



Architects Registration Board

Board Members' Handbook

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1. Preface

The Board Members' Handbook is an outline of the work of the Board, and the role of its members and staff. It covers in broad terms the tasks that the Board performs, and how those tasks should be executed following the Standards for Public Life. It is intended as a useful guide for members on what may be expected from them and the standards they should follow. It is particularly important that members take care to understand and follow the spirit of the guidance set out. The handbook also contains some relevant reference material.

The other main sources of further help and guidance in working through this material will be the body you have joined, and in particular, the Chair and Registrar. They will be able to provide you with most of the advice and information that you are likely to need during your time as a member of ARB's Board.

2. Introduction to the Board

2.1 The Board's Responsibilities

The Board is a corporate board established by an Act of Parliament, the Architects Act 1997 (the Act). ARB is the independent statutory regulator of all UK registered architects. Its key activities are to:

- maintain and publish the Register of Architects;
- prescribe ('recognise') the UK qualifications and practical experience needed to become an architect;
- register those who meet ARB's requirements for qualifications, experience and competence;
- set standards for professional competence;
- issue a code laying down standards of conduct and practice expected of architects;
- regulate use of the title 'architect';
- deal with complaints and enquiries from members of the public regarding the conduct and competence of architects; and
- act as the competent authority for architects in the UK.

The Act gives the Board a number of powers to undertake its statutory role. These include the right to make rules, to establish committees and to appoint staff. It also has the duty to appoint a Registrar. The Act (and this Handbook) distinguishes between the roles of the Board and of the Registrar. Although "ARB" and "the Board" refer to the same body, for ease of reference, "ARB" refers to the organisation as a whole, comprising the Board, the Registrar, and staff.

The structure of the Board, along with its powers and duties, is founded in the Act and its work is governed by the General Rules. As well as the powers to make rules and establish committees, the Board is also responsible for:

- Providing leadership and direction to ARB
- Agreeing its strategy and setting cost-effective plans to implement that strategy
- Ensuring that appropriate schemes for delegating and reporting procedures are in place
- Reviewing its own performance and effectiveness
- Accounting for its actions in appropriate ways, as required by law and good practice, in an open and transparent way

The Board has six key values, which are:

- **Proportionality:** ARB's actions are proportionate, take account of the issues, the risks associated with those issues, and the costs involved
- **Evidence-based objectivity:** ARB is objective in taking decisions, and its actions are based on evidence
- **Open-minded:** ARB welcomes, encourages and considers the opinions of others
- **Transparency:** Wherever possible, ARB is transparent in its actions and makes information accessible to others
- **Integrity:** ARB is professional and honest, and treats everyone with respect
- **Consistency:** ARB's rules, guidance and procedures will be harmonised and implemented fairly

ARB's sponsoring Government department is the Ministry of Housing, Communities and Local Government ("MHCLG"). You can find a copy of the Framework Agreement between ARB and MHCLG at **Appendix E**.

The Board has developed a strategy that informs its approach to ARB's work. It identifies three key aims:

- Protect the users and potential users of architects' services; and
- Support architects through regulation

A copy of the Act is at **Appendix A**.

A copy of ARB's purpose and objectives is at **Section 2** of this pack.

2.2 The Role of Board Members

As a member of a corporate board, the responsibility of a Board member is to:

- contribute to the Board's overall strategic direction in line with its statutory objectives and functions;
- establish and build effective and constructive working relationships with the Executive, as they are held to account for delivering agreed strategic objectives;
- support the Executive, whilst respecting the boundaries which exist between the roles;
- contribute to the Board's decision making process, taking proper account of the Architects Act 1997, ARB's governance arrangements, as well as any relevant guidance provided by the responsible government department;
- contribute to ensuring that the Board operates and exercises its functions in accordance with the highest standards of conduct and probity, and established good practice for decision making and that this is appropriately and effectively reviewed to deliver high standards;
- the values and inclusive culture of ARB;
- maintain regular contact with the Chair and develop and maintain an open and supportive relationships with the Chair;
- contribute to ensuring that the work of the Board and its members is reviewed and is working effectively;
- abide by the Code of Practice for Board members; and
- participate in appropriate reviews of their performance, relevant training and development and in the development of their own objectives.

Board members should satisfy themselves that the Board takes the necessary decisions to fulfil its statutory responsibilities, and that it properly delegates other decisions. Board members are therefore expected to have an understanding of the environment and legal framework in which ARB operates. Members are responsible for maintaining and promoting the public's trust and confidence in the integrity of both ARB and of the architects' profession. This is done by leadership and example, and by working together in a spirit of mutual trust and respect.

A list of current Board members is at **Appendix B**, while the role description for Board members is at **Appendix C**.

