



**Code of Conduct for members of Directors UK**

**July 2018**



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## **PART 1: CODE OF CONDUCT**

### **PURPOSE OF THE CODE**

The purpose of this Code of Conduct is to: -

- (a) set out the framework of behaviour expected of all our members.
- (b) to support equality of opportunity, diversity and inclusion,
- (c) to eradicate any and all inappropriate behaviour,
- (d) to have a policy in place where any member or individual can raise a complaint with Directors UK in the event of an alleged breach of the Code by a member,
- (e) set out a formal procedure to deal with any breaches of the Code by a member of Directors UK or if a member's conduct brings the standing of Directors UK into disrepute,
- (f) make members aware of how Directors UK as an organisation will deal with any allegations of breaches of the code and any actions that may be taken as result of such breaches,
- (g) show how we will support members who have been accused of misconduct when subject to our disciplinary procedure

### **RULES OF CONDUCT**

The standards that are expected of members covered by this Code are: -

- (a) They should actively promote and robustly support the Code and be willing to challenge poor behaviour wherever it occurs;
- (b) not use their position to bully, abuse, victimise, harass or unlawfully discriminate against others
- (c) take reasonable steps to ensure that people who wish to raise concerns about bullying, discrimination, harassment and/or victimisation by others feel able to do so, and know how to follow the complaints procedure set out in [Bullying & Harassment: A Handbook for Screen Directors](#) and this Code;

- (d) co-operate fully with any process set down by the Directors UK Board (“the Board”) should a formal process be instigated. This Code will be made available on the Directors UK website.

It is the responsibility of the member to read the Directors UK Handbook ([Bullying & Harassment: A Handbook for Screen Directors](#)) and this Code and conduct themselves appropriately in accordance with it.

## UNDERSTANDING BULLYING AND HARASSMENT

This Code should be read in conjunction with the [Directors UK Handbook](#) which provides guidance on the inappropriate behaviour which will be deemed to be a breach of this Code.

### DEFINITIONS

#### Harassment:

- *Harassment* means any inappropriate conduct, comment, display, action or gesture by a person that is either based on race, creed, religion, colour, sexual orientation, marital status, family status, disability, physical size or weight, age, nationality, ancestry or place of origin.

#### Sexual Harassment:

- *Sexual Harassment* is conduct of a sexual nature that unreasonably interferes with an individual by creating a pervasive sexually hostile or offensive work environment. It also occurs when a person’s submission to or rejection of sexually offensive and unwelcome conduct is used as the basis for an employment decision.
- *Sexual Harassment* takes many forms. It includes sexual assault (which is also a crime), unwanted sexual advances, requests for sexual favours, inappropriate use of nudity or sexual images in work areas, repeatedly sending sexually offensive texts or emails, and other unwelcome verbal, visual, or physical conduct of a sexual nature.

#### Bullying:

- *Bullying* is offensive, intimidating, malicious or insulting behaviour that can make a person feel vulnerable, upset, humiliated, undermined or threatened. It can involve the misuse of power. Power does not always mean being in a position of authority, but can include both personal strength, influence and the power to coerce through fear or intimidation. Bullying can take the form of physical, verbal and non-verbal conduct.

## **UPHOLDING THE CODE**

### **Part 1: Filing A Complaint**

If any member of Directors UK or any other individual wishes to make a formal complaint against a member of the Directors UK for a potential breach of the Code they should consult the [Directors UK Handbook](#) which should be read by members in conjunction with the Code.

A complainant may initiate a complaint verbally to Directors UK, but must follow-up by submitting a written complaint which shall include the following information:

- (a) the identity of the complainant and respondent;
- (b) a detailed description of the occurrence(s) including the time, date and location of the incident(s) along with the names of any other persons involved and witnesses (name, contact number, relationship to individual filing the complaint)
- (c) Reports by the production company, if applicable, any further evidence of an established pattern of behaviour and details of the effect the conduct has had on the complainant.
- (d) The complainant's signature and date.

