

Code of Conduct for Ofcom Board

Purpose of Code of Conduct and Content

1. The Code of Conduct sets out the seven principles of conduct in public life (the “Nolan principles”) that Board Members must adhere to and requirements on confidentiality, conflicts of interest (covering the register of interests, declarations and management of conflicts, political interests, financial interests and new roles) gifts & hospitality, expenses, speaking externally, raising concerns about potential malpractice and security.

Seven principles of public life

2. The [7 principles of public life](#) apply to anyone who works as a public office-holder. These are:

Selflessness

3. Holders of public office should act solely in terms of the public interest.

Integrity

4. Holders of public office 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 interests and relationships.

Objectivity

5. Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

6. Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

7. Holders of public office 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.

Honesty

8. Holders of public office should be truthful.

Leadership

9. Holders of public office 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.

Conflicts of interest

10. Ofcom must maintain its reputation for impartiality, integrity and high professional standards.
11. There should be no legitimate reason for anyone to be able to suggest that Ofcom decisions have been influenced by private interests or opinions.
12. Board Members should not profit through the information available to them as Board Members.
13. Board Members are required to adhere to the Cabinet Office's Code of Conduct for Board Members of Public Bodies, which includes requirements for managing conflicts of interest, as well as Ofcom's own Code of Conduct for Board Members.

Confidentiality

14. Members of the Board will be expected to keep confidential all information and materials provided to them in as Board Members.
15. Section 393 of the Communications Act sets out restrictions on individuals on the disclosure of any information without the consent of the person who provided the information.
16. Any disclosure of information in contravention of that provision is a criminal offence subject to up to two years imprisonment and/or a fine.
17. These restrictions continue to apply once Board Members have ceased being Members of the Ofcom Board, in relation to confidential information received while they held office. This is in order for people 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 Ofcom duties, had 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.

Concerns about potential malpractice

18. If a member wants to raise a concern about potential malpractice, they should in the first instance raise their concerns with the Chair or Deputy Chair, as appropriate.

Security policy

19. Board Members are asked to read and comply with Ofcom's Security Policy. This policy covers a number of areas, including acceptable use of information systems, information security, retention and disposal of information, dealing with third parties and premises security.

Conflicts of interest

Process and requirements

20. The Ofcom Board is able to authorise conflicts of interest. Paragraph 17 of Schedule 1 of the Ofcom Act 2002 provides that a person with 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.

21. The Chair, Corporation Secretary and General Counsel may consider and advise on what constitutes a potential or actual conflict of interest and whether this can be managed (for example by restricting access to materials, or recusal from a discussion and/ or decision).
22. A register of interests is maintained by Governance & Accountability team. Board Members must provide these prior to appointment for themselves and their close family members (i.e. partners and dependent children) and are asked to inform the Corporation Secretary of any changes to their register of interests. On joining Ofcom Board Members are also asked to declare any political interests they have, or interests their spouse/ partner or dependent children have, relating to:
- a) office or board appointments
 - b) consultancy work and/ or employment
 - c) frequent appearances on TV and radio, or writing newspaper columns
 - d) relevant financial interests
 - e) any public and/ or charitable appointments.
23. To comply with Ofcom's status as an independent regulator, it is inappropriate for any Board Member to engage in active politics. This includes holding, or being a candidate for, political office at national, regional or local level, active political campaigning in support of a political party and making a donation or donations to a political party in a calendar year in excess of £11,180¹. Working full time for any Central Government department or as an official in the civil service (including in the devolved nations) or for local government is also not acceptable.
24. The Risk and Audit Committee is asked to review conflicts of interest and the register of interests annually. Board Members (and members of Ofcom's advisory committees) are asked to sign their register of interests annually. The register of disclosable interests is published on Ofcom's website.
25. Declarations of interests is the first item on Board and Committee agendas which allows Board Members to raise new interests and/ or flag any potential conflicts of interest connected with discussions at the meeting. In addition to direct interests, Board Members should declare where a close connection has an interest (e.g. a family member, partner or close friend).
26. Board Members must disclose to the Corporation Secretary details of any direct financial interests they, their partner or dependent children hold in a company which provides an Ofcom-regulated or licensed service (excluding those companies which require solely a Wireless Telegraphy Licence to operate) when they join the Board. For these purposes a direct financial interest is a financial matter:
- owned directly by a Member, their partner or dependent children (e.g. shares);
 - under the control of a Member, their partner or dependent children (including, for example, financial interests managed on a discretionary basis by a Member or their partner for others); or
 - beneficially owned by a Member, their partner or dependent children through an investment vehicle, trust, or other intermediary, when the Member or their partner