2.3 The Role of the Chair

The Chair's main role is to provide leadership and direction to the Board in carrying out its tasks under the Act. The Chair will ensure that all members of the Board are fully informed about their roles. The Chair will also ensure that meetings are conducted fairly, with all Board members being given a reasonable opportunity to put forward their views, and that an accurate minute is made of all decisions reached.

The Chair will develop and maintain a positive relationship with the sponsoring Government Minister and relevant stakeholders in accordance with the Framework Agreement between ARB and MHCLG, and will represent the Board to other bodies and to the public as appropriate. The Framework Agreement is at **Appendix E**. The Chair will also establish a relationship of trust with the Registrar, providing support and advice whilst respecting the Registrar's responsibilities.

A role description outlining the Chair's responsibilities in more detail is at **Appendix C**.

2.4 Constitution

The Board is constituted in accordance with the First Schedule of the Act. From 7 January 2019, there will be 11 members, an independent appointed Chair, five appointed registrant members and five appointed lay members pursuant to Part 1 of First Schedule of the Act.

2.5 The Board's General Rules

The Board makes and publishes General Rules (the Rules), which are amended from time to time. The current edition was published in January 2018. Minor amendments were made to the General Rules in 2014 to accommodate revisions to the Architects Act 1997, following a major review of the Rules in 2012. The General Rules cover the following matters:

- Meetings and Proceedings of the Board
- Board members
- Removal of Board members
- Committees
- Applications for Registration
- Fees for registration and retention in the Register
- Removal from and re-entry to the Register
- Bodies Corporate, Firms and Partnerships

The Rules also contains a Schedule. Schedule 1 lists the qualifications and examinations recognised by the Board. This document changes on a regular basis and as the Board makes decisions regarding the prescription of qualifications. The Rules and Schedule are published on ARB's website, and can be found at **Appendix D** of this Handbook.

2.6 Board Meetings

Board decisions are generally taken at Board meetings, although occasionally they may be taken by write-round. In some cases, decisions are taken on the basis of advice or on a recommendation from one of the Board's committees.

Board meetings are held regularly throughout the year, with the dates scheduled one year in advance. Members are expected to attend all Board meetings. The conduct of Board meetings is covered by the Rules.

The meetings are an opportunity for an individual Board member to put forward a motion for debate, at the discretion of the Chair. The agenda for Board meetings is agreed between the Chair and the Registrar.

To allow proper circulation of motions for debate, Board members should notify the Chair of their motion (with a copy to the Registrar) as early as possible, preferably four weeks before the meeting. The Chair may consider late motions/proposals up to two days before the meeting. Further details on Board procedures are contained in the General Rules (see Appendix D). Open sessions of Board meetings are open to all, and they close with the Chair offering to respond to any questions that those attending might wish to ask about the business discussed.

In the course of their duties, Board members are often in possession of confidential documents. You are reminded of the need to dispose of any confidential documents carefully, either by deleting them if they are electronic or by leaving them with a member of staff for safe disposal in the confidential waste bin if they have been provided to Board members as part of a meeting.

2.7 Committees

Much of the work relating to the Board's duties will be delegated to committees, with the Board overseeing their work and making the final decision on any matters put forward. Where appropriate, the Registrar has the vires to set up task and finish groups, which may include members other than Board members, to inform the Board about the matters it has to decide. The provisions for ARB's committees are in Schedule 1, Parts II and III of the Act. When Board members first join the Board, they will be asked to complete a skills record form (Appendix L). The completed forms are used to evaluate the skills mix across the Board and assist when populating the membership of the committees.

Members are expected to attend all meetings of committees of which they are a member. Members may attend other meetings as observers provided that this is in the interests of furthering the Board's work and that the Chair of the committee is notified in advance. If attending as observers, members will not be entitled to contribute to the meeting. **Appendix K** gives details of ARB's committees.

2.8 Time Expectations

In terms of time commitment, Board members can expect to devote a minimum of 20 days during the year for Board business, depending on which committees they are on. In addition to scheduled Board meetings, members will be asked to attend for ad hoc events, such as development/training days or briefing sessions. Also, if a member sits on more than one committee, the time commitment will be correspondingly greater.

2.9 The Registrar and ARB's Operational Management Group

Under the Act, the Board is required to appoint a Registrar who is responsible for maintaining the Register of Architects. The Board may also appoint staff, but has delegated this duty to the Registrar. The Registrar also holds the office of Chief Executive and manages the staff on the Board's behalf.

In line with the ARB/MHCLG Framework Agreement, the Registrar is also the appointed Accounting Officer. Information on the duties and responsibilities associated with this can be found in the Framework agreement.

The Registrar is assisted by the Operational Management Group (OMG), which in addition to the Registrar, consists of the Head of Qualifications & Governance, the Head of Finance and Resources, the Head of Registration and Head of Professional Standards. The Registrar and staff are responsible for the operational aspects of the Board's work and for implementing Board policy. The key activities of the staff are summarised in Section 4 of this handbook.