### **Part 2: Procedure for alleged breaches of the Code of Conduct**

- Directors UK will always seek to protect the identities of the alleged complainant and respondent. Where allegations are made in confidence we will not disclose the respondent name until the reasons for any disclosure have been fully explained to them. Allegations

may be raised anonymously, and that anonymity will be respected. It is acknowledged that maintaining the anonymity of the alleged complainant will make it more difficult to investigate the allegations of bullying and sexual harassment that are made.

- Respondents will note that alleged complainants may be protected from victimisation under employment legislation. If a member is accused of harassment they should not seek to contact the alleged complainant.
- If there is an allegation of criminal wrongdoing, we shall strongly advise the complainant to report this to the relevant authority as soon as practicable. Directors UK will not instigate any formal procedure if the allegation is of a criminal nature as this should be dealt with by the correct authorities. With regards to behaviour that is already subject to a criminal investigation and procedure, Directors UK is prevented from interfering with such procedures until a formal determination has been made by the appropriate authority.
- Complaints of any form of bullying and harassment covered by the Code should be first attempted to be resolved between the complainant and the respondent if an individual feels able to raise the problem informally with the person responsible. Please refer to the [Directors UK Handbook](#). If informal steps are not appropriate or have been unsuccessful, then the following formal procedure may apply.
- Directors UK will not make assumptions on the relative merits of a complaint. No party will be considered 'at fault' until a complaint has been fully investigated. All those involved in a complaint will be treated fairly and offered advice and support.

## **Formal Disciplinary procedure**

When we receive a formal complaint, we will conduct an inquiry in a timely and confidential manner. The fact-finding inquiry will be conducted by someone with no prior involvement in the complaint. The fact-finding will be thorough, impartial and objective, and carried out with sensitivity and due respect for the rights of all parties concerned.

The following process will be adopted in so far as it is reasonably practicable to do so:

### **Stage 1:**

- The CEO shall initially examine and review all the evidence that has been submitted by the complainant.
- If a complaint is made where the respondent is or is connected to the CEO or a member of the Board or the Management Board of Directors UK, an independent solicitor of no less

than 10 years qualification or other unconnected professional shall be appointed to take the place of the CEO to undertake the CEO'S duties and shall conduct the inquiry.

- The CEO may dismiss complaints that are lacking in merit and/or cannot fairly or practically be considered or cannot reasonably be considered.
- The CEO shall determine whether the complaint warrants further examination and/or whether there is a potential breach of the Directors UK's Code of Conduct, or whether it is vexatious or malicious or trivial.
- The CEO shall notify the member that a complaint has been made about them. The CEO shall prepare a report to summarise the allegations against the member, explain the supporting facts and evidence. If the complainant has requested to remain anonymous the information contained in the report may be limited. The member will be given the opportunity to provide any evidence or details that will help to establish their position. Any written comments should be provided within 14 calendar days from the date the report was sent to the member.
- If it is determined that the Code of Conduct has not been breached, and the complaint does not warrant further investigation by the Directors UK, then the complainant will receive written notification of this, explaining the decision.
- If it is determined that the Code of Conduct may have been breached, the process will move to stage 2.

### **Stage 2:**

- A Code Committee panel consisting of no fewer than three people, will examine the complaint and evidence gathered.
- The Code Committee shall be appointed by the Board. Every person appointed shall be impartial and have no connection to the parties involved. If necessary, the Board shall be free to appoint persons who are not members of Directors UK for independence and fairness.
- Any hearing of the Code Committee or other committee established to hear a complaint under the Code of Conduct will be provided with terms of reference and notes on procedure to be adopted.
- The Code Committee shall investigate and review the evidence and prepare a final report to the Board with any recommendation(s) as quickly as possible. The Board shall impose disciplinary action on the respondent if recommended.

