

Approved by majority vote of the ESTA Council 20 November 2013.

Enacted under section 20, BYE-LAWS of the ESTA Memorandum and Articles of Association dated 6 September 2012.

This Code of Conduct is obligatory for ALL ESTA Members, employees and contractors when representing ESTA and conveying ESTA views in any circumstance including but not limited to meetings, gatherings and written responses.

This Code of Conduct may be amended at any time by majority vote of the ESTA Council.

Introduction:

ESTA is the UK's leading energy management trade association. We have a respected and long-standing relationship with Government and external bodies. We represent the demand-side energy management market.

Whilst focussing on conduct related to representing ESTA and ESTA views, this code sits alongside broader professional conduct requirements detailed in section 3.3 of the company's articles of association.

Our Aims

ESTA's participation on external committees and meetings has two main purposes:

- To help shape broader policy development and be effective in achieving ESTA's mission; and
- Where appropriate, to provide insights and information for ESTA management and members.

To maintain this, the following code sets out the standards of behaviour expected of ESTA board of directors, Council, Chair of Specialist groups and members and ESTA employees and contractors.

The Code incorporates the Nolan principles of standards in public life. It aims to ensure that all observe the highest standards of propriety and act to achieve ESTA objectives at all times

Equality and diversity

ESTA is committed to providing services which embrace diversity and that promote equality of opportunity.

Our goal is to ensure that these commitments, reinforced by our values, are embedded in our day-to-day working practices with all our Stakeholders.

We will provide equality of opportunity and will not tolerate discrimination on grounds of gender, gender identity, marital status, sexual orientation, race, colour, nationality, religion, age, disability, HIV positivity, working pattern, caring responsibilities, trade union activity or political beliefs – or any other grounds.

Every member has a responsibility for implementing and promoting these principles in their day-to-day dealings with everyone – including members of the public, other staff and employers and partners. Inappropriate behaviour is not acceptable.

Commitment

Board and Council members must devote sufficient time preparing for and attending meetings to ensure they add value to the Board's or Councils work.

Respect

Members must treat each other, members of staff on Council, the Board, or working groups and others they meet when working in their role with respect and courtesy at all times.

No Personal benefit

All Council/Specialist group chairs to declare any pecuniary interests at the onset and/or during any ESTA presentation and must not benefit from their position beyond what is allowed by the law and the ESTA objectives.

ESTA staff time and resources must be used prudently. Board and council members must take decisions solely in terms of ESTA interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Conflicts of interest

Board and Council or Specialist Group members should identify and promptly declare any actual, potential or perceived conflicts affecting them. They must absent themselves from any discussion where there is any such conflict.

Board and Council or Working group members must withdraw from their position if they are summoned to appear before a membership and standards sanctions hearing. They may only re-engage with the work of the Board or Council or Working Group, when ESTA completes the sanctions process

Probity

Board and Council or Specialist group Chairperson(s) must comply with any rules agreed by the ESTA board including those relating to the acceptance of gifts and hospitality and the avoidance of activities which might compromise ESTA's political neutrality.

Openness and accountability

Board and council members and Chairperson(s) of Specialist groups must be open, responsive and accountable to each other, members of staff and other stakeholders about their decisions, actions and work, including their use of ESTA resources.

Board and Council or Chairperson(s) of Specialist groups must disclose anything in their past which could bring ESTA into disrepute e.g. removal from any previous governance role or memberships of organizations which may conflict with the aims, principles and value of ESTA.

Integrity

Board and council or chairperson(s) of Specialist groups are required to use their knowledge, expertise and experience to take the best decisions they can of achieving ESTA objectives. They are equally responsible for all decisions of the Board or Council committee. Board and Council should also promote and support the principles of good governance by leadership and example and should act in an individual capacity and not as a representative of any group, organization or individual

Duties of representation

ESTA members who represent the Association at external meetings or committees have a number of duties:

