

A Guide to Being a
Director of Authors'
Licensing & Collecting
Society (ALCS)



**Authors'
Licensing and
Collecting
Society**

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Our Purpose

ALCS exists to support, champion and fight for authors.

01

We support our membership by always being proactive and outward-looking.

02

We strive to be the best we can be in all of our activities and celebrate our successes on behalf of writers.

03

We champion the protection and promotion of authors' rights across the globe.

Our Vision

We support our Members' ability to write by increasing their income. By educating as many people as possible we promote the respect of copyright. We celebrate the value writers bring to our world, fighting for their rights and giving them a powerful collective voice. We want all writers to thrive in our society. We make the complex easy.

Our Values are Important to Us

We're bold

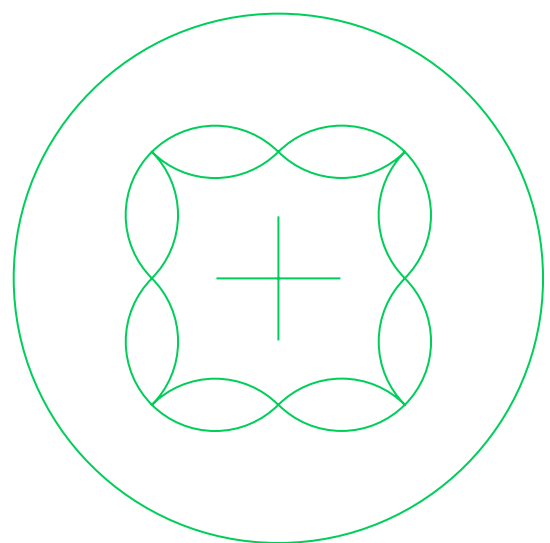
We support our membership by always being proactive and outward-looking. We seek to develop opportunities to support new streams of income, as well as to protect existing ones for the benefit of our 125,000+ Members worldwide in what is an ever-changing digital landscape. We explain to legislators at all levels the ways that they can better support writers. We diligently research the writers for whom we are holding money so that they can benefit from ALCS.

We take pride

We strive to be the best we can be in all of our activities and celebrate our successes on behalf of writers. We recognise the central role that writers hold in society, creating works for education and entertainment that benefit us all. We are proud to be ambitious for writers and to celebrate our successes on their behalf.

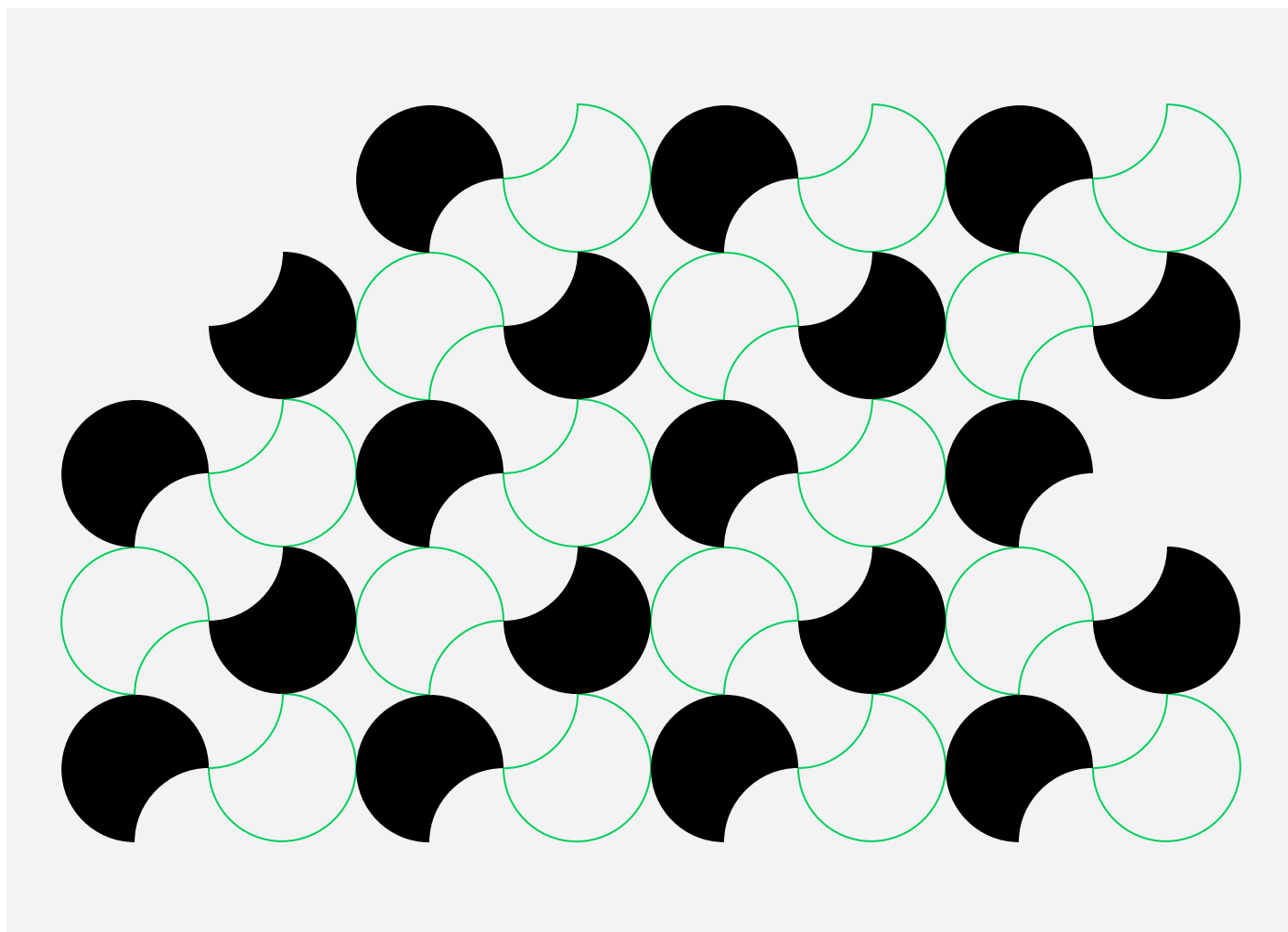
We make an impact

We champion the protection and promotion of authors' rights across the globe. We educate and support through partnerships and initiatives to enable our Members to work in an environment that fairly recognises and rewards them for the work they do. We strive to create positive change for authors and to aim for excellence in all we do.



