



Retail Code of Practice

[Draft for consultation]

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Section 1: Introduction

- 1.1 This Retail Code of Practice (this Code) sets out the principles and behaviours that apply to Great British Railways (GBR), recognising its integrated roles as an online retailer, its responsibility for the overall rail customer offer, and as the provider of online retail market-wide management functions in Great Britain.
- 1.2 The purpose of this Code is to support a fair, transparent and effective online retail market that delivers good outcomes for passengers and taxpayers and provides clarity and confidence to retailers. In doing so, this Code establishes principles and behaviours GBR must follow to ensure that it supports fair and open market conditions.
- 1.3 This Code applies to GBR, with GBR's compliance with this Code to be secured through its licence. The Office of Rail and Road (ORR) will use this Code to support good outcomes and reduce the risk of harm and to inform its monitoring, compliance and licence enforcement activities.
- 1.4 ORR may at its discretion review the arrangements which GBR puts in place for compliance with the requirements of this Code.
- 1.5 In interpreting this Code, ORR will have regard to its purpose, principles and the circumstances of the matter in question. The principles set out in Section 4 guide the interpretation of this Code, but do not limit the application of the specific obligations set out in subsequent sections.

Section 2: Scope of this Code

Purpose: To define the parties, functions and activities to which this Code applies, the matters that are outside its scope, and its relationship with other legal and regulatory requirements.

Application of this Code

- 2.1 The [Railways Bill] provides for GBR's compliance with this Code to be secured through its licence. This Code therefore imposes requirements on GBR only and does not impose direct obligations on non-GBR online retailers. For the avoidance of doubt, references to online non-GBR retailers in this Code do not create binding obligations on those parties.
- 2.2 This Code operates ex-ante and ex-post to manage issues arising out of non-compliance with this Code. It is intended to support GBR in discharging its market-wide online retail functions in an impartial manner.
- 2.3 In situations where decisions are required, either by GBR in its application of this Code or by ORR in judging GBR's compliance with this Code, those decisions will be considered to be "reasoned" if they are guided by the principles outlined in Section 4.

Activities within scope

- 2.4 GBR retails online, manages access to the online retail market and controls the products and services which other online retailers can offer. This Code is designed to provide a framework of principles and requirements to support GBR in discharging these functions in an impartial manner.
- 2.5 The following categories of GBR activity and related functions are covered by this Code:
 - (a) access to and management of products, services, systems and data managed by GBR; and
 - (b) policies and procedures that GBR puts in place to manage its conflict of interest as a retailer and provider of online retail market-wide management functions.

Industry arrangements relevant to this Code

- 2.6 This Code operates alongside:
 - detailed technical security standards and operational controls governed by other industry agreements;
 - retail arrangements governed by separate schemes or frameworks; and
 - retail licences.

Relationship with other obligations

- 2.7 This Code does not replace or limit the application of legislation, competition law or other regulatory requirements.

- 2.8 ORR and its use of this Code will not alter or replace the contractual relationship between Third Party Retailers and GBR under their retail licences, but the principles and terms of this Code do apply to how GBR conducts those activities.
- 2.9 This Code is separate from, and does not overlap with, any obligations GBR may have in its licence with respect to supporting seamless passenger travel through the provision of systems and processes.

Review and change of this Code

- 2.10 Any review of this Code is initiated by ORR and may be initiated periodically or in response to changes in legislation, government policy or retail market conditions.
- 2.11 Changes to this Code must be approved by the Secretary of State.
- 2.12 This Code will be kept under review to ensure that it remains effective, proportionate and responsive to developments in legislation and market structure as well as innovation, technology and passenger behaviour. GBR may also propose amendments to this Code where changes to market arrangements, industry processes or retail licence obligations indicate that amendments may be appropriate. ORR may consider such proposals, together with any representations received from other stakeholders, in determining whether amendments to this Code are required.

