

Annex C

Proposed Revisions to Board Members' Code of Practice

5. Board Members' Code of Practice

5.1 Introduction

ARB has a responsibility to ensure the effective discharge of its duties.

Guidance on the role of ARB, the role of its members and good practice in undertaking this role can be found in three main sources: the Act; other legislation relevant to the Board; and in the publications of the Committee on Standards in Public Life and related organisations. There will also be expectations vis-à-vis a Board member's role set out in the Framework Agreement which has been established between ARB and its sponsoring Government Department. This Code of Practice has been developed from the information contained in these documents, and is addressed to members of the Board. It is particularly important that members take care to understand and follow the spirit of the Code.

5.2 Corporate Responsibilities

The Board must ensure that high standards of corporate management and governance are maintained in the conduct of all its business. As a public corporation, ARB recognises that it must comply with all relevant legislation and good practice guidance, as well as the Framework Agreement between ARB and Communities and Local Government (CLG). The Board fully accepts and adopts the underlying principles set out below.

5.3 Individual Responsibilities

Members share in the corporate responsibility of ARB, and should therefore conduct themselves in a manner that supports its role. The Cabinet Office describes 'corporate responsibility' as supporting a decision of a board once a decision has been made.¹ All members must follow the underlying principles set out below, and comply with the Code. In exercising the powers of the Board, members accept certain responsibilities and must recognise that the general principles of law and good practice applying to ARB will be directly relevant to their conduct as Board members. Board members share responsibility for the decisions of the Board or any Committee of the Board, and should support them and cooperate in their implementation. Decisions should be allowed to operate, and if a member thinks that a policy or decision should later be reconsidered, the Board member they should seek to achieve this from within the Board by requesting the Board to timetable a re-consideration of that particular decision. ~~Any alleged breach of this Code by a member will be dealt with using the complaints procedure set out in Appendix K.~~

5.4 Principles Underlying the Code²

~~**Public service**~~—Board members have a duty to act in the public interest in accordance with ARB's statutory responsibilities.

~~**Selflessness**~~ Holders of public office should act solely in terms of the public interest. ~~Board members have a duty to take decisions solely in terms of the public interest. They must not act in order to gain financial or other material benefits for themselves, their families or friends.~~

~~**Integrity**~~ Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their

¹ Code of Conduct for Board Members of Public Bodies (Cabinet Office, June 2014)

² Code of Conduct for Board Members of Public Bodies (Cabinet Office, June 2014)

work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships. Board members must not place themselves under any financial or other obligation to individuals or organisations that might reasonably be thought to influence them in the performance of their duties.

Objectivity Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias. Board members must make decisions solely on merit when carrying out ARB's business.

Accountability Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this. Board members are accountable for their decisions and actions to the
& Stewardship public. They have a duty to consider issues on their merits, taking account of the views of others, and must ensure that ARB uses its resources prudently and in accordance with the law.

Openness Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for do doing.

Honesty Holders of public office should be truthful. Board members have a duty to act honestly. Members must declare any private interests relating to their public duties and take steps to resolve any conflicts arising, in a way that protects the public interest.

Leadership Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs. Board members have a duty to promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of ARB and its members.

Respect Board members must respect fellow members of the Board and ARB's employees and the role they play, treating them with courtesy at all times.

(Footnote: The Committee on Standards in Public Life set out principles for "the benefit of all who serve the public in any way" which were subsequently incorporated into guidance on codes of practice for Board members of public bodies in the White Paper "The Governance of Public Bodies: A Progress Report" (CM 3557), published in February 1997. The version above adopted by ARB is taken from the Scottish Model Code.)

5.5 Conduct of Board Members

5.5.1 General

The Architects Registration Board is governed by a Board. All members of that Board. This is a corporate board, and all members carry individual and corporate responsibility to the Board, regardless of whether appointed or elected to the Board. All Board members bring their skills and experience to the Board when making decisions and are expected to contribute their views on the questions are elected or appointed to the Board to contribute their views on the questions the Board has to consider, to participate fully in its decision-making, and to ensure that it is well informed. A Board member has a duty to act in good faith and in the public interest.