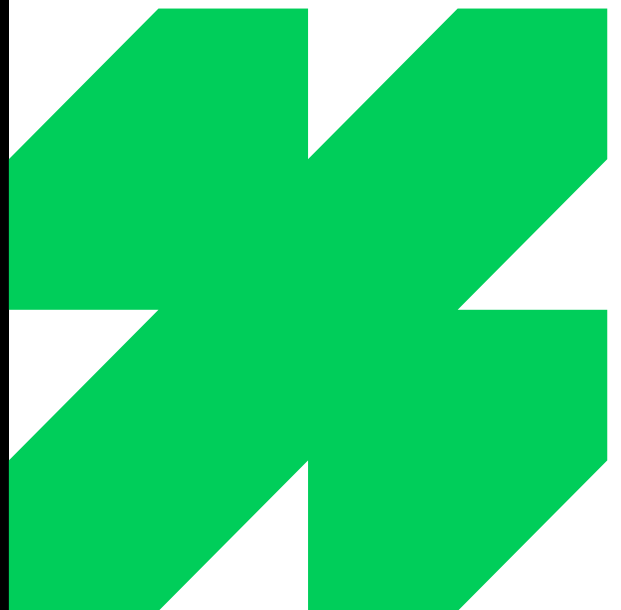
ABOUT ALCS

ALCS is a not-for-profit collecting society for writers. It is a membership organisation which currently has over 125,000 Members in the UK and worldwide. Our primary function is to collect money for writers for 'secondary uses' of their works. We also campaign on matters important to writers, both at a national and international level, to ensure that their rights are recognised and respected.



What is a Collecting Society?

A collecting society is a body created by private agreements or by copyright law which collects royalty payments from various individuals and groups on behalf of copyright holders. It may have the authority to license works and collect royalties as part of a statutory scheme or, by entering into an agreement with the copyright owner, to represent the owner's interests when dealing with licensees and potential licensees.



Background

The primary role of any collecting society is to license the use of the repertoire of its Members where it is difficult to license individually, and to pay royalties to the Members on the basis of the fees collected. The first society to deal with the collective administration of authors' rights, the Société des Auteurs et Compositeurs Dramatiques, was originally founded by the playwright Beaumarchais, author of *The Marriage of Figaro* and *The Barber of Seville*, in 1777.

Collecting societies in the UK are regulated in accordance with the Collective Management of Copyright (EU Directive) Regulations (2016). The rules applying to the works managed by ALCS are primarily set out in the Copyright Designs and Patents Act (1988) as amended. (see Appendix 1).

ALCS is a private company limited by guarantee and as such it is subject to company law. It was founded in 1977 as a result of a long-running campaign

in the UK by the Writers' Action Group (WAG) for writers to receive remuneration for the lending of their works by libraries. ALCS was incorporated on 23 March 1977 with its first Council of Management consisting of Brigid Brophy, Maureen Duffy, Ted Willis, Colin Spencer, Michael Levey, Elizabeth Jane Howard and Joyce Marlow. Its purpose at that time was to deal with:

-
- payments from VG Wort for German PLR
-
- British PLR*
-
- Belgian cable TV
-
- the issue of reprography, that is, royalties from photocopying.
-

* Now administered by the PLR office under the auspices of the British Library

Background

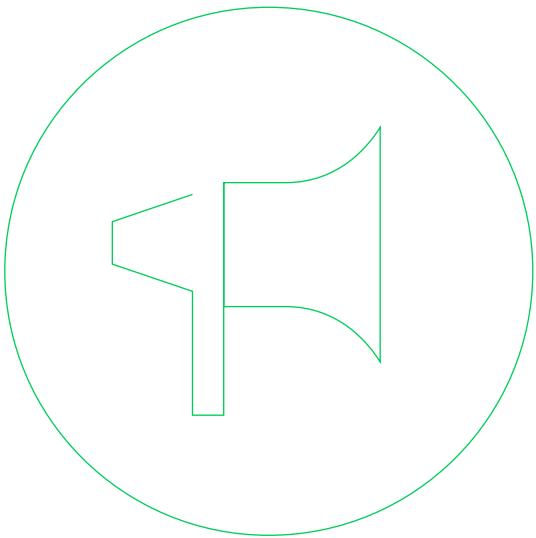
Since its foundation ALCS has paid writers over £700 million in fees. ALCS is wholly owned and controlled by writers, who grant it the right to administer on their behalf those rights that they cannot exercise as individuals, that are most appropriately dealt with on a collective basis or which the law stipulates must be administered collectively.

In 2025, ALCS's core business continues to be licensing, collection and distribution. Our main aims are to:

-  ensure hard-to-collect revenues due to writers are efficiently collected and speedily distributed
-  identify and develop new sources of income for writers
-  campaign for the establishment of appropriate licensing schemes
-  foster an awareness of intellectual property issues among the UK writing community and beyond
-  protect and promote authors' rights

Gross income derives mainly from licence fee payments from the Copyright Licensing Agency (CLA), from the Educational Recording Agency (ERA), the BBC and from international agreements. The Company's operating costs are met from commission which is currently at a rate of 10% for Members.

ALCS is internationally recognised as a leading authority on authors' rights. As part of our campaigning role we maintain a watching brief on issues affecting writers both in the UK and overseas, making representations to UK government authorities, the European Commission and the World Intellectual Property Organization when appropriate.



How ALCS Operates — the ALCS Mandate

ALCS operates by administering certain rights on behalf of its Members. It can do this because its Members grant it a mandate to do so.