- To act professionally and productively to advance ESTA's mission by seeking all means to find solutions, rather than obstacles.
- To represent appropriately the range of ESTA's views and expertise – rather than furthering individual, commercial or other aims.
- All communications submitted or communicated to third parties and representing an ESTA viewpoint must ALWAYS be copied to members@esta.org.uk irrespective of any other ESTA or member inclusions.
- To feedback in order to allow the Association and its members to benefit from the intelligence gained by participation.
- Exercise good judgment to the best of their ability when discharging their duties and responsibilities.
- Keep ESTA informed of progress and outcomes in a timely and appropriate manner – details below.
- Complete actions from meetings promptly and to the highest quality.
- Play a full and active part in ESTA – particularly attending Specialist Group meetings and responding to Government consultations.
- All of these communications will provide wider communication to members, usually through the ESTA members' website.
- All agreements made within the ESTA representative group must be documented with full and accurate records maintained.
- Where practicable, the representative should have solicited views on key issues within the membership and have an agreed set of for the representation.
- In situations where it is not possible, the representative will brief ESTA immediately following the meeting or event regarding the nature of the response that was given.
- ESTA members must consider the wider implications of issues and actions from attendance at external committees and meetings and are required to refer to the Executive Director or Policy Adviser for advice and direction if in doubt on any specific issue.
- Following attendance at each Government committee or external meeting, ESTA members are required to complete a short report using an ESTA meeting report proforma - see attached. This must be completed in full and submitted to the nominated ESTA representative within two working days of attending the meeting.
- If more than one ESTA representative attends a meeting, a single report will be required. This must be copied to and agreed by the other attendees.

Competition Policy

ESTA is required to operate to a strict legal regime regarding Competition and Antitrust laws. These requirements are enshrined in the Competition Act 1998 and under the Treaty on the Functioning of the European Union. These are designed to prevent anti-competitive practices and abuse of market dominance.

Under ESTA Code of Conduct, it is prohibited to:

- Agree or give any concrete recommendations or conclusions in such a form that they induce competitors to behave in an identical manner.
- Allocate customers or territories among themselves.
- Influence competitor's business decisions.
- Co-ordinate pricing, production or other competitive practices, decisions or strategies.
- Exchange commercially sensitive company-specific information
- These requirements apply to all activities within ESTA.

ESTA Meetings

All meetings held under ESTA auspices must comply with the EU and UK law.

Meeting Chairs

Must ensure that agenda items comply with policy requirements and at the start of every meeting, these requirements are made clear to all participants. Should the agenda or specific discussion potentially infringe any of these requirements, the chair is to stop the meeting and either continues the meeting omitting the specific discussion or close the meeting immediately.

Individual responsibility

Any individual attending an ESTA meeting and believing these competition requirements are being compromised, should stop the conversation, identify the problem and if necessary leave the meeting.

What to do if you feel the EU Competition rules are being infringed

Report the issue to the ESTA Executive Director.

The ESTA Council will urgently consider and decide what actions to take to resolve and eliminate the issue.

Confidentiality

ESTA members must comply fully with Government rules on confidentiality and security of information.

How to make a complaint about an ESTA member:

This Code of Conduct is to be communicated to the appropriate bodies and committee chairs on commencement of involvement to ensure a clear and consistent approach.

If an ESTA members' conduct is considered unsatisfactory or if it is felt that a breach of this Code has occurred, this should be communicated to the ESTA Executive Director or the Chairman. The nature of the complaint and the clause within this code to which it relates shall be clearly stated.

Dealing with concerns or misconduct

If a Code of Conduct case has been referred to ESTA or the ESTA Council members there are a number of action possible, which will depend on the severity and impact of the issues involved.

Typical steps include:

- The initial complaint, evidence and circumstances of the case will be collated by ESTA Management.
- The individual will be notified of the issue and asked for their response. The Executive Representative of the member organisation will be notified of the complaint and will be given the opportunity to discuss with the individual.
- If the individual concerned is a Council member, then they will NOT be allowed to cast a vote in this process.
- All parties will attempt to resolve the issue by agreement and if necessary written undertakings but beyond that the following escalation will apply:
 - ESTA Council will decide by simple majority vote what action is needed short term i.e. cessation of individual representation, and the timetable/action to resolve, collation of evidence.
 - Evidence and issues to be disclosed fully including from the individual to Council, the Executive Representative of the member organisation and the individual concerned. Council has the right to specify what action, involvement; future structure will apply to this individual when on ESTA representation. Those requirements to be provided in written form asking the individual to sign for acceptance.
 - Failing to comply fully with the signed agreement or being unable to gain agreement acceptance will, at Council's option, invoke consideration of expulsion. This will be progressed under the existing rules contained in the Articles of Association."
 - The Chairman and the Executive Director have the right to immediately suspend a member whilst an investigation takes place.