

Board Paper

for Open Session

Subject: Review of the Board's Open and Confidential Policy

Board meeting:

14 July 2025

Agenda item:

9

Action:

- For noting ☐
- For discussion ☐
- For decision ☒

Purpose

To approve revisions to the Open and Confidential Sessions of Board Meetings Policy.

Recommendations

The Board is asked to consider and approve the revised Open and Confidential Sessions of Board Meetings Policy.

Annexes

Annexe A – Track Changed version of Open and Confidential Sessions of Board Meetings Policy

Annexe B – Clean version of the Open and Confidential Sessions of Board Meetings Policy

Author/Key Contact

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1. Open Session

2. Background and Key points

- 2.1. As an independent, statutory regulator, ARB must have clear and transparent decision-making process in place in order to deliver its statutory functions and responsibilities. The Board is committed to having robust governance systems and processes in place as well as meeting good practice, and this policy forms a part of that.
- 2.2. All agenda, papers and minutes of open session Board meetings are published on the ARB website. Members of the public are welcome to attend any open sessions as observers. All meeting dates are published on ARB's website in line with the General Rules should members of the public like to attend.
- 2.3. The default position is that all business should be conducted in open sessions. However, it may be appropriate and necessary, for some matters to be discussed in confidential sessions. Items discussed in confidential business will fall within specified criteria which have been detailed in this Open and Confidential Meeting Sessions Policy.
- 2.4. Amongst other things, ARB must adhere to the Freedom of Information Act 2000 (FoI Act) as a public body. The FoI Act provides a right of access to information held by public bodies while carrying out their public functions, subject to certain conditions and exemptions. It is important to note that matters discussed in confidential sessions of Board meetings are subject to disclosure under Freedom of Information requests, including papers and confidential minutes. Any requests made under the FoI will be dealt with in accordance with the statutory process.
- 2.5. The policy was last reviewed in 2019. Having undertaken a review, no major policy changes are proposed. We are however, recommending a series of low level changes to reflect our up to date practice, ensure the policy aligns with others within the organisation, as well as numerous stylistic changes to modernise the policy. **Annexe A** sets out the proposed revisions to policy. **Annexe B** is a clean copy of the proposed policy.
- 2.6. The Governance Department will continue to monitor the policy going forward and ensure that it is reviewed every 5 years. The next review of the policy will be due in 2030.

2.7. Subject to the Board's approval of the updated policy, we recommend that it becomes effective immediately.

2.8. Subject to approval, we will include the updated policy in the annexes to the Board Handbook as well as updating any relevant text on our website in connection with our approach to Board meetings.

3. Resource Implications

3.1. The updating of Open and Confidential Sessions of Board Meetings Policy has no financial cost implications but has required staff time.

4. Risk Implications

4.1. It is important that the policy is regularly reviewed. Failure to review matters to be discussed at Open and Confidential Sessions can result in operational, legal and reputational risks. Improper handling of confidential or sensitive issues can affect the organisation's public and professional standing.

4.2. Criteria for matters to be discussed in the open and confidential sessions of the Board must be clear to avoid breach of confidentiality. Unauthorised disclosures can be avoided with appropriate implementation of the policy. The updated policy will be shared with all Board and Committee members as well as ARB staff.

5. Equality and Diversity implications

5.1. Equality, Diversity and Inclusion (EDI) considerations will be taken into account under the relevant agenda items covered by the Policy.

6. Recommendations

6.1. The Board is asked to consider and approve the revised Open and Confidential Sessions of Board Meetings Policy.

POLICY



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



1. Purpose of Policy

The Board ~~wishes to~~ encourages openness and transparency in its proceedings. ~~It may however, be appropriate and necessary for some matters there will be situations where the Board may wish or may be obliged to be~~ discussed matters in confidence. This policy statement outlines the Board's approach to Board meetings, including how open and confidential matters will be dealt with.