This mandate covers those rights that:



cannot be exercised on an individual basis, or



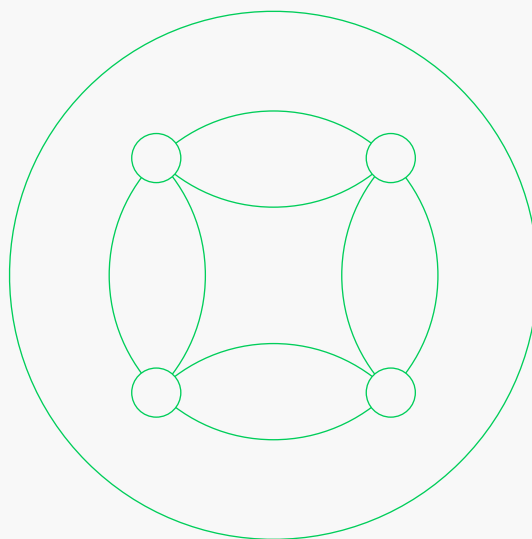
are most appropriately dealt with on a collective basis, or



the law stipulates must be administered collectively.

See Appendix 2 for Article 7 (c), (d) and (e) covering the mandate.

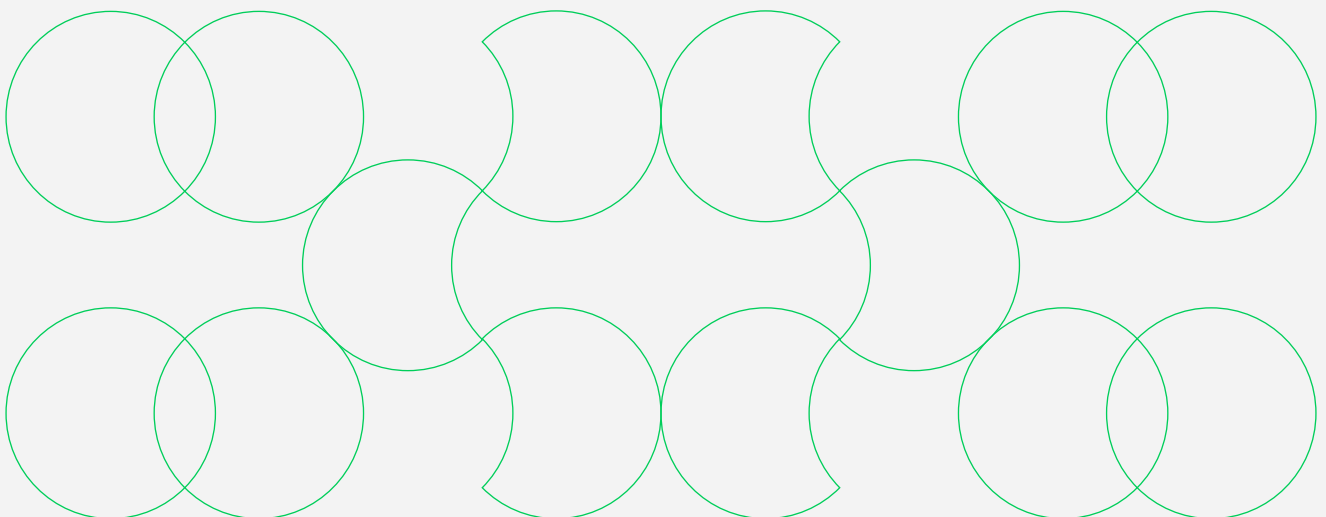
Further information about the current Board of Directors, Senior Leadership Team or the work of ALCS can be found on our website alcs.co.uk



THE ALCS BOARD

The Board meets four times a year plus one Board strategy day. Directors may from time to time be asked to vote on specific issues online, which will be communicated by the Chair or the CEO.

As in any company, Directors' duties include a fiduciary duty to the Company and a duty of care to its employees. These, and other mandatory duties, are explained in the Code of Practice for Directors. Substantive agenda items may be requested by individual Directors in advance of Board meetings by contacting the Chair. It is at the discretion of the Chair as to whether these are included on the agenda. Other ad-hoc issues may be raised under 'any other business'.



Directors' Remuneration

The current fee structure operates as follows:



For carrying out all duties of a Board Director, including any committee work and attending Board development sessions, a fee of £11,346 will be paid gross per annum.



All retainer payments are made monthly in arrears via PAYE.



ALCS also pays travel expenses and accommodation where overnight stay is necessary. Receipts must be retained for all claims over £5.00.

ALCS Board Committees

The achievement of the strategic objectives set by the Board is assisted by a number of standing committees which report to the Board.

Finance and Audit Committee

Nominations and Governance Committee

People and Remuneration Committee

Questions about committee times and procedures should be addressed to Jacqui Dalton.

Questions or comments about the work of a committee should, in the first instance, be addressed to its Chair.

The Board's work may also be supplemented, when necessary, by Working Parties with agreed remits, appointed by the Board and, in exceptional circumstances, by the Chair.

Board Committee Members and Chairs are recommended annually by the Nominations and Governance Committee, usually for approval at the January Board meeting, and Members are invited to serve on the basis of their interest, availability and suitability. In the interest of transparency and of broadening the group knowledge of the Company and its procedures, 'floating' Directors attend committee meetings on a rotating basis. All new Directors are invited to attend as an observer at one each of the committee meetings as part of their induction programme.

Code of Practice for ALCS Directors

1 Introduction

This sets out the Code of Practice for members of the Board of Directors ('Directors') of the Authors' Licensing & Collecting Society Limited ('ALCS') and is based on Guidance on Codes of Practice for Board Directors of the Arts Council of Great Britain.

2 Principles

2.1 ALCS and its Board aims to:

- (i) observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to stewardship of Members' funds and the management of the Company
- (ii) maximise value for money through ensuring that services are delivered in the most economical way, within available resources
- (iii) be accountable to Members and the wider writing community for the activities of the Company, the stewardship of funds and the extent to which key performance targets and objectives are met
- (iv) set the strategic aims of the Company, ensure that the necessary financial and human resources are in place for ALCS to meet its objectives and review management performance.

