



ARTE GEIE

Code of Conduct and Professional Ethics

Appendix 3 of ARTE G.E.I.E.'s Statement of Policies and Rules of Procedure

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ARTE's commitment to ethical practices [Erreur ! Signet non défini.](#)

Its reputation is a key part of ARTE's corporate identity. As such, it must be considered a living entity. We each have a duty to promote and protect the ARTE culture and its values. ARTE's image and integrity must be preserved at all times, by all employees and others who work with the group, regardless of the roles they play or the actions they perform, individually or together, committing to apply and uphold impeccable professional rules and ethics.

ARTE GEIE, its officers and executives agree to conduct business fairly, honourably and with complete integrity, in accordance with these values. This ensures ARTE'S compliance with the Transparency, Anti-Corruption and Economic Modernisation Act or "Sapin II Act" (Law No. 2016-1691 of 9 December 2016). The intention behind the Act is to fight all forms of bribery, corruption and influence peddling. It requires the introduction of an anti-corruption programme. This Code of Conduct is part of that initiative, serving as a common reference, helping all of us to conduct ourselves in line with these values in our daily lives. **The responsibility of applying ethics and ensuring compliance weighs on each and every one of us, executives and employees alike, regardless of the work we do and the responsibilities we shoulder.**

The governing body's commitment to a zero tolerance policy towards unethical conduct, in general, as well as the risk of corruption, in particular, is the cornerstone of our fraud and corruption prevention and detection initiative. In practice, this translates to:

- Approval of the corruption prevention and detection strategy;
- Appointment of a person responsible for legal compliance and the allocation of resources proportionally to what is at stake for the organisation;
- Approval of the Code of Conduct and Professional Ethics;
- Development of disciplinary procedures and application of penalties, where appropriate; and
- Adoption of an appropriate internal and external communications policy.

I. Context

As a public service channel, ARTE has a duty to be a model media organisation. For ARTE's teams, the pursuit of this steadfast commitment to serve the founding values of the channel should shine through everything they do on a daily basis. **Ethics concern us all, apply to us all, executives and employees alike, regardless of our duties and responsibilities.**

ARTE GEIE trusts in the loyalty, skills, sense of responsibility and motivations of its employees. It expects them to exhibit the utmost integrity, avoiding any situation where there may be conflicts of interest.

This enduring sense of trust assumes compliance, at all levels, with flawless professional ethics within the company and in its relationships with the service providers, suppliers and partners of ARTE GEIE.

The principles and tenets set out below are not intended to codify or provide for every contingency but should help every employee to be vigilant in their daily lives and to know how to react in potentially risky situations. These few rules, combined with common sense and each individual's sense of their own responsibility, provide the references necessary for the smooth running of the group.

These principles reiterate and provide greater detail for the rules laid down in the Statement of Policies and Rules of Procedure (*Règlement Intérieur*), Company Agreement and Financial Regulations.

Any breach of these provisions may result in disciplinary sanctions, as defined in the current Statement of Policies and Rules of Procedure.

This Code of Conduct addresses all executives and employees, regardless of their position in the management hierarchy or role in the organisation.

- **What do we mean by exposure to the risk of corruption?**

Corruption is traditionally defined as using methods that are punishable by law, with a view to influencing an individual in their decisions or causing them to violate the obligations by which they are bound. Influence peddling involves any act or gesture (invitation, endowment, gift, promise or advantage) with the aim of compromising the objectivity or transparency of any decisional process to the direct or indirect advantage of ARTE or its partners.

In the context of its business activities, ARTE GEIE has identified four areas where employees should be especially cognizant of their actions, as they could be exposed to the risk of corruption:

- Conflicts of interest;
- Relationships with business partners, service providers and suppliers;
- Gifts, invitations and travel; and
- Bribery.

- **What is the Code of Conduct and Professional Ethics?**

The Code of Conduct describes the fundamental principles that ARTE GEIE agrees to obey in the fight against corruption and influence peddling. Its purpose is to anticipate certain risks which might expose an employee and the organisation to disciplinary and/or judicial sanctions (criminal and civil). Particularly focused on public procurement procedures, it recommends the highest level of vigilance

when it comes to relationships with economic operators, whether or not they already have won, or are candidates for, a tender.

This code is applicable to and enforceable against all members of the group's personnel, everywhere it carries on business, including abroad; it can therefore be adapted to local regulations and to the nature of the business activities concerned. The Code of Conduct and Professional Ethics may be communicated to third parties by straightforward disclosure in a suitably confidential form or by being included in a clause of a contract or agreement.

Key information to remember:

There is zero tolerance for all acts of corruption, in all its forms, whether active or passive, whether by ARTE executives, employees or stakeholders.