¹ This figure is linked to the sum the Electoral Commission designates at any particular time as the figure above which a donor's name needs to be published on their website where donations, singly or in aggregate, have been made by an individual over a calendar year.

either controls the intermediary or has the authority to supervise or participate in the intermediary's investment decisions.

27. Board Members, their partners and dependent children, are not permitted to hold (or manage on behalf of others) a direct financial interest (e.g. shares) or an indirect financial interest (e.g. a trustee of a blind trust) in Category A companies unless permission is granted by the Chair (which will only be granted in exceptional circumstances and with a view to divesting the shares). The Chair will be advised by the General Counsel and Corporation Secretary. In the case of the Chair, the General Counsel and Chair will decide whether the shares be retained.
28. All Members, their partners and dependent children may, with the permission of Ofcom, be permitted to hold direct financial interests in Category B companies.

Category A	Companies which provide an Ofcom-regulated service (excluding those companies which require solely a Wireless Telegraphy Licence to operate). These may be companies whose Ofcom-regulated business is based predominantly in the UK (such as ITV plc, STV Group plc, Royal Mail plc, Tesco plc, Manchester United plc) or companies which form part of wider international groups which are active in and regulated by Ofcom in the UK (such as Vodafone Group plc, Liberty Global Inc., Telefonica S.A., Amazon.com Inc, Alphabet Inc (whose subsidiaries included Google and YouTube), Meta Platforms Inc. (whose subsidiaries include Facebook, Instagram and WhatsApp). Further providers of online services, including Alphabet Inc. (whose subsidiaries include Google and YouTube), Meta Platforms Inc. (whose subsidiaries include Facebook, Instagram and WhatsApp) X.com.
Category B	Other companies not included in Category A above, but which are involved in the communications, media, online services or postal sectors e.g. a publicly quoted independent producer.

29. If a Non-Executive Board Member is considering taking on an additional role they should in the first instance contact the Corporation Secretary who will discuss this with them and the Chair to consider whether this would be compatible with being a Member of the Ofcom Board. Generally taking a role in a company with a significant part of its activity regulated by Ofcom will not be seen as compatible with being an Ofcom Board Member. A conflict is likely to arise if a Board Member were to be engaged in the following activities in the communications or postal sectors or for a regulated service:

- join the Board
- join an advisory board
- take up employment
- undertake consultancy work
- join any other body, organisation, charity or group with a clear connection with the communications and postal sectors or with a technology platform managing internet content.

30. Taking on roles in other companies or organisations in the sectors Ofcom regulates, or which are connected with these sectors, will depend on how far the company or organisation is concerned in, or affected by the decisions Ofcom takes coupled with the company's prominence (e.g. if a supplier, whether it is closely tied to an individual Ofcom regulated company or service).
31. Board Members must declare if their partner is, or becomes, employed by a company or organisation with a significant part of their activity regulated by Ofcom (excluding those companies which require solely a Wireless Telegraphy licence).
32. Executive Board Members must also comply with the colleague conflicts of interest policy which sets out requirements for colleagues in areas such as procurement exercises and prospective employment. Where an Executive Board Member has applied or is in discussion with a search agency about a specific role in an Ofcom regulated firm or a sector significantly impacted by Ofcom regulation they should inform the Chief Executive Officer (and the Chief Executive, the Chair) who will treat this information with discretion and decide - as applicable in discussion with the Chair - whether any steps need to be taken to avoid an actual or perceived conflict of interest. If the Executive Board Member is unsure about whether they need to make a disclosure they should seek the advice of the General Counsel.
33. Board Members should not accept any gift or hospitality which would create an obligation to the donor or compromise their personal or professional judgement or impartiality (for more detailed guidance on gifts and hospitality please see paragraphs 50 to 51 below)
34. If a Member is unsure about how to interpret these guidelines (in particular, which investments fall into which categories) or needs to liquidate any shares they hold in the communications or postal sector or any company which Ofcom regulates to comply with these conditions, they should seek guidance from the Corporation Secretary.