3 Role of the Chair

3.1 The Chair has particular responsibility for providing effective strategic leadership on matters such as:

- (i) formulating the ALCS Board's strategy for discharging its statutory duties

(ii) encouraging high standards of propriety, and promoting efficient and effective use of staff and other resources throughout the Company

(iii) ensuring that the ALCS Board, in reaching decisions, takes proper guidance

(iv) representing the views of ALCS to other organisations and the general public

(v) promoting, with the Chief Executive Officer (CEO), the welfare of staff

(vi) ensuring quality in service delivery and work

(vii) ensuring equality in employment opportunities

(viii) providing an assessment of performance of individual Directors. This process should be formal, rigorous and transparent.

3.2 Communication between the Board and the Executive (the CEO, ALCS senior managers and all staff) will normally be through the Chair except where the Board or Chair has agreed that an individual Director should act on its behalf. Communication between a Committee and the Executive will normally be through the Chair of that Committee or, in exceptional circumstances, through the Chair of the Board.

3.3 The point of contact between the ALCS Board and the Executive on day-to-day matters will be the CEO, assisted by senior colleagues as appropriate.

Code of Practice for ALCS Directors

3.4 The Chair (together with the CEO and the senior staff) ensures that all Directors, when taking up office, are fully briefed on the terms of their appointment, and on their rights, duties and responsibilities. As well as the Code of Practice, they will be given copies of other relevant background material including:

— the ALCS Memorandum and Articles of Association

— the latest strategic and business plans

— the latest annual report and accounts

— other relevant corporate policy documents.

3.5 New Directors will be required to attend an induction by the Company related to their new responsibility.

3.6 The Chair will ensure that the Board meets at regular intervals throughout the year, and that minutes of the meetings accurately record decisions taken and, where appropriate, the view of individual Directors.

4 Corporate Responsibilities of Directors

4.1 Directors have corporate responsibility for ensuring that the Company complies with any statutory or administrative requirements for use of funds. Other responsibilities include:

(i) ensuring that high standards of corporate governance are observed at all times

(ii) establishing the overall strategic direction of the Company within the policy and resources framework agreed with the Executive

(iii) overseeing the delivery of planned results by monitoring performance against strategic objectives and targets

(iv) ensuring that ALCS operates within the limits of its Articles of Association and in accordance with any other conditions relating to the use of Members' funds

(v) proactively tackling issues of equality of opportunity and promoting cultural diversity in ALCS's work

(vi) implementing the Code of Practice for ALCS Directors

(vii) ensuring the Company adheres to the standards set by its Code of Conduct.

5 Strategic Planning and Control

One of the main tasks of the Board is the approval of the ALCS strategic and business plans. These plans set out the policy and resources for the Board and define its key strategic objectives and targets. They should normally cover areas such as the Company's financial performance, the efficiency and effectiveness of its operations, and the quality of the services it provides. The Board also approves, and thereafter monitors, the annual budget.

6 Delegation

6.1 The Board has a non-executive role in the running of the Company. This includes issues of corporate strategy, key strategic objectives and targets.

Code of Practice for ALCS Directors

6.2 Responsibility for day-to-day management matters rests with the CEO and the senior leadership team.

7 Responsibilities of Directors

7.1 Individual Directors should be aware of their wider responsibilities. Directors must:

- (i) undertake on appointment to comply at all times with the Code of Practice for ALCS Directors that has been adopted by ALCS and with the rules relating to the use of Members' funds
- (ii) act in good faith and in the best interests of the Company
- (iii) not bring the Company, its Board, its Executive or its sister organisations into disrepute or jeopardise sensitive negotiations
- (iv) not discuss Company business except in fora agreed by the Board
- (v) observe and comply with the ALCS Policy on Conflicts of Interest
- (vi) in the event of a conflict of interest arising or being identified, at the request of the Board, absent themselves from any meeting as per the Conflicts of Interest Policy
- (vii) not misuse information gained in the course of their service for personal gain or for political purposes, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other companies

(viii) not use or disclose to any person any confidential information other than for the proper performance of their duties or as directed by the Board or, in exceptional circumstances, the Chair or CEO

(ix) be aware that all communications relating to the business of the Company, including email, may be subject to formal scrutiny. If Directors fail to perform the required duties to the standards expected, they may be removed from office under the powers granted by Article 43 of the Company's Articles of Association or through the processes described by ss. 168 and 169 of the Companies Act (2006).

8 Personal Liability of Board Directors

8.1 Legal proceedings initiated by a third party against ALCS would be likely to be brought against the Board as a whole. However, in exceptional circumstances, proceedings (civil, or in certain cases, criminal) might be brought against individual Directors. For example, Directors might be personally liable if they made a fraudulent or negligent statement, which resulted in a loss to a third party. Directors who misuse information gained by virtue of their position could be liable for breach of confidence under common law or be held to have committed a criminal offence under insider dealing legislation.

8.2 Directors who need further advice should consult with the ALCS legal advisers.

Code of Practice for ALCS Directors

9 Accountability for Members' Funds

- 9.1 Directors have a duty to ensure the safeguarding of funds — which for this purpose should be taken to include all forms of receipts from fees, charges and other sources — and the proper custody of assets. They must take appropriate measures to ensure that the Board at all times conducts its operations as economically, efficiently and effectively as possible.

10 Annual Report and Accounts

- 10.1 As part of its responsibilities for the stewardship of Members' funds, the Board must ensure that it includes a full statement of the use of such resources in its Annual Report and Accounts.
- 10.2 Subject to any existing statutory requirements, the Board must produce an Annual Report and Accounts as a single document and should give it appropriate publicity. It should normally contain a detailed summary of the annual accounts. A statement by the auditors should be included in the summary to confirm that it is consistent with the annual accounts. It should also state whether the report on the annual accounts was qualified and provide details if this was the case.
- 10.3 The Annual Report should provide a description of the Board's activities and state the extent to which agreed financial and other performance targets have been met, list the names of the serving Directors, the CEO and Company Secretary.

11 Role of the CEO

- 11.1 The CEO has responsibility, delegated by the Board, for the overall organisation, management and staffing of ALCS and for its procedures in financial and other matters, including conduct and discipline. Directors should support the CEO in undertaking this responsibility.
- 11.2 The CEO or Deputy CEO may act as Company Secretary for the organisation.