Any action that may lead directly or indirectly to corruption is strictly prohibited and may, in addition to disciplinary sanctions, lead to criminal sanctions for the employee and the organisation.

II. Preventing conflicts of interest

Generally speaking, a conflict of interest can be regarded as any relationship, real or apparent, which does not serve ARTE's interests.

Where there is a conflict of interest, this may impair your ability to fulfil your commitments and uphold your responsibilities independently, impartially and objectively. You must alert your line manager to any conflict of interest, and he or she will bring the case before the management board. The management board will decide what action is to be taken.

Employees in a position to influence a decision in the course of fulfilling their duties are likely to find themselves (or seem to find themselves) in situations where their personal interests (or the interests of the individuals or corporate bodies they are connected or close to) may come into conflict with the interests of ARTE GEIE.

A conflict of interest resulting in a partial or biased decision may amount to corruption, influence peddling, having an unlawful interest or favouritism.

A few examples of situations that may lead to a conflict of interest:

- One of my relatives manages a company that may respond to a call for tender by ARTE. **Is it prohibited to enter into a contract with this company?**
 - No, but I report the existence of this connection to the calls for tender manager and my immediate superior, and I do not, at any time or in any way, become involved in the procurement procedure.
- I participate in the choice of my Unit's programmes. A member of my family is involved in one of the programmes we are considering. **What should I do?**
 - I report it formally and immediately to my immediate superior, such as my line manager, and I don't take part in approving the project without his or her formal consent.
- A service provider asks me to pass on the CV of a member of his or her family applying for a job within the company. **How should I react?**
 - I explain ARTE's recruitment policy to the service provider and advise him or her to ask the family member to apply for the job via the firm's recruitment website.

- I am offered any type of reward or compensation from a third party (competitor, supplier, customer, service provider) that has a contract with the organisation. **Who should I tell?**
 - If I have any concerns, I report it to my immediate superior or the Ethics Officer to advise me how to proceed.

It is up to each and every one of us to make these decisions in good faith, bearing in mind our duty of loyalty towards the organisation, and referring the matter to our immediate superiors who will notify the relevant director. It is thanks to the common sense of every employee and their own conscience that conflicts of interest are avoided.

Key information to remember:

Any proven or potential conflict of interest should be formally reported, without delay, to your immediate superior and/or Human Resources. If in doubt, you can always contact the Ethics Officer appointed by ARTE GEIE, who will assist you, if necessary, to fill in the **Conflict of Interest Report Form** (describing the situation and the steps to be taken in the event of a proven conflict). This form should be filled in and signed by you and your manager, and then forwarded to the Ethics Officer, your General Manager and your Human Resources Officer. It should be renewed every 3 years or when there are any notable developments in the reported situation.

Equally, to avoid a conflict of interest, it is important to be careful as regards the following:

- **Working at more than one job**

Having more than one job is not prohibited. We fully take into account the particularities of working in the audiovisual production, audiovisual communication and information fields, provided your actions are always transparent. The right to work elsewhere may be limited, require the organisation to be notified, subject to approval, or perhaps even prohibited outright, depending on:

- The total number of working hours;
- A potential conflict of interest; or
- Competition that may be prohibited under an employment contract by an exclusivity clause.

Given their duty of loyalty to ARTE GEIE, employees agree not to carry out any work, directly or indirectly, which may result in a conflict of interest with the Channel. Having multiple jobs should therefore be avoided where the extra job is for an ARTE supplier or service provider.

Please note: Article III-5. The Company Agreement of 22 December 1994 requires an exclusive working relationship:

“Under this Agreement, the employee working relationship is exclusive.

This rule is waived for part-time employees, provided their individual contracts contain express provisions to this effect.

The exclusive working relationship prohibits employees from working for financial gain, whether or not as a salaried employee, outside of the organisation that employs them.

This rule is waived where the employee grants unpaid leave for the convenience of an employee requesting it expressly to engage in work for financial gain, whether or not as a salaried employee. In this case, if the employer refuses the leave requested, the employee or employees’ representatives may refer the request to the appropriate joint committee.

Teaching, professional training and educational activities or providing expert services are allowed without prejudice to an employee's liability if such activities do not hinder the employee's ability to fulfil the terms of his or her contract of employment.

Authors or creators of literary, scientific artistic works are not required to work exclusively for the company provided they abide by their professional duty of discretion."

However, employees[1] responsible for making editorial choices about the content of a programme cannot be the writer or director of that programme, or receive payment for giving the producer editorial advice[2].

[1] They may be employees working as a programme coordinator, editor, writer-reporter, chief editor or digital services manager.

[2] Services such as artistic manager or advisor, literary advisor, etc.