Section 3: Defined terms

Purpose: To define key terms used throughout this Code to ensure clarity and consistency in their interpretation. In this Code, unless the context requires otherwise, the following terms have the meanings set out below:

- 3.1 **Access and participation arrangements:** the retail licensing, accreditation and related arrangements that govern whether, and on what terms, a retailer may enter and participate in the retail market.
- 3.2 **Accreditation:** the process by which a Ticket Issuing System is assessed as being compliant with all required standards for specific methods of retail. Accreditation requires that accurate information is provided to customers; that tickets can be sold, fulfilled and refunded correctly; and that revenue is accurately settled.
- 3.3 **Alternative dispute resolution:** a process for resolving disputes without recourse to formal regulatory or court proceedings, including mediation or other facilitated negotiation, undertaken in good faith to achieve a mutually acceptable outcome.
- 3.4 **Code compliance concern:** a concern that GBR may have acted inconsistently with a principle or requirement of this Code.
- 3.5 **Conflict of interest:** a situation in which GBR's interests or role as an online retailer conflict, or may reasonably be perceived to conflict, with the exercise of market-wide retail functions.
- 3.6 **Equivalence of treatment:** treatment that is comparable in substance and effect, having regard to the relevant circumstances, and which does not confer an undue advantage on GBR or any other retailer.
- 3.7 **Ethical barrier:** arrangements including governance, reporting lines, decision-making processes, and behavioural expectations designed to manage conflicts of interest, inappropriate influence, unauthorised disclosure or misuse of information between different functions, teams or activities within GBR.
- 3.8 **Licence enforcement:** licence enforcement by ORR under section 55 of the Railways Act 1993.
- 3.9 **Market-wide retail function(s):** any function(s) exercised by GBR that affects, or is capable of affecting, access to rail products, retail systems, data, standards, access and participation arrangements, or online market-wide retail processes.
- 3.10 **Market-sensitive information:** non-public information relating to market-wide online retail functions which, if disclosed or used inappropriately, could reasonably affect the fair and open operation of the retail market, including information that may influence market competitiveness or give an advantage to any retailer.
- 3.11 **Material decision:** a decision that has, or is reasonably capable of having, a material impact on one or more retailers, or on the operation of the retail

market, having regard to factors such as scale, duration, reversibility and the extent of the impact.

- 3.12 **Pay As You Go (PAYG):** a flexible way to travel using a contactless card, mobile device, or smartcard. With PAYG the passenger does not buy tickets online or at the station before travel. As long as the passenger touches in or out (or GPS location is captured through Digital PAYG) they will be charged the correct fare for their journey. This definition includes any price caps that are offered.
- 3.13 **Passenger-facing services:** services provided directly to passengers, other than the retailing of tickets, that deliver a benefit to them.
- 3.14 **Rail products:** such products as retailers have the right to retail under their retail licences and/or under the Ticketing and Settlement Agreement, as applicable.
- 3.15 **Retail activities:** GBR's online retail activities relating to the sale, fulfilment, amendment, refund and support of rail products through online retail channels.
- 3.16 **Retail licence:** a licence granted by GBR to a Third Party Retailer to sell rail products.
- 3.17 **Retail market:** the online market for selling rail products.
- 3.18 **Retailer:** any train operating company that is a party to the Ticketing and Settlement Agreement and retails rail products, or a Third Party Retailer.
- 3.19 **Retail systems:** systems, platforms, interfaces and related infrastructure used to support the retailing of rail products.
- 3.20 **Shared retail data:** data or information made available by GBR to retailers to support retail activity or the operation of market-wide retail functions.
- 3.21 **Third Party Retailer:** a company that is granted a licence to retail rail products on behalf of train operating companies who are a party to the Ticketing and Settlement Agreement, or who is acting as a sub-agent of a licensed retailer.
- 3.22 **Train Operating Company:** a company that holds a licence to run passenger train services, including GBR.

Section 4: Code principles

Purpose: To set out the principles that underpin this Code.

Application of the principles

- 4.1 The principles in this section guide the interpretation of this Code. For the avoidance of doubt, each of the principles is itself also a requirement of this Code.