12 Finance and Audit Committee

- 12.1 The Board will maintain a Finance and Audit Committee as a committee of the Board. The Committee will consist of Directors and others and will be chaired by a Director (other than the Chair) or an Independent who will normally have experience of financial matters. The responsibilities of the Finance and Audit Committee will overlap with those of the accounting officer. The CEO will normally attend all meetings of the Finance and Audit Committee.

13 ALCS as an Employer

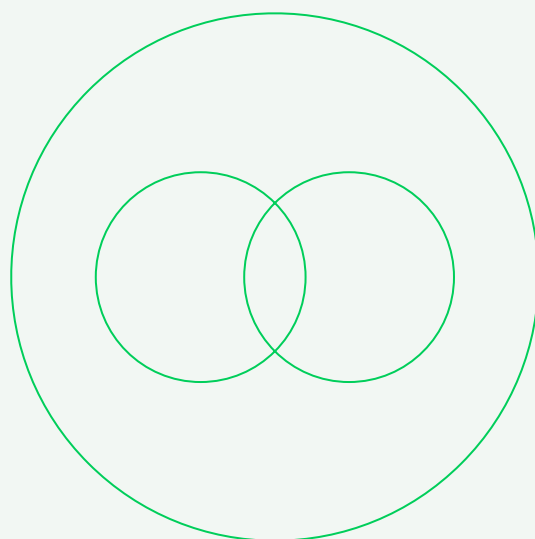
- 13.1 The Board will ensure:
- (i) that the Company complies with all relevant legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by such bodies. All staff should be familiar with the Company's aims and objectives
 - (ii) that the Company adopts management practices that use resources in the most economical, efficient and effective manner

Code of Practice for ALCS Directors

(iii) that its rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff. In filling Board and senior staff appointments, the Board should satisfy itself that an adequate field of qualified candidates is considered

(iv) that its staff, and Directors have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.

13.2 The Board is responsible for monitoring the performance of the CEO. Where and when appropriate, performance-related pay for the CEO will be considered by the Board's People and Remuneration Committee which will ensure it has access to the information and advice required to make the necessary judgements.



Code of Conduct for Board Members

Purpose

To set out principles and standards of the appropriate conduct and integrity expected of Board members.

To inform all stakeholders of this Code so as to enhance and maintain the trust of the Members, partners and public in the governance of ALCS.

The Board of Directors is committed to working in a collective manner and making decisions in the best interests of the membership, staff and stakeholders ALCS serves.

To meet these objectives as a Board member, I agree to adhere to the following:

General Duties

I will support the Company's purpose, vision and values and our strategic goals, prioritising what matters to our Members, using any skills or knowledge I have and seeking expert advice where appropriate.

I will uphold the reputation of the organisation and in my professional and personal conduct, both in public and on virtual platforms, such as social media, act in a manner which is consistent with the values of the organisation.

I will endeavour to represent the broader interests of our Members and stakeholders.

I will respect organisational, Board and individual confidentiality, including any data protection requirements such as GDPR, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.

I will act within the ALCS Articles of Association and the law and abide by the policies and procedures of the Company. This includes having knowledge of the contents of the Articles and other relevant policies and procedures.

I will seek to balance my contribution to the Board and organisation as an advisor and as a learner.

I will develop and maintain a sound and up-to-date knowledge of the Company and its environment. This will include an understanding of how ALCS operates, the social, political and economic environment in which it operates and the nature and extent of its work.

I will not engage in bullying, harassment or discrimination of any kind (Refer to Equity, Diversity and Inclusion Policy).

I will use the Company's resources responsibly, and when claiming expenses will do so in line with ALCS's Expenses Policy.

Managing Interests and Conflicts of Interest

I will act in the best interests of ALCS as a whole and not as a representative of any group — considering what is best for the Company and its present and future Members. I will avoid bringing ALCS into disrepute.

I will observe and comply with the ALCS Policy on Conflicts of Interest.

Code of Conduct for Board Members

Responsibilities

I will attend all appropriate meetings and other appointments at the Company either online or in person (as appropriate) or give apologies.

I will prepare fully for all meetings for the Company. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.

I will refrain from trying to influence other Board members outside of Board meetings in a way that might create factions or limit free and open discussion.

I will offer an opposing but constructive voice on items under discussion where I do not agree with the majority opinion, offer alternative points of view as options to be considered and invite others to do so too.

I will balance my efforts to understand other Board members and to make myself understood on critical and important matters.

I will support a Board decision even if my own view is a minority one.

I will make available to, and share with, fellow Directors any information as may be appropriate to ensure the proper conduct and seamless operation of the organisation.

I will not disclose or discuss differences of opinion on the Board with those who are not on the Board. The Board should communicate externally with "one voice" and I will support the collective narrative.

I will support the principle of Board collective responsibility.

I will respect and safeguard the confidentiality of all Board information.

Behaviours

I will be honest and fair with others and true to myself.

I will act in a professional and courteous manner and treat others with dignity and respect.

I will seek to be accountable for my actions as a Non-Executive Director of the Company and will submit myself to whatever scrutiny is appropriate.

I accept my responsibility to ensure that the Company is well run and will raise issues and questions in an open and respectful way to ensure that this is the case.

Relations with Others

I will refrain from giving directions, as an individual Non-Executive Directors (NEDs), to the CEO or any member of staff.

As a Non-Executive Director I will refrain from investigating or discussing the CEO's performance with staff members or stakeholders without Board authorisation.

I will endeavour to work considerately and respectfully with everyone at ALCS. I will respect diversity, different roles and boundaries, and consider the impact on others in everything I say and do.

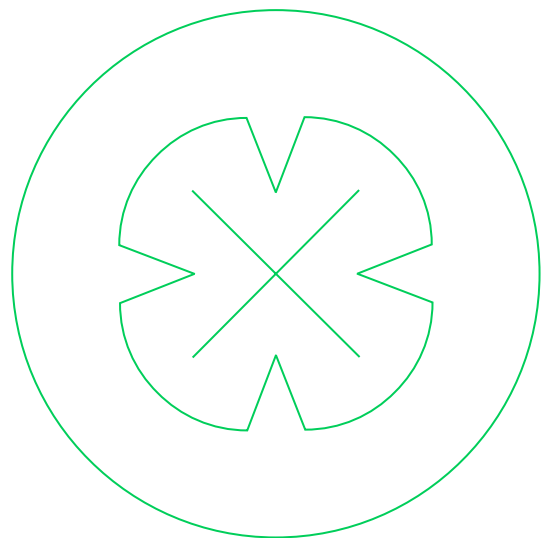
Code of Conduct for Board Members

I recognise that the roles of Non-Executive Directors, Senior Leadership Team and staff of ALCS are different, and I will seek to understand and respect the differences between these roles.