5.5.2 Confidentiality

During the conduct of ARB's affairs, Board members might obtain privileged or confidential information relating to the Board, or to individuals, companies, universities etc. Board members are under an obligation to maintain confidentiality in relation to such information. Clearly, this obligation will not apply where the Act authorises or compels publication, as in the case of disciplinary matters. Even in relation to matters which are not confidential, members should proceed with caution, as prematurely revealing information to those outside the Board (for example by email circulation) may cause harm to others, or interfere with the prudent and efficient discharge of the Board's business.

It is particularly important that members should not use information gained in the course of their work on the ARB Board ~~their public service~~ for personal gain or to advance the interests of any particular group or sector, nor seek to use the opportunity of public service to promote their private interests. (Selflessness principle - conflicts of interest are discussed further below). Members should also be aware of the Board's policy on matters to be discussed during the open and confidential sessions of Board meetings (see **Appendix L**).

5.5.3 Negligent Statements

Although any legal proceedings initiated by a third party are likely to be brought against the Board as a body, a Board member may be personally liable if they make a fraudulent or negligent statement which results in loss to a third party. A Board member who misuses information gained by virtue of their position may be liable for breach of confidence under the law applicable within the UK.

5.5.4 Dealing with the Press

Communications with the press will only be made through the Chair and Registrar, as agreed by the Board at its meeting on 21 May 2009. Board members should not provide information to the media, or do anything which could lead to the disclosure of anything said or discussed at any confidential session of the Board or any of its committees.

5.5.5 Dealing with the Wider Domain

ARB Board members may also need to articulate developments within the Board on matters of general principle to other audiences and may also wish, on occasion, to take soundings from others on matters which are being or may be discussed. In conducting such discussions, Board members must ensure that matters relating to discussions held in the confidential session of the Board meeting or any of its committees are not disclosed. Bearing in mind their corporate responsibilities, ARB Board members should also make it clear to others what capacity they are speaking in, e.g., as an ARB Board member or in a non-Board capacity.

5.5.6 Political Activity

ARB Board members should be even-handed in all dealings with political parties. ARB Board members should not hold a paid party political post or a particularly sensitive or high-profile role in a political party. ARB Board members should abstain from all controversial political activity and comply with Cabinet Office rules on attendance at Party Conferences. ARB Board members should not make political statements or engage in any other political activity relating to ARB's work. Subject to the above, ARB Board members may engage in political activity but should, at all times, remain conscious of their responsibilities as an ARB Board member and exercise proper discretion. ARB Board members should inform the Chair and/or the Registrar and Chief Executive before undertaking any significant political activity.

5.5.7 Behaviour to other Board Members

Board members should treat each other with courtesy, and endeavour to work together in a cooperative and collaborative manner, in good faith and in a spirit of mutual trust and respect.

It is hoped that disputes will not arise, but if they do, the ARB Board has approved a complaints procedure to deal with such issues.~~the Board has a complaints process, a copy of which is at Appendix J.~~

5.5.87 Working with Staff

ARB Board members are responsible for the staff that the Board engages, and therefore should treat all members of staff ~~them~~ with respect and courtesy. Not only is this an important requirement for any employer, it also helps to ensure that staff carry out their work smoothly and efficiently in accordance with the Scheme of Delegation without interference. There are a range of performance measures to enable the Board to hold the Executive to account for their performance and the performance of the staff.~~Once the Board agrees that the staff should carry out a particular task, they should be entrusted to do so without interference.~~

5.6 Conflict of Interest

5.6.1 Public Duty and Private Interest

ARB Board members must avoid being in a position where there is, or might reasonably be ~~perceived~~supposed to be, a conflict between their personal interests and their duty as an ARB Board member. Where an ARB Board member has a connection with an individual or organisation with whom the ARB Board is dealing, or whose interests differ from those of the ARB Board, then the interest must be declared and any potential conflict considered. Board members must also declare any pecuniary interests, for example, a contract with a company where the ARB Board member is an officer or shareholder, or where there is a business, professional or personal relationship. Such connections may be direct, or they may be through a family member or business associate. ARB Board members must disclose both direct and indirect pecuniary interests (including those of family members and business partners) which they may have in any matter coming before the ARB Board or any of its committees.~~It is not possible to list comprehensively the situations that can arise, but where a member has a connection with an individual or organisation with whom the Board is dealing, or whose interests differ from those of the Board, then it should be declared and any potential conflict considered. Such connections may be direct, or they may be through a family member or business associate. They may also include connections with the Board itself (e.g. where there is a connection with a business supplying goods or services to the Board). As a general guide, if a member is in any doubt as to whether an interest should be declared, that in itself is an indication that it should.~~

