



RAAP Directors' Code of Conduct

Ver 1.3

Approved by the Board: 27th May 2026

1. Purpose

This Code sets out the standards of conduct expected of Directors of RAAP in fulfilling their duties under:

- The Companies Act 2014
- RAAP's Constitution

It supports effective leadership, accountability, and integrity in the governance of the Organisation.

2. Acting in the Best Interests of RAAP

Directors are expected to:

- Act honestly, in good faith, and in the best interests of RAAP
- Exercise independent judgement
- Act with due care, skill and diligence
- Support the long-term sustainability and reputation of the Organisation
- Comply with all applicable legal and regulatory obligations

Directors must prioritise the interests of the Organisation above personal, sectional, or industry interests.

3. Integrity and Ethical Behaviour

Directors are expected to:

- Maintain high standards of integrity and transparency
- Avoid any behaviour that could damage the Organisation's reputation
- Not use their position for personal, financial, or professional gain
- Declare and manage conflicts of interest as per RAAP's Conflicts of Interest policy
- Avoid accepting gifts or benefits that could influence, or appear to influence their judgement

4. Collective Responsibility and Respectful Conduct

Directors are expected to:

- Engage constructively and respectfully in Board discussions
- Prepare for and attend meetings regularly
- Respect differing views and contribute to informed decision-making
- Support Board decisions once lawfully made
- Avoid publicly undermining agreed Board positions

Individual Directors have no authority to act or speak on behalf of RAAP unless expressly authorised

5. Board Meeting Conduct and Attendance

Directors are expected to:

- Attend at least 75% of scheduled Board meetings annually
- Notify the Chair or Company Secretary in advance of any inability to attend
- Review all Board papers and materials prior to meetings

40 Northumberland Avenue, t: (01) 278 8724
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- Come to meetings adequately prepared to contribute meaningfully to discussions
- Participate actively and constructively in meetings

Where meetings are conducted virtually or in a hybrid format, Directors are expected to:

- Ensure a private, distraction-free environment
- Use appropriate technology with reliable internet connection
- Maintain confidentiality of meeting proceedings
- Give full attention to the meeting (cameras on where reasonably possible)

6. Technology and Data Protection

Directors are expected to comply with all data protection legislation, including the General Data Protection Regulation (GDPR)

In particular, Directors are expected to:

- Process member data, royalty information, and other personal data only for legitimate organisational purposes
- Ensure that any devices used to access RAAP information (laptops, tablets, phones) are:
 - Password-protected with strong passwords
 - Not shared with unauthorised persons
- Report any suspected data breach or security incident immediately to the Chair and/or Company Secretary
- Delete or securely destroy confidential information when no longer needed

7. Confidentiality

Directors are expected to:

- Treat all non-public information obtained through their role as confidential
- Use such information solely for legitimate organisational purposes
- Not disclose sensitive information without proper authority
- Continue to respect confidentiality obligations after ceasing to be a Director

Confidential information includes, but is not limited to, member data, royalty distributions, financial information, contractual arrangements, legal advice, and strategic plans.

8. Transparency and Accountability

Directors are expected to:

- Support accurate reporting to members and stakeholders
- Ensure appropriate financial oversight and internal controls
- Maintain proper books and records
- Participate in governance training and ongoing Board evaluation

Directors are collectively responsible for ensuring that RAAP operates in an open, accountable, and compliant manner.

9. Conflicts of Interest

Given the nature of a music royalty collection society, Directors may also be members, rights-holders, or industry participants.

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Directors have a continuing duty to identify, declare, and appropriately manage any actual, potential, or perceived conflict of interest.

All conflicts of interest shall be disclosed and managed strictly in accordance with RAAP's Conflict of Interest Policy, as approved by the Board and amended from time to time.

In particular, Directors are expected to:

- Withdraw from discussion of the matter
- Not receive Board papers relating to the matter where appropriate
- Not vote on the decision

A Register of Interests shall be maintained by the Company Secretary in accordance with the Conflict of Interest Policy.

10. Term Limits and Succession

Director appointments, terms of office, and succession arrangements shall be governed by RAAP's Constitution and any Board-approved succession planning policy.

Where applicable, Directors are expected to:

- Support orderly succession planning to ensure continuity of governance
- Participate in Board skills audits and evaluation processes
- Support induction and mentoring of new Directors
- Provide reasonable notice of intention not to seek re-election where applicable

The Board shall periodically review its composition to ensure an appropriate balance of skills, experience, diversity, and continuity.

11. Breach of the Code

Failure to comply with this Code may result in:

- Review by the Chair and/or Governance Committee
- Removal from specific discussions or committees
- Action in accordance with RAAP's Constitution
- Referral to regulatory authorities where required

12. Directors Confirmation

Each Director shall confirm in writing that they have read, understood, and agree to comply with this Code upon appointment

13. Amendment of this Code

This Code may be amended by resolution of the Board of Directors.

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