conflicts with the interests of the EBU or the relevant EBU subsidiary; • A Post-holder or a related party or a Post-holder's organisation has a direct or indirect pecuniary interest or other interests which are not pecuniary but which could influence judgment or give the impression that the Post-holder is acting for personal motives once any such interest is known; • A conflict of interest may arise whenever a Post-holder receives personal benefits as a result of his/her position within the EBU or any of its subsidiaries. In accepting any gift in the course of their duties on behalf of the EBU or one of its subsidiaries, Post-holders should exercise tact and judgement to avoid improper influence, or the perception of improper influence, in the performance of their official duties.
In case of Conflict of Interest	<p>If an actual or potential conflict of interest, or the appearance of a conflict of interest arises, the Post-holder should take action, as appropriate, to address the existence of a conflict and the nature of such conflict, whenever he/she becomes aware of a transaction which may involve an actual or potential conflict of interest regardless of whether the Post-holder is involved or not.</p> <p>In case a conflict of interest with the EBU or one of its relevant subsidiaries arises, the Post-holder should inform (i) the Chairman or the Vice-Chairman of the EBU Body concerned, who may, if appropriate, raise the matter with the relevant EBU Body and, in the case of bodies reporting direct to the Executive Board, (ii) the President of the EBU, who will, following consultation with the Executive Board, decide on any necessary course of action.</p> <p>In case of a conflict of interest between a Post-holder's organisation and the EBU, the President of the EBU, following discussion with the Executive Board will decide, at the light of the circumstances and on a case-by-case basis, on the appropriate measure to apply to the Post-holder concerned.</p> <p>In case of a conflict of interest between a Post-holder's organisation and an EBU subsidiary, the Chairman or the Vice-Chairman (if any) or any other Member of the board of directors of the EBU subsidiary, following discussion with his fellow Board members for that given subsidiary will decide, at the light of the circumstances and on a case-by-case basis, on the appropriate measure to apply to the Post-holder concerned.</p>

Where a potential conflict arises, responses, including the following may be appropriate, depending on the circumstances:

- Refraining from voting;
- Absenting oneself from the relevant part of the discussion;
- Leaving the post.

Failure by a Post-holder to notify an actual or potential conflict of interest shall lead the President of the EBU or the Chairman of the relevant EBU body and in the case of an EBU subsidiary the Chairman or the Vice-Chairman (if any) or any other Member of the board of directors, to rule on measures on the Post-holder in question.

5. Protection of Information

Confidential Information

Post-holders have a responsibility to protect the EBU's proprietary or confidential information as well as that of its relevant subsidiaries and not to share it with non Post-holders. This includes, but is not limited to, governance documents, business and financial related documentation (including any information referring to sports rights) as well as any document or information related to personnel issues, financial data or information of a strategic nature and/or documents marked "confidential" as determined by the Director General, the President of the EBU or the chairman of an EBU Body.

Post-holders serving on EBU bodies, with the exception of its subsidiaries, may disclose EBU documents within their own organisation but should only do so on a need-to-know basis. Post-holders will be responsible for ensuring that the confidentiality is preserved.

Post-holders will not use for their own advantage any information which has not been made public and is known to them by virtue of their involvement within the EBU and will not convey confidential information obtained within the framework of their mandate to any party which has no legitimate reason to receive it.

These obligations exist in perpetuity even after the post-holder no longer occupies a position within an EBU Body.