Non-pecuniary interests are also important to declare. ARB Board members must not allow the impression to be created or exist that they are, or might be, using their position to promote private or personal interests, rather than promoting the general public interest. Particular care must be taken with an interest arising from holding office with, or membership of, a society, or of a common interest group such as a professional body or trade association.

As a general guide, if an ARB Board member is in any doubt as to whether an interest should be declared, that in itself is an indication that it should be declared.

Following the declaration of an interest, the ARB Board or committee concerned must consider whether there is a potential conflict and ensure that the ARB Board member does

~~not take part in any discussion, decision or vote where the interest might be held to give rise to a conflict or might reasonably be perceived to be a conflict. ARB Board members must leave the meeting for agenda items where they have such an interest and will not participate in any votes for those items. Following the declaration of an interest, the Board or committee concerned must consider whether there is a potential conflict and ensure that the member does not take part in any discussion, decision or vote where the interest might be held to give rise to a conflict.~~

It is not enough to avoid actual impropriety. [ARB](#) Board members must at all times avoid any occasion for ~~perceived and/or the suspicion and any~~ appearance of improper conduct.

~~5.6.2~~ **Disclosure of Pecuniary and Other Interests**

~~A Board member may, on occasion, be at a meeting where a decision is to be taken on a matter where they have an interest, for example, a contract with a company where they are an officer or shareholder, or where they have a business, professional or personal relationship. Board members must disclose both direct and indirect pecuniary interests (including those of family members and business partners) which they may have in any matter coming before the Board or any of its committees.~~

~~Non-pecuniary interests are as important. Board members should not allow the impression to be created or exist that they are, or might be, using their position to promote a private or personal interest, rather than promoting the general public interest. Particular care must be taken with an interest arising from holding office with, or membership of, a society, or of a common interest group such as a professional body or trade association.~~

~~Board members will usually leave the meeting for agenda items where they have such an interest.~~

5.6.23 Gifts and Hospitality

[ARB](#) Board members should not place themselves under any obligation to outside individuals or organisations that might influence them in the performance of their official duties or, just as importantly, that could give rise to a perception that they might be so influenced. [ARB Board members should avoid accepting hospitality or gifts that might call into question their independence or impartiality.](#)

[ARB Board](#) Members should disclose for publication any gift, hospitality or benefit received, or offered, either in their capacity as a [ARB](#) Board member or connected with the performance of their duties. It is not necessary but it is good practice to record gifts with a value of less than £20, or hospitality such as a light lunch as part of a working event, but a declaration should be made every time the benefit provided is significant and could therefore be perceived as having an actual or potential influence on members' conduct. [ARB Board m](#)Members should err on the side of declaration if they are unsure whether or not to disclose.

5.7 Register of Interests

Board members are obliged to provide details of any financial or professional interests that may be relevant to the work of ARB, including details of their financial and legal status, i.e., details regarding insolvency; criminal convictions etc., by completing an annual Register of Interest and declaration form. ~~by completing an annual Register of Interest form.~~ A copy of this form, along with guidance on how to complete it, can be found at **Appendix M** to this Handbook. Not all interests listed in the Register may give rise to a conflict.

5.8 Insurance Declaration

Board members are obliged to complete an annual declaration as is required under the Board's insurance policy.

5.9 Allowances

ARB Board members must comply with the rules set by the Board regarding remuneration, allowances and expenses.

5.10 Additional Appointments

ARB Board members who wish to accept an offer of new and/or additional employment or appointments during their term of office must inform the Chair and/or the Registrar and Chief Executive.

