

Susie Uppal
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Press Recognition Panel
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By email: suppal@pressrecognitionpanel.org

20 October 2016

Dear Susie,

PRP Board Decision

Thank you for your email of 18 October. We appreciate the opportunity to address the questions which have been raised by your Board members in advance of next week's meeting. Where relevant, we refer you to documentation which forms part of our application.

1. What process would be followed if your Chair or Executive Director considered that IMPRESS should in the future spend more than it currently spends on any particular activity (for example, on making the public aware of how to complain about one of your member publishers)? Who would need to agree to such a budget/spending increase? Please identify, or provide, any relevant documents.

In accordance with the **IMPRESS Financial Sustainability Policy** (document G11), the IMPRESS Board is solely responsible for the organisation's budget and for agreeing to any variations in this budget. To assist in its decision-making, the Board is required under the **IMPRESS Articles of Association** (document B2) to consult participating publishers on any proposed changes to the annual budget. The Articles state that IMPRESS 'shall have regard to any responses' made by participating publishers but 'shall not be bound by such responses' (10.1).

The Financial Sustainability Policy requires the Board to conduct an annual review of financial sustainability which shall commence in October of each year and shall result in a draft Four-Year Forecast and a draft Annual Budget, showing how IMPRESS expects to generate the necessary funds to achieve its objects in the 12-month period commencing on 1 April of the following year (5.3). The policy then requires the Board to consult participating publishers on the draft Four-Year Forecast and the draft Annual Budget in January of each year (5.4).

2. What would happen if concerns were raised by a member publisher about perceived bias by a member of your Board in relation to the Board's discussion of an issue relating to that publisher? Please identify or provide any relevant documents.

Clearly, recognition criteria 1-5 are designed to ensure the Board's independence, such that conflicts of interest should not arise. The recognition process itself is also designed to mitigate this risk. Notwithstanding these safeguards, IMPRESS has also taken further steps to address any conflicts of interest, should they arise.

The **IMPRESS Articles of Association** (document B2) set out detailed provisions in relation to conflicts of interest (14.4–14.7). In line with these provisions, IMPRESS Board members are required to declare any relevant interests in the **IMPRESS Board Register of Interests** (document B4v2), which is reviewed annually and may be updated when a significant change occurs. At the beginning of every Board meeting, the Chair invites Board members to declare any specific conflicts of interest in relation to the agenda of that meeting. Any such declarations are recorded in the minutes, which are published on the IMPRESS website. Conflicted Board members are required to withdraw from the meeting for the relevant item and have no vote on the matter.

If a Board member were conflicted in relation to the Board's discussion of an issue relating to a particular publisher, this conflict would be declared and addressed in accordance with these provisions. In the event that IMPRESS proposed, following an investigation, to sanction a publisher, the publisher would have an opportunity under the **IMPRESS Regulatory Scheme** (document D1v2) to respond to a provisional determination (6.1–4). If, at this point, the publisher raised concerns about a potential conflict, the Board would follow the procedure outlined above in relation to conflicts before issuing its final determination.

3. What would happen if your Board or Executive Director became aware of any direct or indirect attempt (by whatever means or through whatever intermediary) by a person associated with the IPRT or AMCT to influence any aspect of IMPRESS's activities, conduct or decision-making? Please identify or provide any relevant documents.

We have provided extensive documentation setting out the relationship between IMPRESS, the IPRT and AMCT, in particular but not limited to the **IPRT IMPRESS Funding Agreement** (document G3), which includes provisions that address the concerns raised here. The Agreement asks the Directors of IMPRESS to 'promptly

inform the Trustees' of IPRT if they are required to do anything which may 'conflict with or be inconsistent with [IMPRESS's] objects, independence, integrity or reputation' (6.1). The Trustees are required to 'assist, advise, guide and support IMPRESS' in dealing with any such difficulties (6.3). In the event that a dispute arises in connection with the Agreement, then the parties shall attempt to settle it by mediation, and, if this is unsuccessful, by recourse to the courts (6.3).

As IPRT is a registered charity, its Trustees also have a duty to protect the objects of the charity and to operate the charity in accordance with charity law and regulations, as have the Trustees of the AMCT. This clearly includes their duty to honour any legal or contractual duties to which they are party.

We hope that this is helpful.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Jonathan Heawood". The signature is written in a cursive style with a large, sweeping initial 'J' and a long horizontal stroke at the end.

Jonathan Heawood
Chief Executive Officer