External communications

35. Communications between Ofcom and the Secretary of State, or their equivalents in the devolved administrations, will normally be through the Chair, except where Ofcom has agreed that an individual Board Member should act on its behalf. Nevertheless, an individual Member has the right of access to Ministers on any matter which he or she believes raises important issues relating to his or her duties as Member of Ofcom. In such cases, the agreement of the rest of the Board Members would normally be sought.
36. The main point of contact between Ofcom and DSIT or the relevant departments in devolved administrations on day-to-day matters will normally be the Chief Executive or other members of staff who are authorised to act on behalf of Ofcom.

Public speaking or appearances on television, radio, online, in print on behalf of Ofcom

37. As a general principle, it will usually be the Chairman or Chief Executive who speak in public on behalf of Ofcom.
38. From time to time, other Members may also be asked to speak at stakeholder or industry events on Ofcom's behalf, and they should take particular care about any invitation to speak publicly, including speaking to journalists, in the capacity of a Member of Ofcom.

39. In any such instance, Members should, in the first instance, consult the Corporation Secretary and the Communications Director, as appropriate. In all cases Members should not express views at variance from agreed Ofcom policy or which give rise to the perception of political bias, partisanship or decision making.
40. Members should also avoid publicly stating their personal opinions on matters where Ofcom policy has not been determined (bearing in mind that Members may well have been offering advice – and be privy to information – as part of the policy development process) which they have obtained as a result of their position at Ofcom. Members should not state personal opinions where Ofcom’s reputation may be harmed.

In a personal capacity on matters unrelated to Ofcom

41. Members are not restricted outright from access to the media in their personal non-Ofcom capacity, or in pursuit of a professional interest, for example as performers, experts, critics, or commentators. Appearances on television or radio, the production of television or radio or on demand programmes and the writing of online, newspaper or magazine columns/blogs or contributions to social media (e.g. X, Facebook, LinkedIn and Google etc.) (together, the 'permitted activities') by Members is not prohibited outright.
42. Personal views may be expressed so long as the Member makes clear that the Member is speaking or writing in a purely personal capacity and stating his or her own private opinion on matters outside Ofcom’s range of responsibilities or on matters of public, political and industrial controversy that relate to them. Where Members choose to express their personal views, we will rely on their good judgement; our expectation is that they should do this with caution. For example, comments which might be thought to have an adverse impact on Ofcom's reputation (noting that all comments or posts on social media should be considered to be in the public domain), and comments on Ofcom policy, should be avoided. So, should expressions of opinion on matters of political or public controversy which could be thought to compromise the Board's reputation for impartiality on editorial or other decisions in the broadcasting sphere, or its objectivity in economic regulatory decision-making. Before posting online Members may wish to consider:
- Is this a highly political, sensitive or divisive matter on which people have a strong range of divergent views?
 - Is this a matter in relation to which Ofcom has a direct regulatory role?
 - Taking into account my role, could posting about this issue call into question Ofcom’s impartiality or independence, or the public’s perception?
43. In support of the above, and specifically in relation to any proposed online, newspaper and magazine articles, Members will be invited to draw such articles to the attention of the Corporation Secretary and the Communications Director, and they should do the same regarding any proposal to appear on, or be involved in, the production of television or radio programming. This will enable a discussion about whether such engagement is acceptable.

Attending conferences

44. All invitations to attend or speak at industry or stakeholder events should be referred first to the Chief Executive, or in his/her absence the Communications Director, for advice. Care must be taken to ensure there is appropriate Ofcom representation at events, and that Members are properly briefed in advance of attending.