When making any public comments about the Company, I will be an advocate for the organisation and its mission in both my personal and professional networks.

Resigning from the Board

If I wish to cease being a Non-Executive Director of ALCS at any time, I will inform the Chair in writing, stating my reasons for leaving. The Chair will inform the rest of the Board.



Process Leading to Removal of a Non-Executive Director (NED)

In this part of the document, actions allocated to the Chair will be performed by the Deputy Chair in the event that the Chair is unavailable or conflicted.

Removing a Non-Executive Director requires the Board to reach a vote of no confidence and involves a thorough approach to ensure fairness. All Non-Executive Directors must observe and comply with the procedures set out in this Code and the Articles of Association regarding the removal. ALCS and the Non-Executive Directors in question both have the right to seek legal advice regarding the removal.

Corrective Actions Prior to Removal

ALCS recognises that as a general rule, corrective action is the best way to deal with the shortcomings of a Non-Executive Director. A Non-Executive Director should only be removed in exceptional situations.

Before pursuing removal, the Chair should propose corrective actions to the Non-Executive Director in question.

At any stage of this procedure, the Non-Executive Director in question has the right to resign voluntarily from their role. It should be noted that resignation is the least disruptive way to let a Non-Executive Director go. If at the conclusion of the process described below the Non-Executive Director refuses to resign, the Board should act to remove them.

Any request to remove a Non-Executive Director should be submitted in writing to the Chair of the ALCS Board.

Grounds for Removal

The following circumstances may warrant the removal:

- Conflict of interest: When a Non-Executive Director's interests conflict with the organisation's best interests, it can undermine the Board's integrity. Please refer to the ALCS Policy on Conflicts of Interest for more details.
- Breach of fiduciary duty: Non-Executive Directors have the duty to act in the best interests of ALCS.
- Non-participation: Non-Executive Directors should actively participate in Board meetings and contribute to the organisation's mission. The current Articles refer to unauthorised absence from 3 consecutive Board meetings as grounds for dismissal.
- Violation of general duties or policies: If a Non-Executive Director consistently violates the organisation's general duties or policies, the Board may seek their removal from the Board.
- Illegal activities: Engaging in illegal activities or other behaviours noted above may tarnish the organisation's reputation and necessitate removal.

Any breach regarding conflict of interest should be dealt with via the ALCS Policy on Conflicts of Interest.

Process Leading to Removal of a Non-Executive Director (NED)

Evidence Gathering and Documentation on Reasons for Removal

The ALCS Board delegates power to the Nomination and Governance Committee to collate evidence substantiating allegations or concerns regarding the Non-Executive Director's actions or behaviours. Evidence can include documents like financial records, meeting minutes, electronic evidence such as emails or social media posts, or witness statements.

The purpose of effective documentation is to demonstrate the decision to remove is grounded on facts and due process, reducing the risk of disputes or legal repercussions.

The Company Secretary will serve as the Secretary to the Nomination and Governance Committee to support the collation of evidence. The Non-Executive Director in question will have the opportunity to provide a statement and evidence.

The evidence-gathering process should be conducted in a timely manner and should not normally exceed 30 working days. Any request to exceed the normal 30 working days should be provided with a reason and considered and approved by the Chair of the ALCS Board. The reason will be shared with the Board and all parties involved.

After the collation of evidence is complete, the Nomination and Governance Committee will submit the documentation to the Chair of the ALCS Board and recommend to the Chair whether the Board should proceed with the removal process.

Notifying the Non-Executive Director

The Chair of ALCS will consider the recommendation from the Nomination and Governance Committee and the documentation relating to the proposed removal.

In consultation with the CEO, the Chair has the power to ask the Nomination and Governance Committee to undertake further evidence-gathering or to reconsider its recommendation.

If the Chair approves the Nomination and Governance Committee's recommendation to proceed with the removal, the Company Secretary will notify the Non-Executive Director in question. The notification will be communicated in writing.

This notification is a formal acknowledgment of the concerns and an indication of ALCS's intent to proceed with their removal.

Calling a Board Meeting for the Proposed Removal

The Chair will call a Board meeting to discuss and potentially effect the proposed removal.

The Non-Executive Director in question may submit a written statement in advance of the Board meeting.

The Company Secretary will circulate the documentation including evidence and reason for removal or any additional statement by the Non-Executive Director in question to all Board members at least seven calendar days before the meeting.

Process Leading to Removal of a Non-Executive Director (NED)

The Chair should start the meeting with a summary from the Company Secretary, followed by a statement or questions from the Non-Executive Director in question. The Chair will facilitate an open discussion where Non-Executive Directors can express their views, ask questions, and seek clarification. The meeting aims to encourage a constructive dialogue that explores all perspectives. After this, the Chair should ask the Non-Executive Director in question to leave the meeting to enable the rest of the Board to discuss the matter and take a vote.

Vote on the Removal

After a comprehensive discussion of the concerns, the Chair can invite the Board to formally vote on removing the Non-Executive Director in question.

If a 75% majority of the members of the Board vote for the motion for removal, the Non-Executive Director in question will be given notice of the decision in accordance with the Articles of Association.

Regardless of the outcome, all Board members should maintain a respectful and professional atmosphere during and after the vote.

After the discussion by the Board, the Chair will ask the Non-Executive Director in question to return to the meeting to hear the Board's decision.

The Powers of the Board

The Board holds the following powers regarding the removal of a Non-Executive Director:

- Note the issue in the minutes and take no action.
- Advise the individual in writing that there has been a breach of the Code of Conduct, but that no further action will be taken. The Board may require the individual to undertake a plan of corrective actions and state that a further breach could lead to removal.
- Ask for the individual's resignation.
- Dismiss the Non-Executive Director in accordance with the Company's Articles of Association and Company Law.