5.119 Acting Ultra Vires

It is a general principle of law that a body corporate can only act in accordance with the terms of its founding statute, charter or constitution. It follows from this that [ARB](#) Board members can exercise powers only insofar as these are expressed or reasonably implied by the Act itself. If the Board acts out with its powers, it is deemed to be ultra vires (literally, "beyond the power" of the Board).

5.120 –Delegation

A duty imposed on the Board by the Act cannot lawfully be delegated. If the Board is considering delegating any of its functions, it should ensure that it has the power to do so by seeking legal advice on the question and giving that advice proper consideration.

5.131 General Legal Provisions

In addition to the *ultra vires* rule, there are a number of areas in which the Board's actions are affected by principles of law applicable to all bodies in the UK, whether or not created by statute.

5.142 Freedom of Information Act

The Freedom of Information Act 2000 gives a general right of access to all types of recorded information held by public authorities, sets out exemptions from that right, and places a number of obligations on those authorities. Subject to any exemptions, anyone who makes a request to a public authority for information must be informed whether the public authority holds that information. If it does, that information must be supplied, subject to certain conditions.

Every public body is required to adopt and maintain a publication scheme, setting out how it will publish the different classes of information it holds. ARB's publication scheme is posted on the website.

Board members creating documents or communicating by email or letter amongst themselves or with third parties on matters relating to [ARB](#) Board business for which they have been given responsibility by the [ARB](#) Board must ensure:

- (a) that the document or communication does not contain information which is not held on the [ARB](#) Board's behalf; and
- (b) that it is marked as created on the [ARB](#) Board's behalf; and
- (c) that a copy of that communication is lodged with the relevant staff member so that it can be produced, if necessary, in response to a FOI request.

Board members should be aware that any communications on [ARB Board](#) business that are copied to the office will be subject to disclosure under the Freedom of Information Act and the Data Protection Act.

5.153 Data Protection Act 1998

On 1 March 2000, the majority of the Data Protection Act came into effect. This Act was a revised form of the Data Protection Act from 1984. There are many parts and sections to this Act, but in its basic form it gives guidelines to the use of information either on a computer system or manual records. It states that organisations that collect, store and use personal data must be forthcoming about the information. The Act can be summarised by eight principles.

Data must be:

* Fairly and lawfully processed * Processed for limited purposes * Adequate, relevant and not excessive * Accurate * Not kept for longer than is necessary * Processed in line with an individual's rights * Secure * Not transferred to countries without adequate protection.

As a public body, ARB is subject to the provisions of the Data Protection Act. Board members should be aware of the legislation and its eight principles whenever they are acting in their capacity as a Board member.

5.164 Human Rights

The Human Rights Act 1988 came into force in the UK on 2 October 2002. Under the Act, it is unlawful for any organisation to act in a way that is incompatible with a Convention right. The "human rights" issue, along with any requirements under the diversity legislation, will have to be borne in mind by the Board when considering legislation, policies and procedures.

Further guidance and information on the Human Rights Act can be obtained from the Human Rights Unit (www.dca.gov.uk/peoples-rights/human-rights/).

[Any alleged breach of this Code by a member will be dealt with using the complaints procedure set out in Appendix K.](#)

Note

The Board maintains a professional indemnity policy with a limit on the indemnity of £3,000,000 for any one claim. The policy ~~covers the ARB and the Board against~~ provides cover for any "wrongful act" committed by the [ARB Board](#), any member of the [ARB Board](#), any [ARB](#) employee or anyone else acting on the [ARB Board's](#) behalf. "Wrongful act" means any actual or alleged negligent act, error or omission or unintentional breach of confidentiality arising from the professional activities of ARB. The policy also extends to include libel, slander and defamation.

In addition, the [ARB Board](#) maintains a "Directors and Officers" policy with a limit of liability of £5,000,000 in all. The policy includes cover for any individual who is a director or officer of the [ARB Board](#). The policy provides protection against liabilities arising from, among other things, any actual alleged breach of duty, breach of trust, neglect, error, misstatement or other act leading to a claim against them in their legal capacity as 'Directors and Officers' of ARB. The policy also provides 'entity cover' for claims which may be made against the entity of ARB.

These policies have been maintained for a number of years and will continue to be maintained unless the [ARB Board](#) otherwise directs.