Code principles

- 4.2 **Principle 1: Effective management of conflicts of interest.** GBR must identify, manage and mitigate actual and/or perceived conflicts of interest arising from its exercise of market-wide retail functions alongside its participation in retail activities, including through appropriate governance, organisational and operational arrangements.
- 4.3 **Principle 2: Fair, open and effective retail market.** GBR must exercise its market-wide retail functions in a manner that supports a fair and open retail market, taking into account its wider objectives. Decisions in relation to market-wide retail functions must be taken on a fair, objective basis and with due consideration of impacts on the online retail market and consumer confidence, and must not confer undue preference or advantage on GBR's retail activities or any retailer.
- 4.4 **Principle 3: Fair and transparent access to rail products, systems and data.** Access to rail products, systems, data and related services must be provided on fair, transparent and non-discriminatory terms, supporting equivalence of treatment across retailers unless differences are reasoned and proportionate.
- 4.5 **Principle 4: Robust information governance and safeguarding.** Information used in support of market-wide retail functions must be managed with appropriate standards of governance, confidentiality, security and access control, and must not be used to confer an undue commercial or competitive advantage on GBR.
- 4.6 **Principle 5: Commitment to proportionate active and reactive monitoring and compliance.** Arrangements must be in place for GBR to monitor compliance with this Code, identify risks or issues, and support proportionate and transparent compliance activity, including taking corrective action where appropriate.
- 4.7 **Principle 6: Proportionate and consultative approach to market-wide change.** Changes within GBR's market-wide retail functions must be developed and implemented in a reasonable, consultative and proportionate manner, and with due consideration of the impacts on the online retail market.

Section 5: Implementing this Code

Purpose: To ensure that GBR exercises its governance arrangements in a fair, objective and market-wide manner, and manages conflicts, takes decisions and implements changes that do not confer undue preference or advantage on GBR or any retailer, reflecting Code Principles 1, 2 and 6.

General requirements

- 5.1 GBR must establish and maintain governance, change management and decision-making arrangements for the exercise of market-wide retail functions, as well as records, monitoring and review processes.
- 5.2 GBR must ensure that decisions in relation to market-wide retail functions are taken:
 - (a) based on objective and transparent criteria;
 - (b) in a fair and impartial manner;
 - (c) with due regard to the impact on the whole retail market; and
 - (d) in a manner proportionate to the significance of the matter.
- 5.3 GBR must not act in a way that unduly favours GBR's retail activities or any other retailer.
- 5.4 GBR must ensure that its governance and decision-making arrangements are designed and operated to support compliance with this Code on a consistent basis.

Scope

- 5.5 Section 5 applies to decisions, processes and activities undertaken by GBR when exercising market-wide retail functions that may materially affect one or more retailers.

Governance

- 5.6 GBR must establish and maintain appropriate governance for the exercise of market-wide retail functions. GBR must ensure that its governance arrangements are designed and operated to support compliance with this Code.
- 5.7 GBR must establish and maintain effective governance arrangements to identify, manage and mitigate actual or perceived conflicts of interest arising specifically from the exercise of its market-wide retail functions and its participation in or control of retail activities.
- 5.8 GBR must ensure that:
 - (a) appropriate organisational, governance and operational controls, including ethical barriers and separation of decision-making where necessary, are in place to prevent inappropriate influence, conflicted decision-making, unauthorised disclosure or misuse of information; and

- (b) controls over access to commercially-sensitive or market-sensitive information are implemented and actively monitored.
- 5.9 GBR must not use information obtained through its market-wide retail functions in a manner that confers an undue competitive advantage on any retailer. GBR must have governance and procedures in place to prevent this.

Decision making

- 5.10 GBR must establish and maintain clear decision-making responsibilities, and escalation routes for matters within the scope of Section 5.
- 5.11 GBR must ensure that decisions with potential market-wide effects are subject to a level of governance and scrutiny proportionate to their likely impact.
- 5.12 GBR, when making decisions which may materially affect retailers, must be able to demonstrate that it has taken due account of:
- (a) the impact on affected retailers or categories of retailer;
 - (b) the impact of decisions on market entry, participation, competition or innovation;
 - (c) any actual or perceived conflict of interest arising from GBR's role in the retail market; and
 - (d) its wider objectives, business plan and the impacts on passengers and taxpayers.