Meeting Minutes

Minutes of the Board meeting will be produced.

After the Removal

Although removing a Non-Executive Director is a difficult procedure, there are times when it is necessary. After the removal, the Chair should hold a debriefing with the remaining Non-Executive Directors to discuss how possible policy changes, amendments to the Code of Conduct, or training can prevent this from happening again.

ALCS Personal Data and Privacy Policy for Directors

ALCS Use of Personal Data

ALCS collects and processes the personal data of its Directors and is committed to maintaining the appropriate confidentiality, integrity and security of such personal data by complying with both its legal and ethical obligations in respect of data protection and privacy. Personal data is any information relating to an identifiable living individual. Data protection law requires that any personal data that ALCS holds about you is:

- used fairly, lawfully, and transparently
- collected for specified, legitimate purposes and not used further in ways that are incompatible with those purposes
- relevant and limited to what is necessary for the above purposes
- accurate and kept up to date
- not kept for longer than is necessary for the above purposes
- held securely

The use of your personal data, as described in this policy, is necessary for the following reasons and in the following situations:

- To enable ALCS to enter into and perform its obligations under your contract of service such as contacting you and administering your pay.
- To enable ALCS to adhere to relevant legal obligations: such as accounting and auditing, reporting to HMRC; dealing with health and safety matters, legal disputes and requests from law enforcement entities and regulators; ensuring compliance with accessibility requirements.

— To enable ALCS to pursue its legitimate interests (or those of third parties) where your interests and rights do not override those legitimate interests.

— In limited circumstances to protect your or someone else's vital interests or in the public interest: such as using contact information supplied by you in case of emergencies or for equal opportunities monitoring and reporting.

Some of the above reasons will overlap and there may be several reasons for using your personal data in the situations described.

ALCS is required by law to apply higher safeguards if using special categories of personal data about you. ALCS only uses such information in the following circumstances:

— If it is necessary in the public interest.

— In very limited cases with your explicit written consent (which you are free to withhold or withdraw and will not be a required condition of your employment); or when needed in relation to legal claims; or where it is needed to protect your or someone else's vital interests when you are not capable of giving your consent; or where you have already made the information public.

When commencing your term as an ALCS Director, you are required to provide the following information: name, age, gender, address, contact details, National Insurance number, tax code and banking details.

If you do not provide certain information when asked, ALCS may be prevented from fulfilling its contract with you

ALCS Personal Data and Privacy Policy for Directors

or adhering to its legal obligations. ALCS will use your information for the above purposes or for purposes that ALCS reasonably considers are compatible with them. ALCS will notify you and explain its reasons if it uses your information for any unrelated purposes except as otherwise required or permitted by law. For more information as to the situations and reasons for use and how each category of your personal data applies to the above, please contact the HR Department. You have the right to request access to any of your personal data held by ALCS that is not directly accessible by you — see the section on your data protection rights below.

ALCS databases and the network they are hosted on are subject to levels of security that adhere to relevant industry standards. Further operational details and policies concerning the processing of personal data within these databases will be made available to you on submitting a request to the HR Department.

In the event of any changes to your personal data, it is your responsibility to keep these records up to date by reporting this to the HR Department.

ALCS may share your information with third parties when this is required by law or regulation or ALCS has other legitimate reasons for doing so. ALCS will provide your information to our nominated payroll providers and HMRC, with regard to your fees as Director.

In the unlikely event of a breach of any database in which your personal data is being stored, ALCS will inform you of the details as soon as possible and explain the steps being taken to remedy the situation.

Other than in pursuance of a statutory or other legal requirement including audit and reporting requirements, ALCS will only store your personal data for so long as is necessary for the purposes ALCS have collected it for, which in many cases will be for the term of your directorship.

Your Rights

You have certain rights in respect of your personal data, including:

- 1 Right to information and access**
You have the right to request further information about the use of and access to the personal data that ALCS holds about you. Where technically feasible, ALCS will also meet your request to transfer certain data you provided to a new employer or other party.
- 2 Rectification, erasure and restriction**
You have the right to ask ALCS to limit or cease using or erase information that ALCS holds about you in certain circumstances. In responding to such requests, ALCS will explain to you the impact of such restrictions or deletions.

If you have any queries or issues regarding the processing of your personal data by ALCS, the Data Protection Contact is the ALCS Chief Executive, Barbara Hayes, who can be contacted by post at ALCS Ltd, 6th Floor, International House, 1 St Katharine's Way, London, E1W 1UN, or via email at Data@alcs.co.uk

You have the right to lodge a complaint against ALCS regarding data processing with the Information Commissioner's Office, Wycliffe House, Water Lane, Wilmslow, Cheshire, SK9 5AF; Tel: 0303 123 1113 (local rate) or 01625 545745; ico.org.uk/global/contact-us/.

ALCS Social Networking Policy for Non-Executive Directors

What this Policy Covers

Social networks enable easy communication and relationship building. While ALCS considers the widespread use of social networking applications an effective and useful method for communication in the appropriate context, the following guidelines are in place to protect the organisation and to offer guidance to Non-Executive Directors on what to do if a difficult situation arises on social media.

Purpose

This social networking policy has the following purpose:

- to help protect ALCS against potential liability
- to give Non-Executive Directors clear guidance on what can and cannot be said about ALCS
- to help Non-Executive Directors separate their professional and personal communication
- to comply with the law on discrimination, data protection and protecting the health of staff

Policy

ALCS will not tolerate Directors using social networking sites for unofficial or inappropriate uses, specifically:

- no defamatory comments about ALCS should be made on such sites at any time
- any ALCS related accounts or accounts that mention your position at ALCS should contain a disclaimer that the views expressed on it are personal views of the author only

— you should not at any time express opinions on such sites which purport to be the opinion of ALCS, nor comments representing your own views on ALCS

— you should not at any time make comments on such sites which bring ALCS into disrepute

— you should not reveal confidential company information or information on Members

— you should not at any time make comments on such sites which amount to bullying, harassment or any other detriment towards staff/members/partners or any other individual

— Always respect copyright. Please ensure that anything you share, you have permission to do so

The term "use" includes accessing social media by means of PC, mobile phone or by any other device.