Purdah rules

45. Board Members should avoid visiting and/or socialising with stakeholders during pre-election or 'purdah' periods and use their discretion when accepting invitations to visit and/or socialise with certain stakeholders during purdah periods. Purdah periods are:
- Periods between application closure and licence award for television, radio and telecommunications licences where the inviting stakeholder is participating as an applicant; and
 - Specific periods during which a significant decision is being made by Ofcom which either involves or will affect that stakeholder.
46. If a Board Member is in any doubt as to the appropriateness of an invitation/event, they should seek guidance from the Corporation Secretary. Where a Board Member is, however, directly involved in the decision process for any particular issue, under no circumstances should they accept or offer hospitality to the stakeholder(s) involved, but this does not preclude normal business meetings.

Criminal and civil liability

47. Although any legal proceedings initiated by a third party are likely to be brought against Ofcom as a corporate entity, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chair 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.
48. 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 Ofcom duties. Ofcom will indemnify Members against claims in these circumstances.

Expenses

49. Travel and other expenses are only recoverable if the expenditure is reasonably and necessarily incurred on behalf of Ofcom in accordance with Ofcom's Expenses Policy. First class travel is generally not possible and will only be accommodated in exceptional circumstances. All expense claims must be made on the appropriate Ofcom claim form and must be submitted within 90 days of the date of the expenditure. Expenses submitted after this time period are unlikely to be paid.

Gifts

50. It is Ofcom policy not to accept, provide or receive gifts either from an individual or an organisation unless de minimis in value. If an individual or organisation insists on making a gift to

a Member in their capacity as a Member, and its value is greater than £25, it should be donated to a charity of Ofcom's choice. Gifts of less than £25 in value may be accepted.

51. All gifts with a retail value of more than £25 must be declared and recorded on the Gifts and Hospitality Register.

Hospitality

52. The problems and advantages associated with the acceptance of hospitality vary widely across the industries subject to regulation by Ofcom.
53. Members should pay careful attention to the advice set out in the following paragraph in determining whether or not to accept offers of hospitality. There should be a presumption against accepting offers of hospitality from those organisations that Ofcom regulates. The burden falls to the Member to explain why an offer of hospitality should be accepted.
54. Members should consider the following broad guidelines which may be of help in assessing the relative merits of accepting an invitation:
- **Category 1:** Event-based hospitality that presents networking opportunities with Ofcom's stakeholders, and which might therefore inform or promote the work of Ofcom, may be acceptable. An example would be attendance at an industry awards dinner.
 - **Category 2:** Work-related hospitality from a single stakeholder or licensee is acceptable where it can clearly be seen to be of value to Ofcom's work and to the wider industry in question. A working lunch may be an example.
 - **Category 3:** Hospitality that benefits the recipient personally should be politely declined if it is difficult to justify the benefit to Ofcom, or if there is a risk of perceived bias or malign comment. An example would include invitations by Ofcom stakeholders to cultural or sporting events, such as the offer of tickets to the BBC Proms, or to the FA Cup final, or to a concert at the O2 Arena.

Register of gifts and hospitality

55. Ofcom will keep a publicly-available register of gifts and hospitality in which, for purposes of accountability and consistency, all relevant hospitality received or given by Board Members should be logged.
56. This register is published on the Ofcom website. Members are required to inform the Secretary to the Corporation of all hospitality and gifts given or received.
57. The Secretary to the Corporation is able to give Members advice on relevant offers of gifts and hospitality. Those that are accepted by Members should be drawn to the attention of the Corporation Secretary, who will keep the Register of Gifts and Hospitality regularly updated. This process is not intended as a censoring mechanism but, first, to ensure an appropriate level of Ofcom representation at events or functions, and, secondly, to ensure that there can be no suggestion of actual or apparent bias towards any particular stakeholder.

Data protection

58. For the purposes of complying with Data Protection legislation, Members give their consent for all purposes to the holding, processing and accessing of personal data about them held by Ofcom.

Exit restrictions

59. On termination of office, Members must return to Ofcom all property (including, but not limited to, documents and software, credit cards, computer equipment, keys and security passes) belonging to it.