Change management and engagement

- 5.13 Where a decision is likely to materially affect non-GBR retailers, GBR must put in place proportionate arrangements for obtaining and considering the views of affected retailers.
- 5.14 Before taking a decision, GBR must seek to ensure that affected retailers are:
- (a) provided with sufficient information to enable them to provide informed and timely views; and
 - (b) given an appropriate opportunity to provide such views where reasonably practicable.
- 5.15 GBR must consider any representations received before taking a decision and must be able to demonstrate how those representations, and the impacts on affected retailers, have been considered. GBR is not required to secure consensus.
- 5.16 Where timely engagement is not reasonably practicable due to urgency, confidentiality, security or legal constraints, GBR must record the reasons and should consider whether to undertake subsequent engagement when practicable, in order to determine the impacts on non-GBR retailers.

Records, monitoring and review

- 5.17 GBR must keep appropriate records of material decisions within the scope of Section 5, including how it has taken due account of the matters set out in section 5.12, the decision criteria applied, evidence considered, representations

received, alternatives or mitigations assessed, any conflict of interest assessment, and the reasons for the decision.

- 5.18 Records must be sufficient to enable ORR to understand the basis, process and rationale for the decision.
- 5.19 GBR must maintain arrangements for monitoring compliance with Section 5 and identifying governance or decision-making risks.
- 5.20 GBR must periodically review its governance and decision-making arrangements and take appropriate corrective action where material weaknesses are identified.
- 5.21 ORR may at its discretion review GBR's governance and decision-making arrangements covered within Section 5 for compliance with the requirements of this Code.

Section 6: Market access to rail products, systems and data

Purpose: To ensure that GBR administers retail licensing and accreditation, rail products, retail systems, data, and access and participation arrangements in a way that supports a fair and open retail market, reflecting Code Principles 2 and 3.

General requirements

- 6.1 GBR must ensure that retail licensing, accreditation, product access, data and system access arrangements are operated in a manner that is fair and open.
- 6.2 GBR must not operate such arrangements in a manner that confers an undue competitive advantage on GBR or any retailer.
- 6.3 Where decisions relating to retail licensing, accreditation, product access, data access or system access arrangements have potential market-wide effects, GBR must apply the governance and decision-making requirements set out in Section 5.

Scope

- 6.4 Section 6 applies to products, data, and passenger-facing services and systems to which GBR controls access.

Market access

- 6.5 GBR must ensure that retail licence issuing, accreditation and participation requirements are clearly defined, reasoned and applied consistently.
- 6.6 GBR must ensure that the process and fees for applying for, obtaining and maintaining any retail licence, accreditation or other permission to participate in the retail market is published and made available to prospective and existing retailers.
- 6.7 GBR must ensure that the process for applying for, obtaining and maintaining a retail licence, accreditation or other retailer authorisation is transparent as to:
 - (a) the information required from applicants and any associated costs of applying, as well as any ongoing costs associated with participation;
 - (b) the criteria to be applied;
 - (c) the points at which GBR will make decisions or request further information; and
 - (d) the indicative timing of key stages, the expected duration of the process, and when a final outcome will be reached.
- 6.8 GBR must adhere to the process referred to in paragraphs 6.5, 6.6 and 6.7 unless any departure is reasoned, documented and communicated to the affected applicant.
- 6.9 GBR must ensure that retail licensing, accreditation and access requirements are proportionate to their intended purpose and are not designed or operated so as to create disproportionate barriers to entry, participation or expansion in the retail market.

- 6.10 Where GBR materially changes retail access and participation arrangements, it must provide reasonable notice and, where proportionate, having regard to the nature and likely impact of the change, seek input from affected retailers.