In accordance with the organisation's regulations, all employees must supply any useful information, as appropriate, to ensure there is no conflict of interest. **In all cases, you should inform your line manager and file the Multiple Jobs form, available on the Intranet or with HR. It should be filled out and resubmitted every three years. Prior approval** is required where there is a potential conflict of interest or if, for instance, an exclusivity clause applies.

- **The acquisition of interests**

Article III-6 of the Company Agreement of 22 December 1994 *"prohibits any employee from possessing either directly or via an intermediary, interests likely to compromise their independence, in a company already in a business relationship with the company (or likely to become so considering its business activities) or to hold a contract with any such company, irrespective of the legal form or nature of that contract. All relevant information will be supplied by employees to their employer to verify compliance with this prohibition."*

In practical terms, by "intermediary," the Management Board means either the commonly held notion of "straw man" or a family relation up to the third degree (e.g. uncle, aunt).

III. Relationships with business partners, service providers and suppliers

- **Neutrality in the choice of service provider or supplier**

The choice of a service provider or a supplier should purely be based on ARTE's interests and securing the best value for money for the organisation. The reasons for the choice should be totally impartial and made in relation to the purchase at hand.

For the purposes of any competitive calls for tenders or choosing a supplier or service provider, **all executives and employees**, with full or only partial involvement in the process, **are asked to alert** their superiors to any **situations in which their relationship with a potential tenderer** in a call for tenders **or with a future service provider is such that their neutrality may be compromised**. If you have any concerns, you may contact the Ethics Officer, appointed by ARTE GEIE, who will assist you, if necessary, to fill in the **conflict of interest declaration form** (describing the situation and steps to take in the event of a proven conflict of interest). The relevant director will decide what further action should be taken regarding the involvement of that person in the tendering procedure or in the choice of service provider or supplier.

In such cases, under no circumstances can the employee in question be designated a member of the calls for tender committee (as per the Public Procurement Code).

Within public tendering legislation (Public Contract Ordinance, No. 2018-1074, of 26 November 2018), these principles translate as follows:

- Successful tenders will be selected based on the most economically advantageous bid, defined as the cost–performance ratio. Applying this precept requires all tender offers to be judged in the same manner, applying criteria that has been clearly defined beforehand;
- Calls for tender procedures will operate in line with the public procurement rules: open access to the public procurement opportunity, a level playing field for potential tenderers and procedural transparency.

Compliance with detailed procedures in financial and application rules will allow the principles outlined above to be implemented and will make sure any form of favouritism likely to be punished by law (*Article 432-14 of the Penal Code: misdemeanour favouritism*) is avoided.

- **Independence in supplier and service provider relationships**

Any executive or employee must retain total independence in their decision-making or in making recommendations concerning a service provider or supplier.

Independence is assured by respecting the following principles:

- Relationships based on non-professional services rendered, especially when they are personal or private, are off-limits;
- Gifts and other advantages, other than those which are customary and modest in value, cannot be accepted. Any gift must be declared to an immediate superior.

- **Duty of discretion, professional confidentiality and refraining from damaging ARTE's reputation**

Article 12 of the Statement of Policies and Rules of Procedure: duty of discretion

“Employees must maintain absolute discretion around any operations of a confidential nature that they know about or discover in the course of or in connection with their work and, above all, involving trade secrets or processes relating to the company's business, without prejudice to the right of freedom of expression and the rights of staff representative bodies.”

With regards competitive bidding and calls for tenders, it should be noted that:

- Employees will observe strict confidentiality during any contact or relationship with potential tenderers in the preparatory stages of a call for tender;
- There will be no disclosure of any information on preliminary studies, on what is included in, or the conditions applicable to preparations for, the public procurement tender;
- The provisional budget allocated to the purchase will not be disclosed to any third party, service provider or supplier;
- Requests for information about the results of tender procedures and the disclosure of documents will be supervised by the tendering team in the Finance department.

Furthermore, employee behaviour in all circumstances will be loyal and inspired by the best interests of the Channel. As a public media service, it is the ambition of ARTE GEIE to act as a responsible business, serving its employees but also its partners, internal and external stakeholders. It must be clear that any opinions expressed on social networks, not concerning work-related activities, are entirely personal and do not reflect those of, or in any way bind, the Channel, in accordance with the rules applicable within the organisation.

- **Due diligence and our business partners**

ARTE GEIE is committed to carrying out its business activities fairly, honourably and with complete integrity. Our suppliers and subcontractors also have an impact on our image and our reputation. This is why it is essential for them to share and uphold ARTE's principles, in particular when it comes to preventing corruption. ARTE may also be held liable for the wrongdoing of third parties acting in its name and on its behalf.

Any employee called upon to enter into agreements with business partners must ensure that they do so in accordance with the relevant legislation and regulations, in particular with regards to fighting corruption. When our partners are likely to be acting in our name, we must be especially vigilant.