- Disciplinary action may include suspension of membership of Directors UK, expulsion from the privileges of membership of Directors UK or any other penalty deemed appropriate.
- Any period of suspension imposed shall be decided by the Code Committee at their discretion, however the period shall not exceed 3 years.
- During any period of suspension, Directors UK will not deduct or charge any membership fees from the respondent.
- The respondent shall automatically be re admitted to the membership at the end of the period of suspension.
- Any penalty imposed shall not be arbitrary or discriminatory. In considering such an application for suspension or expulsion from the privileges of membership, the Code Committee may seek qualified legal advice.
- Any expulsion from Directors UK will only be made after due considerations of natural justice.
- The Board may impose a penalty of permanent expulsion from the privileges of membership and the Board shall be under no obligation to consider an application by the member for re admission under this Code.
- Suspension or expulsion from the privileges of membership shall not remove the obligation on Directors UK to continue to collect and pay any fees that are due to the respondent.
- When a decision of expulsion is made, the Code Committee shall be permitted to remove the member's voting rights on company matters at their discretion.

## **Appeal Process**

The Articles of Association of Directors UK provides for an appeal process in the event of the Board determining that an individual should be suspended or expelled from the privileges of membership of the Directors UK. The following process shall apply:

- (a) The Board shall appoint an Appeals Committee, to consist of no fewer than three people, to include the Chair and Vice Chair of the Board, if wholly unconnected to the complainant and the accused member. No member of the Appeals Committee shall have served on the Code Committee.
- (b) Any member whose membership is suspended, withdrawn or restricted by the Board of the Directors UK has 14 working days of receiving notice of a sanction, by written notice to lodge an appeal to the Appeals Committee which shall exist for the purpose of hearing such appeals under a process determined by it and whose decision shall be final.

- (c) Upon receipt of such notice of appeal, the Appeals Committee shall be convened as soon as thereafter as may be and shall consider said appeal and may make such decision thereon as to them seems appropriate in accordance with (d) and (e).
- (d) Before the appeal is decided the member shall be entitled to be heard in person by the Appeals Committee who shall hear any witnesses called by the member and shall hear any other person they deem it desirable to hear in relation to the appeal, provided that in such case the member shall be given the opportunity to be heard after such other person or persons have been heard.
- (e) The determination of the Appeals Committee shall be made within fourteen days of the hearing and in making such determination the committee shall be entitled to amend, vary, quash or uphold the decision of the Code Committee against which the appeal is made, and such determination shall be acted upon by Directors UK and its officers.
- (f) Pending an appeal to the Appeals Committee the member shall lose none of the rights and privileges of membership which may have been suspended or excluded by way of discipline
- (g) If the Appeal Committee did not agree collectively on its findings, the dissenting views must be presented as well as the majority view.

## **Re-admission to Directors UK**

- A member who has been excluded from the privileges of membership or struck off the register of members and their voting rights removed hereinafter may be eligible at the Board's discretion to apply to the Board in writing for re-admission to the full benefits of membership and voting rights.
- Such an application shall be required to be proposed and seconded by full members in benefit and shall state all the facts relevant to the exclusion or cessation of membership and the grounds upon which the application for re-admission is made.
- An application for re-admission to the full benefits of membership shall be considered by the Board of Directors UK which may invite the member to attend to answer questions and the Board shall vote to reject or re-admit the member upon such terms as it may decide by a two thirds majority of those present.

- A person re-admitted may be required to pay outstanding subscriptions as determined by the Board and if further determined by the Board a readmission fee, the amount to be determined at the discretion of the Board.
- Records of meetings and decisions will be kept for a minimum of 6 years or as required by law.

## **Monitoring and Review**

The Management Board and the Board will review and monitor this Code of Conduct on an ongoing basis, taking into account legislative requirements, experience and identified good practice.

This Code takes into account the requirements of the Equality Act 2010, Protection from Harassment Act 1997 and the Sexual offences Act 2003 and the general law as well as what is regarded as good practice.

*The Board of Directors UK*