Access to fares and products and passenger-facing services

- 6.11 GBR must ensure that access to rail fares, products, and passenger-facing services that form a core part of the online customer offer is provided to all online retailers on fair, transparent and non-discriminatory terms by default. This applies only where other retailers cannot reasonably provide that product or passenger-facing service independently of GBR.
- 6.12 Subject to a presumption of non-discriminatory access, GBR may restrict or differentiate access where it has an objectively justified and proportionate reason for doing so, in relation to considerations of operational constraints, cost or passenger interest. In doing so, GBR must not confer an undue competitive advantage on GBR's online retail activities or any other retailer.
- 6.13 GBR must ensure that any differences in access are reasoned, documented and clearly communicated to affected retailers, subject to lawful confidentiality, security or legal constraints.
- 6.14 Where new products or passenger-facing services are being trialled by GBR, it must:
- (a) assess, in a proportionate and objective manner, whether access to a trial should be made available to retailers on fair, transparent and non-discriminatory terms, including where development or trial activity is undertaken within GBR or with a subset of participants;
 - (b) ensure all trials have a clear and reasonable end date and provide an indication of next steps; and
 - (c) be able to demonstrate, should it withhold access to retailers, a clear and proportionate basis for doing so.
- 6.15 Access to PAYG schemes is not included in the scope of this Section.

Access to retail systems

- 6.16 GBR must ensure that access to shared retail systems, interfaces, technical standards and relevant documentation is provided to retailers on fair, transparent and non-discriminatory terms.
- 6.17 GBR must ensure that:
- (a) access conditions, technical requirements and related documentation are clear, transparent and made available in a timely manner; and
 - (b) retailers have access to the documentation, support (where required) and engagement reasonably required to integrate with and use relevant systems effectively, in accordance with any applicable accreditation or onboarding arrangements.
- 6.18 GBR must ensure that onboarding, support and change processes are operated in a timely, responsive and proportionate manner.

Access to retail data

- 6.19 GBR must ensure that access to relevant retail data is provided to retailers on fair, transparent and non-discriminatory terms.
- 6.20 GBR must provide retailers with sufficient documentation, standards and operational information to enable them to access and use relevant retail data effectively, subject to lawful confidentiality, security or legal constraints.

Charging for systems and services

- 6.21 Where GBR levies charges for access to retail systems and associated services, those charges must be transparent, proportionate, reflective of costs incurred and applied consistently to all online retailers. GBR must contribute a proportionate amount to the services and systems it consumes alongside other retailers.

Data quality, availability and change

- 6.22 GBR must establish and maintain reasonable standards for the quality, availability and integrity of shared retail data and related systems.
- 6.23 Where such standards are applicable to others, GBR must ensure that they are set and applied in a fair, transparent and non-discriminatory manner.
- 6.24 GBR must monitor performance against relevant data and service standards and be able to demonstrate that retail data, systems and services are provided on a fair, transparent and non-discriminatory basis.
- 6.25 Where material changes are made to retail data, interfaces or related arrangements, GBR must follow any applicable industry change-management process and ensure that affected retailers are:
 - (a) provided with reasonable and timely information about the nature and timing of the changes; and
 - (b) where required by the applicable industry process, given a reasonable opportunity to comment on the proposed changes.
- 6.26 GBR must take reasonable account of feedback received through applicable consultation or change management processes to be able to demonstrate that such feedback has been considered as part of its decision making, subject to lawful confidentiality, security or legal constraints.
- 6.27 ORR may at its discretion review GBR's access arrangements covered within Section 6 for compliance with the requirements of this Code.

Section 7: Data and information management

Purpose: This Section concerns the handling of data GBR receives from other retailers. It ensures that data and information received by GBR is managed fairly, securely and transparently, with appropriate standards of governance, confidentiality, access control and protection against unfair advantage, reflecting Code Principle 4.

General requirements

- 7.1 GBR must ensure that data and information received from retailers and used in the exercise of market-wide retail functions is managed in a fair, transparent and non-discriminatory manner, and only to the extent reasonably necessary for the exercise of those functions.
- 7.2 GBR must not design, hold or operate data and information arrangements in a manner that confers an undue competitive advantage on any retailer.
- 7.3 GBR must manage data and information in a manner that is consistent with the governance, evidencing and control requirements set out in Section 5.

Scope

- 7.4 Section 7 applies to data and information managed, controlled or made available by GBR and received from non-GBR retailers in connection with market-wide retail functions.