2.10 Business Plans

The Board establishes a three year strategic plan and additionally sets an annual business plan, which identifies its work for the forthcoming year. The business plan also informs the budget-setting process. Development of the plan begins in May each year, and is put to the September Board meeting for formal approval along with a proposed budget. Progress is monitored throughout the year, with a mid-year report on progress against the business plan. This is followed by an annual report against the business plan being made shortly after the close of the year in which it has operated. An annual budget briefing is held for all Board members before the budget is set.

2.11 Equality and Diversity

As a public body the Board and ARB are required to promote equality and diversity and avoid discrimination on grounds of the protected characteristics. See **Appendix F** for ARB's policy on equality and diversity and the Equality and Diversity Performance Plan.

2.12 Board Members' Appraisal Scheme

The Board members' annual Board and Committee appraisal scheme is designed to assist individual Board members in developing their existing skills and knowledge, and is a key aspect in helping deliver Committee and overall Board development. The Committee and Board appraisal process covers:

- (a) a review of the past year;
- (b) looking forward to the coming year and objective setting; and
- (c) an assessment of the Chair's performance.

A Board member's reappointment is conditional on having had a satisfactory annual appraisal.

The Board level appraisal will involve a one-to-one meeting between a Board member and the Board Chair; the Committee level appraisal will involve a short telephone discussion between a Committee member and the Chair of that Committee.

A copy of the scheme and the procedure for conducting appraisals is at **Appendix G**.

2.13 Administration

ARB's staff can assist members with travel arrangements, hotel accommodation, access to ARB's intranet, expenses, etc. Board members should speak to staff if any special assistance is required. Details of general housekeeping matters can be found at **Appendix H**, Intranet access details can be found at **Appendix I** and details of how to claim expenses is shown at **Appendix J**.

3. Committees

Brief details of the various committees established by the Board, along with their remit, are set out below. Each committee's terms of reference are set out in **Appendix K** and an overview is provided in the ARB internal framework which can be found at Section 2 (E) of this pack.

3.1 The Professional Conduct Committee (PCC)

This Committee is established under the Act to deal with allegations of unacceptable professional conduct and serious professional incompetence made against architects, and can impose a range of sanctions. There are no separate Terms of Reference for this Committee over and above what is contained in the Architects Act 1997 and the Professional Conduct Committee Rules. The constitution and structure of the PCC is laid down in the Act which is supplemented by the PCC Rules. The PCC is independent of the Board but reports on its work via an annual report prepared by the Chair of the Committee.

3.2 The Investigations Pool (IP)

The Investigations Pool is made up of appointed persons who consider whether architects, about whom a complaint has been made, have a case to answer at the Professional Conduct Committee. The seven members of the Investigations Pool are appointed under section 15 of the Architects Act 1997, have their own Terms of Reference, and operate under the provisions of the Investigations Rules.

3.3 The Investigations Oversight Committee (IOC)

This Committee is one established by the Board to oversee ARB's investigations into architects' conduct and competence. It has no role in individual cases, but can assess the performance of the Pool and advise the Board of any issues arising out investigations. The IOC consists of three Board members, and has its own Terms of Reference.

3.4 Audit Committee

The Board appoints an Audit Committee to assist the Board with its oversight functions. It will review the financial reporting process, the system of internal control and management of risks, the audit process and ARB's process for compliance with laws and regulations. The MHCLG regularly send an observer to the meetings of the Audit Committee.

3.5 Prescription Committee

This Committee's main role is to oversee the procedures for prescribing qualifications. The Committee reviews applications for prescription, annual monitoring submissions, and ensures that the Board receives sufficiently clear material to enable it to make decisions in relation to the prescription of qualifications. This Committee also oversees matters relating to the Prescribed Examination, the work of the Competency Standards Group and the maintenance of competence. The Committee membership includes one of its pool of independent advisers.

3.6 Remuneration Committee

The Board appoints a Remuneration Committee to ensure that the remuneration and reward package offered to staff, Board members and advisers is kept under review, and amended where appropriate. The Committee receives a staffing and resources report from the Registrar at each meeting.

3.7 Board Complaints Committee

This Committee considers complaints or disputes arising between Board members, or between a Board member and a member of staff, which cannot be resolved in the ordinary course of business. This Committee is convened on an ad hoc basis. The complaints procedure is set out in **Appendix N**.

4. The Operational Management Group and Staff

ARB's work is conducted by an agreed permanent headcount of 27 staff led by the Registrar and the Operational Management Group (OMG). The work is broadly divided into the following areas.