ALCS Matters

There will be times when Non-Executive Directors will be asked to share ALCS content, messaging and campaigns. Should any challenging conversations on social media arise as a result of this, please refer to the procedure below and get in touch with the Communications team.

Board Elections

It is appropriate for Non-Executive Directors to share details on their social media channels of general information around ALCS Board elections such as key dates and reminding Members to vote. Encouraging other writers to put themselves forward for election is appropriate but should be done

ALCS Social Networking Policy for Non-Executive Directors

in a general way, i.e. publicly tweet that the process is open rather than directly mentioning specific people that should put themselves forward.

ALCS and its Non-Executive Directors must remain impartial during any nominations or elections to the Board. This includes no promoting of individual candidates (other than themselves if they are re-standing for election) by reposting nomination bids or election statements or any action online that could be counted as endorsement.

As with other challenging situations on social media, approach each on a case-by-case basis and get in touch with the relevant members of the Communications team if you need clarity or feel unsure of what action to take.

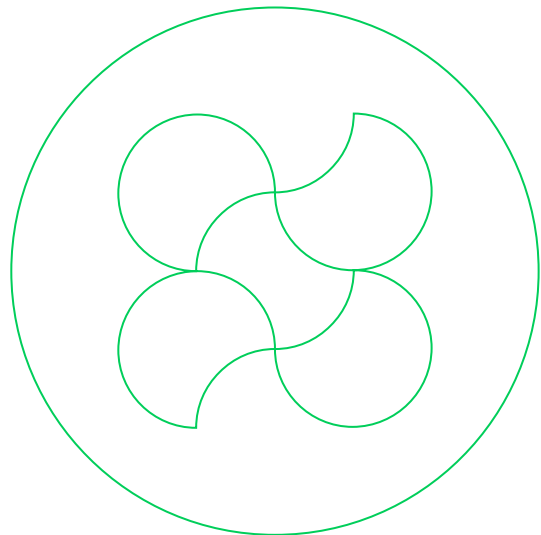
Procedure

In the event of ALCS matters being brought to you on social media that you are not comfortable answering or feel unsure about, please immediately pass all enquiries and comments onto the Social Media Manager before responding. If the Social Media Manager is out of the office, please contact the Head of Communications. The team will advise you on how to respond.

If such an event happens over the course of a weekend or holiday, please wait until the team is back in the office — don't feel like you must reply to anything before you're ready to.

<h2>Appendix 1</h2>	<p>Republic of Ireland, howsoever such rights may be described in those laws, the following categories:</p>
<h3>Statutory Regulation of Collecting Societies (UK)</h3> <p>As a private company, ALCS is bound by the rules applicable to such entities found in company law. Otherwise, the main legislative provisions dealing with collecting societies are found in Chapter VII of the Copyright Designs and Patents Act (1988) and The Collective Management of Copyright (EU Directive) Regulations (2016), the terms of which have been incorporated into the ALCS governance and operating protocols.</p>	<ul style="list-style-type: none"> (i) the lending right; (ii) the reproduction right in each work; (iii) the private copying right; (iv) the right to communicate the work to the public by any means of re-transmission or rebroadcasting of the work as a simultaneous and unaltered relay of the original transmission. (v) the off-air recording right; (vi) the right to perform the work in public by means of apparatus for receiving visual images or sounds conveyed by electronic means; (vii) the right to communicate the work to the public by means of the satellite broadcasts of the programme services of the BBC Worldwide and others including the terrestrial retransmission thereof;
<h2>Appendix 2</h2>	<ul style="list-style-type: none"> (viii) the right to communicate the work to the public by electronic transmission, capable of or amenable to collective administration; (ix) the rental right; (x) the performing right; (xi) the computational analysis right; and (xii) caching, hosting or storing the work in electronic form in support of the above.
<p>The following is taken from the Articles of Association of ALCS and sets out the extent of the mandate granted by Members of ALCS.</p> <p>ARTICLE 7 (c), (d) and (e):</p> <p>(c) Subject to paragraph (d) of this Article 7 the categories of rights in each work of a Member to be administered by the Company on behalf of that Member are, in respect of the United Kingdom and the Republic of Ireland and also in respect of countries outside the United Kingdom or the Republic of Ireland (hereinafter referred to as 'overseas countries') to the extent such rights subsist under the laws of the overseas countries and which correspond to the rights administered for the United Kingdom and the</p>	<ul style="list-style-type: none"> (d) The members in General Meeting may by special resolution decide that the Company shall administer other categories of rights in addition to those mentioned in paragraph (c) of this Article 7: provided that, subject to paragraph (e) of this Article 7, such a resolution shall not have effect in relation to a person who is a Member when the resolution is passed if, within thirty days from the date of the resolution, the Member serves on the Secretary written notice that he/she does not wish the resolution to apply to the rights in his/her works.

- (e) Pending the assignment of rights to the Company pursuant to paragraph (a) of this Article 7 and in so far as such assignment may not extend to each of the categories of rights administered on his/her behalf by the Company pursuant to this Article 7, every Member by virtue of his/her admission to membership of the Company grants to the Company for and during the period of his/her membership, subject to the provisions of Articles 9 and 10, in his/her name or in that of the Company the power and authority:
- (i) to authorise or permit or forbid the exercise of the rights to be administered by the Company on behalf of that Member;
 - (ii) to grant licences on his/her behalf for the exercise of such rights;
 - (iii) to collect fees, subscriptions or monies whether for the authorised use of any of the Member's works, or by way of damages or compensation for the unauthorised use of such works;
 - (iv) to institute and prosecute proceedings against all persons infringing the said rights and if the Company in its discretion thinks fit to defend or oppose any proceedings taken against any Member in respect of such rights and to compound, compromise, refer to arbitration or submit to judgement in any such proceedings, and generally to represent the Member in all matters concerning the said rights;
 - (v) to protect generally the said rights in the Member's works.



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