Data protection and safeguarding

- 7.5 GBR must establish and maintain effective controls to protect confidential, commercially-sensitive and market-sensitive information obtained through its exercise of market-wide retail functions.
- 7.6 GBR must not disclose such information to other retailers or use it in a manner that confers an undue competitive advantage on any retailer.
- 7.7 GBR must maintain appropriate access controls, handling arrangements and governance measures to prevent unauthorised access, misuse, leakage or inappropriate sharing of information, and must be able to demonstrate that such controls are effective and proportionate.
- 7.8 ORR may at its discretion review GBR's arrangements for handling data and information, covered within Section 7, for compliance with the requirements of this Code.

Legal compliance

- 7.9 Nothing in Section 7 replaces or limits obligations arising under retail licences, data protection legislation, information security requirements or other applicable legal or regulatory controls.

Section 8: Code compliance

Purpose: To provide a clear, proportionate and transparent framework for identifying, considering and resolving concerns that GBR may have acted inconsistently with the principles or requirements of this Code, supporting early resolution where appropriate, and proportionate ORR intervention where necessary, reflecting Code Principles 1, 2, 5 and 6.

Relationship with contractual and industry arrangements

- 8.1 This Section does not replace processes, or determine disputes, arising under a retail licence, accreditation arrangement, contract or other applicable industry arrangement.
- 8.2 Such disputes should ordinarily be addressed through the procedures provided for under the applicable retail licence, accreditation arrangement, contract or industry arrangement.
- 8.3 A matter arising under an arrangement referred to in paragraph 8.1 may nevertheless give rise to a Code compliance concern where, in ORR's opinion, GBR's conduct may raise a concern that GBR has acted inconsistently with a principle or requirement of this Code.
- 8.4 ORR's consideration of a Code compliance concern does not determine the contractual rights or liabilities of GBR or any non-GBR retailer.

GBR Code compliance arrangements

- 8.5 GBR must establish and maintain arrangements through which any non-GBR retailer or retailers may raise Code compliance concerns.
- 8.6 Those arrangements must be fair, transparent, timely, accessible and proportionate, and support resolution at the earliest appropriate stage.
- 8.7 GBR must consider Code compliance concerns objectively, in good faith and having regard to the principles and requirements of this Code.
- 8.8 GBR must provide a reasoned and proportionate response to Code compliance concerns.

Referral and consideration by ORR

- 8.9 A non-GBR retailer or retailers may refer an unresolved Code compliance concern to ORR.
- 8.10 A non-GBR retailer or retailers should ordinarily raise the Code compliance concern with GBR before referring it to ORR.
- 8.11 ORR may consider a Code compliance concern before the completion of an applicable procedure where the urgency, materiality, potential impact or wider implications of the matter make this appropriate.
- 8.12 ORR may also consider a Code compliance concern identified through its own monitoring, stakeholder engagement or other relevant regulatory information.

- 8.13 ORR may determine whether and how to consider a Code compliance concern, having regard to:
- (a) whether the matter falls within the scope of this Code;
 - (b) the nature, materiality and potential impact of the matter;
 - (c) the steps already taken by GBR and the affected non-GBR retailer;
 - (d) the urgency of the matter and any risk of material or continuing harm;
 - (e) whether the matter indicates a wider, repeated or systemic concern; and
 - (f) whether the matter should be escalated to licence enforcement.
- 8.14 GBR must cooperate with ORR and provide such information as ORR may reasonably require for the purposes of this Section.
- 8.15 The raising or referral of a Code compliance concern does not of itself suspend, delay or prevent GBR from implementing a decision, process, arrangement or market-wide change.

GBR review

- 8.16 Where ORR considers that GBR may have acted inconsistently with a principle or requirement of this Code, ORR may require GBR to review the relevant decision, process, conduct or arrangement.
- 8.17 As part of this review, ORR may require GBR to:
- (a) explain the basis for the relevant decision, process, conduct or arrangement;
 - (b) demonstrate how the relevant principles and requirements of this Code were applied;
 - (c) explain how any actual or perceived conflict of interest was managed;
 - (d) identify any corrective, mitigating or remedial action that GBR proposes to take; and
 - (e) provide a reasoned response within a reasonable timeframe specified by ORR.
- 8.18 Any such requirement by ORR to GBR under Section 8.16, and any response by GBR, may be published.
- 8.19 GBR must give proper consideration to a request made under paragraph 8.16 and provide a reasoned response to ORR.

