

Policy on matters to be discussed in Open and Confidential Sessions of Board Meetings

1. Purpose of Policy

The Board wishes to encourage openness in its proceedings. However, there will be situations where the Board may wish or may be obliged to discuss matters in confidence. This policy statement outlines the Board's approach.

2. Discussion in Open Session

- 2.1 Subject to the exceptions in paragraphs 3.1 and 4.1, meetings of the Board will be held in open session. A meeting in open session is one which members of the public may attend (subject to space being available). Dates of Board meetings for the forthcoming year are posted on the Board's website.
- 2.2 In responding to requests for information that arise from open sessions of the Board, ARB will, in accordance with the publication scheme under the Freedom of Information Act, keep all stakeholders informed of its decisions in open session and of all major developments in its activities, by publishing information on its website, by publishing information via its social media channels; by direct mailings to individuals or organisations, by publishing press releases, by producing an annual report, or by any one or more of these methods.

3. Exceptions to Discussion in Open Session

- 3.1 While the Board should operate on the presumption of openness, meetings of the Board will not take place in open session if the subject for discussion or decision (taken either wholly or substantially):
- a. would be contrary to the Data Protection Act 1998 or any other Act of Parliament or rule of law prohibiting or restricting the disclosure of information by or to a third party
 - b. relates to personnel matters or matters of a management, planning or forecasting nature, or relates to a specific Board member or members, or specific examiner/s and/or others.
 - c. relates to commercial negotiations where disclosure could prejudice ARB's position, or could prejudice future negotiations of a similar nature
 - d. relates to a complaint prior to its final disposal by the Professional Conduct Committee or any court
 - e. has been supplied in confidence by a third party or would result in such supply
 - f. concerns legal advice or Counsel's Opinion, or is otherwise covered by legal professional privilege (and see paragraph 5)
 - g. is part of an ongoing discussion, and disclosure could jeopardise the outcome
 - h. would be prejudicial to the architectural profession and/or the public as a whole
 - i. relates to minutes of or the proceedings or business of a committee or other group of the Board (unless specifically placed on the agenda for a meeting in open session)
 - j. relates to an application for the prescription of a qualification or a prescribed qualification or any other matter which is the subject of Section 4 of the Architects Act 1997

- k. would not itself be precluded from consideration in open session but where it is necessary or desirable to decide or to discuss it with or by reference to any other matter(s) set out above.
- l. should not be considered in open session in the public interest
- m. relates to any other matter which the Board considers appropriate in the particular circumstances

3.2 All papers in the confidential session will clearly state as the first key point the relevant reason for it being in confidential session as listed in 3.1 above.

4. Open and Confidential Sessions of Board Meetings

4.1 The Chairman, in consultation with the Vice-Chair and Registrar and Chief Executive, shall decide which business is or is not to be taken in open session. As provided by Rule 5 of the Board's General Rules, the Board may disapprove any such decision but, notwithstanding this paragraph, any discussion and decision concerning it shall not take place in open session.

5. Confidentiality of Legal Advice

5.1 For the avoidance of doubt and subject to paragraph 5.2, all legal advice is confidential, and neither its content nor any part of its content may be disclosed in any way. The same applies to any matter which is to be decided or discussed in order to obtain legal advice or which may result in legal advice being sought.

5.2 Paragraph 5.1 shall not apply if the Board has specifically resolved to the contrary, or where the Chair (or in the absence of the Chair, the Vice-Chair) in consultation with the Registrar and Chief Executive, decides that it is in the interests of the Board that there should be disclosure either wholly or in part of confidential advice or matters.

6. Confidentiality of Papers

6.1 The papers circulated with the agenda for the open session are not confidential and will be published on the Board's website. All other Board and committee papers are confidential, and the following restrictions will apply.

- a. Papers relating to confidential sessions of the Board and all committee meetings must not be copied by any member or shown to anybody who is not a member of the Board or that committee, nor can information contained within them be divulged to others unless the Board specifically decides otherwise.
- b. Papers for Board and committee meetings are provided to members solely to enable them to discharge their business as Board and committee members. The papers are the Board's property, not that of the member.
- c. The Registrar and Chief Executive has control of the Board's papers, and will make them available to members solely to facilitate the discharge of the duties as Board members.

6.2 The Registrar shall consult with the Chair if there is in any doubt as to whether to make the papers available (or in the absence of the Chair, the Vice-Chair). The Chair's (or Vice-Chair's) decision will be final unless the matter is referred by the Chair or Vice-Chair to the Board to make a decision.

- 6.3 References to papers and documents in this policy include material that is held, stored or can be retrieved electronically.
- 6.4 All papers that are to be taken in confidential session or for the purposes of any committee or group should be clearly identified as being confidential.

7. Disclosure

- 7.1 Board members shall not disclose publicly or do anything which would lead to the disclosure of anything said or discussed at any confidential session or meeting of the Board and all committees and groups.
- 7.2 This policy is binding on all Board and committee members and members of advisory and other groups or bodies. However, should the Board decide that issues taken and/or discussed in confidential session should, for whatever reason, be brought into the public domain, that will be done.
- 7.3 If there is non-compliance with this policy, the Board shall determine the appropriate action (but without prejudice to the right of the Registrar and Chief Executive, after consulting if practicable the Chair or Vice-Chair, to take any action necessary in his/her opinion to protect the interests of the Board or any of its members).
- 7.4 The Board, in considering non-compliance with this policy, may ultimately consider the removal of the Board member from the Board in accordance with Section 8 of the General Rules.

Open and confidential meetings/version 2/February 2015