4.1 Qualifications Department

Developing and implementing policies relating to the Board's prescription of UK architectural qualifications and monitoring competence; European legislative processes; liaison with government departments/Royal Institute of British Architects/ other external bodies in relation to educational issues/Architects Council of Europe/European Network of Architects Competent Authorities; writing reports for the Board to consider; liaison with the UK schools of architecture; presentations to students; managing the department's budget; dealing with correspondence.

4.2 Registration Department

Producing and maintaining the Register; maintaining and updating ARB's database; Data Protection; dealing with applications from newly-qualified architects; issuing certificates of registration; overseeing the prescribed examination process; implementing the Architects Act and European Directives; retention and other fee collection; readmissions and reinstatements to the Register; removals from the Register due to death, resignation and non-payment of the retention fee; managing the process of competency standards where an individual has been off the register for more than two years; managing the department's budget; dealing with correspondence.

4.3 Professional Standards Department

Complaints handling and managing complaints processes; running the business of the Investigations and Professional Conduct Committees; monitoring development of regulation in society generally; liaison with stakeholders in the regulation process; keeping the Code of Conduct under review; monitoring and evaluating costs of investigation process and PCC hearings; investigating and where necessary, prosecuting cases of misuse of title in the courts; monitoring progress of disciplinary cases sent to the Board's solicitors for reports; dealing with post-PCC hearing correspondence and queries; managing and maintaining the regulation database; managing the department's budget; dealing with issues relating to Professional Indemnity Insurance; dealing with correspondence.

4.4 Corporate Activities

Management of ARB's IT system; development and maintenance of website; data access and Freedom of Information requests; general office management; maintaining building services; health and safety; budget management; annual budgets and cash flows; monitoring investment portfolio; banking administration; managing the direct debit system; production of ARB's literature including the Annual Report; risk management; Board support and governance; communications; stakeholder management; human resources; recruitment and selection; and support services (secretarial, front of house, and administrative).

Appendix M shows a list and an organisation chart of ARB's staff.

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, including the Partnerships with Arm's Length Bodies: Code of Good Practice, as well as the Framework Agreement between ARB and Ministry of Housing, Communities and Local Government (MHCLG). 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 should seek to achieve this from within the Board by requesting the Board to timetable a re-consideration of that particular decision.

5.4 Principles Underlying the Code²

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.
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 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.
Objectivity	Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
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.
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.

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)

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.

5.5 Conduct of Board Members

5.5.1 General

The Architects Registration Board is governed by a Board. All members of that Board carry individual and corporate responsibility 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 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 and universities. Board members are under an obligation to maintain confidentiality in relation to such information. 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 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 **Annex Q**).

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 ARB Chair and Registrar & Chief Executive in line with the Board's policy in this area. 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 in what capacity they are speaking, for example 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.

5.5.8 Working with Staff

ARB Board members are responsible for the staff that the Board engages, and therefore should treat all members of staff 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 Decision Making 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.

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 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 or which 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.

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.

Board members must provide their declaration/s of an interest in writing before and orally at each meeting, the ARB Board or committee concerned must then 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.

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

5.6.2 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 good practice to record gifts or hospitality irrespective of their value and a declaration must be made if the value of the gift or hospitality is £20 or more.

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 or anything else that isn't consistent with the highest standards of professional conduct. by completing an annual Register of Interest and declaration form. A copy of this form, along with guidance on how to complete it, can be found at **Annex R** 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 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.

5.11 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).

5.12 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.

5.13 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.

5.14 Equality and Diversity

As a public body the Board and ARB are required to promote equality and diversity and avoid discrimination on grounds of the protected characteristics, this is in line with the Equality Act 2010. ARB has a three year Equality and Diversity Performance Plan.

5.15 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.

5.16 Data Protection Act 2018 and the General Data Protection Regulation (GDPR)

The General Data Protection Regulation (GDPR) came into force on 25 May 2018, replacing the EU Data Protection Directive and superseding the Data Protection Act 1998. It was transposed into UK law through the Data Protection Act 2018. The purpose of the GDPR is to protect the rights and freedoms of individuals and ensure that personal data is not processed without their knowledge, and wherever possible, that it is processed with their consent.

The GDPR sets out that personal data must be processed lawfully, collected only for legitimate purposes; limited to what is required, accurate and kept up to date; kept no longer than necessary; kept secure. There are significant penalties for breaching GDPR.

While Board members will have only limited access to personal data, they should nevertheless familiarise themselves with ARB's Data Protection Policy (**Annex U**), which sets out how ARB must process personal data and details individuals' data protection responsibilities.

Under the legislation ARB must appoint a Data Protection Officer, who has responsibilities to act independently in order to ensure legal compliance in respect of data processing. Any queries or concerns should be made directly to the Data Protection Officer.

5.17 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 **Annex N**.
Note

The Board maintains a professional indemnity policy with a limit on the indemnity of £3,000,000 for any one claim. The policy 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.