Outcomes and licence enforcement

- 8.20 Following its consideration of a Code compliance concern, ORR may:
- (a) take no further action;
 - (b) continue to actively monitor GBR's actions in relation to the matter until it is satisfied that the Code compliance concern has been resolved;
 - (c) seek or accept commitments or remedial action from GBR and, where appropriate, seek the views of any impacted retailers;

- (d) require GBR to undertake further review or reconsideration;
 - (e) issue a warning notice; and
 - (f) consider whether licence enforcement is appropriate.
- 8.21 ORR may publish the outcome of its decision under Section 8.20.
- 8.22 ORR may consider whether an individual Code compliance concern indicates a wider, repeated or systemic issue.
- 8.23 Licence enforcement is separate from the consideration of Code compliance concerns under this Section.
- 8.24 Nothing in this Section limits ORR's discretion to decide whether, when or how to undertake monitoring or licence enforcement.
- 8.25 ORR is not required to complete the processes set out in this Section before considering licence enforcement where it considers that earlier engagement or review and reconsideration would be insufficient or inappropriate.

Records and review

- 8.26 GBR must keep appropriate and proportionate records of Code compliance concerns raised with it, including the issues raised, steps taken and outcomes reached.
- 8.27 GBR must periodically, or upon request by ORR, review Code compliance concerns and their outcomes to identify recurring issues, material weaknesses in its governance or decision-making arrangements, or wider risks of non-compliance with this Code.
- 8.28 Where GBR identifies a potential Code compliance concern, or recurring Code compliance concerns, it must take appropriate corrective action and be able to demonstrate to ORR how the issue has been addressed.
- 8.29 ORR may at its discretion review GBR's Code compliance arrangements covered within Section 8 for compliance with the requirements of this Code.

Section 9: Monitoring and licence enforcement

Purpose: To ensure that GBR maintains effective arrangements for monitoring its compliance with this Code, supporting proportionate, outcome-focused regulatory oversight and licence enforcement where necessary, reflecting Code Principle 5.

General requirements

- 9.1 GBR must establish and maintain arrangements to monitor its compliance with this Code on an ongoing and proactive basis.
- 9.2 Those arrangements must be proportionate to the nature, scale and potential impact of the relevant functions, activities and decisions to which this Code applies.
- 9.3 GBR must be able to demonstrate to ORR how it ensures compliance with this Code and responds to risks or issues where they arise.
- 9.4 GBR must maintain appropriate records to evidence compliance with this Code, such that compliance can be demonstrated to ORR in a clear and proportionate manner.

Monitoring arrangements

- 9.5 GBR must establish and maintain proportionate arrangements to support the identification of issues that may indicate a risk of non-compliance with this Code.
- 9.6 Where monitoring identifies actual or potential non-compliance, material weaknesses or risks, GBR must take appropriate corrective action, taking account of the nature, scale and urgency of the issue.
- 9.7 GBR must be able to demonstrate, to ORR on request, how it has considered and responded to material issues identified through monitoring.

Reporting and transparency

- 9.8 GBR must provide ORR with such information as ORR may reasonably require to monitor GBR's compliance with this Code.
- 9.9 GBR must ensure that information provided is accurate, complete and provided within a reasonable timeframe as specified by ORR.

Relationship with dispute resolution

- 9.10 Monitoring under Section 9 is separate from, but may be informed by, the Code compliance process set out in Section 8.
- 9.11 GBR must ensure that issues arising through disputes are considered as part of its wider compliance monitoring where they reasonably indicate a broader risk, recurring concern or potential non-compliance.

Licence enforcement

- 9.12 Nothing in this Code limits ORR's discretion to decide whether, when or how to take licence enforcement action.

- 9.13 ORR may decide whether to address an issue through monitoring, dispute resolution or licence enforcement, or a combination of those routes.
- 9.14 Nothing in Section 9 replaces or limits the application of legislation, competition law, ORR's wider licence enforcement policy or any other applicable legal or regulatory controls.