IV. Gifts, invitations and travel

We are aware of the fact that the vast majority of gifts and hospitality offers arise out of innocent commercial practices without any dishonest intent. However, the offer and acceptance of a gift or an invitation may, in certain circumstances, be deemed corrupt, such as if it was gifted with the intent to provoke a specific outcome or in a specific outcome being avoided, in ignorance of legal, contractual or professional obligations. As ARTE is committed to an exacting corruption, fraud and conflict of interest prevention policy, it is important to comply with the rules set out below.

- **Gifts**

*Article 13 of the Statement of Policies and Rules of Procedure: **Gifts***

“No potential gifts or gratuities offered to employees by third parties should be accepted without the authorisation of the Management Director. This prohibition is not applicable to small gifts or other small presents traditionally offered on particular occasions. We encompass in this wording advertising items or presents of a type offered at Christmas, specific celebrations or festivals and meal invitations only in the normal course of business. Under no circumstances should such gifts influence work behaviour, decisions or undermine their impartiality and integrity.

*The commonly accepted value limit for a small gift or present is **60 euros per year.**”*

No employees should accept gifts received at their homes, in the form of money, services or a benefit in kind. For gifts received in the workplace and within accepted limits, good practice calls for the gift to be enjoyed together by members of the department in question.

Under no circumstances is an executive or employee allowed, directly or indirectly, to grant or request any undue favour or advantage^[3] for him- or herself or for a third party, to or from a service provider or supplier.

[3] Undue advantages include: pressuring a service provider to employ a family member, accepting an invitation to go on holiday, accommodation costs and meetings other than those relating to work assignments, gift certificates or items for private use, granting discounts other than those habitually offered to the company in general or a defined professional group.

Moreover, ARTE employees whose job requires them to take part in public procurement procedures cannot accept gifts (other than low value promotional items in line with cultural customs). The same is true in periods where calls for tender are being launched or at a time when decisions are being

made likely to concern the person issuing the invitation, and this applies to all employees of the departments involved in the tendering procedures.

- **Hospitality and travel**

Invitations may fall within the bounds of the customs of courtesy in professional relationships, but their offer or acceptance must comply with certain rules so as not to be seen as granting or procuring an inappropriate advantage, or lead to suspicions of influence peddling.

In such a context, invitations to lunch are acceptable if they are work-related or professional in nature, at a reasonable level (worth less than €40, and the same for hospitality costs) and are not during periods when tender procedures are in progress.

Similarly, invitations to external events, seminars or trips may be allowed if they have a direct link with the work carried out for the group, are professional and approved by a line manager. In the case of journalists, the applicable professional rules and guidelines are those set out in the ARTE Journalists Code of Conduct and Ethics.

As regards the Sapin II Act and the strengthening of checks on relationships with third parties and corruption prevention, all employees are expected to pre-emptively report any travel expenses which may be paid by third parties on 'preliminary assignment requests' and to always inform the relevant director.

The following are examples of situations which do not comply:



V. Facilitating payments

Facilitating payments refers to paying a public official unduly, whether directly or indirectly, to complete administrative formalities that should have been completed via official, legal channels. A payment made by a third party or partner in the name of ARTE or on its behalf will also be deemed as bribery.

Facilitating payments under ARTE GEIE's banner are prohibited insofar as they are considered to be acts of corruption under anti-corruption legislation.

Once a company has received a request from a third party for a facilitating payment, it is at risk and held liable. Compliance with the terms of the Code of Conduct and Professional Ethics inside the group must prevail over cultural practices.

=>With the exception of payments demanded under duress or exposing an employee to danger or a risk to their physical safety, the organisation expects employees:

- To be attentive to the reasons for any requested payment, to obtain a receipt on every occasion stating the reason for that payment;
- Where an inappropriate request is made, to courteously refuse that request, citing this Code of Conduct which they may share with the person requesting payment;
- To notify their line manager and the Ethics Officer, to ensure the incident is recorded and followed up on.

VI. Whistleblowing

The Transparency, Anti-Corruption and Economic Modernisation Act or “Sapin II Act” (Law No. 2016-1691 of 9 December 2016, has created a framework to protect whistleblowers.

From 1 January 2018, this Act requires any public or private organisation with a workforce exceeding 50 employees to set up a clear, secure and accessible whistleblowing **procedure that guarantees the whistleblower strict confidentiality** (identity and information).

ARTE GEIE has appointed Marion Conti-Weidner as Ethics Officer. Part of the Internal Audit department, she is responsible for collecting any whistleblowing reports.

The procedural stages of report collecting, in particular how to submit a whistleblowing report and how reports will be processed, are set out in the document available on the Intranet and on ARTE's website.

Contact: referentethique@arte.tv