2. Discussion in Open Session

- 2.1 ~~Subject to the exceptions in paragraphs 3.1 and 4.1, M~~meetings of the Board will be held in open session, ~~Subject to the exceptions in paragraphs 3.1 and 4.1.~~ A meeting in open session is one which members of the public may attend as observers. ~~(subject to space being available).~~ Dates of Board meetings for the forthcoming year are posted on the ARB 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~~Board meetings should operate on the presumption of openness and items should be considered in open sessions of Board meetings unless the item; ~~meetings of the Board will not take place in open session if the subject for discussion or decision (taken either wholly or substantially);~~

3.1

- a. ~~would be~~is 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. any information provided to ARB~~has been supplied~~ in confidence ~~by a third party or would result in such supply~~
- f. concerns any 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

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- 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 Chair~~man~~, in consultation with the ~~Vice Chair and Registrar and~~ Chief Executive & Registrar, shall decide which business ~~shall~~is or is not to be taken in open or confidential session. As provided by Rule 45 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. a Board member may request an item be placed on the agenda for a meeting, but the Chair shall have the final decision on the agenda.~~

~~4.1~~

~~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.~~

~~6.5. Confidentiality of Papers~~

~~6.15.1~~ The agenda and papers for the open session ~~circulated with the agenda for the open session are not confidential and~~ will be published on the Board's website. The agenda, papers and minutes from a 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 shared with ~~shown to~~ anybody who is not a member of the Board or that

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_committee, nor can information contained within them be divulged to others unless the Board specifically decides otherwise.

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- 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 Officer & Registrar ~~has control of the~~ is responsible for Board ~~and Committees's~~ papers, and ~~will they are made available make them available~~ to members solely to facilitate the discharge of the duties as Board and/or Committee members.



6-25.2 The Chief Executive Officer & Registrar shall consult with the Chair if there is in any doubt as to whether to make the papers available to the public ~~(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.

6-25.3 References to papers and documents in this policy include material that is available to Members online online or printed papers. ~~that is held, stored or can be retrieved electronically.~~

6-45.4 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.

7-6. Disclosure

7-26.1 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.

7-26.2 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.

7-36.3 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 Officer & Registrar, 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).

7-46.4 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 148 of the General Rules.

POLICY



Open and Confidential Sessions of Board Meetings

1. Purpose of Policy

The Board encourages openness and transparency in its proceedings. It may however, be appropriate and necessary for some matters to be discussed in confidence. This policy statement outlines the Board's approach to Board meetings, including how open and confidential matters will be dealt with.

2. Discussion in Open Session

- 2.1 Meetings of the Board will be held in open session, subject to the exceptions in paragraphs 3.1 and 4.1. A meeting in open session is one which members of the public may attend as observers. Dates of Board meetings for the forthcoming year are posted on the ARB 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.

3. Exceptions to Discussion in Open Session

- 3.1 Board meetings should operate on the presumption of openness and items should be considered in open sessions of Board meetings unless the item:
 - a. is 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. any information provided to ARB in confidence
 - f. concerns any legal advice or Counsel's Opinion, or is otherwise covered by legal professional privilege
 - 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 a confidential session as listed in 3.1 above.

4. Open and Confidential Sessions of Board Meetings

4.1 The Chair, in consultation with the Chief Executive & Registrar, shall decide which business shall be taken in open or confidential sessions. As provided by Rule 4 of the Board's General Rules, a Board member may request an item be placed on the agenda for a meeting, but the Chair shall have the final decision on the agenda.

5. Confidentiality of Papers

5.1 The agenda and papers for the open session will be published on the Board's website. The agenda, papers and minutes from 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 shared with 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 Chief Executive Officer & Registrar is responsible for Board and Committees' papers, and they are made available to members solely to facilitate the discharge of the duties as Board and/or Committee members.

5.2 The Chief Executive Officer & Registrar shall consult with the Chair if there is any doubt as to whether to make the papers available to the public. The Chair's decision will be final unless the matter is referred by the Chair to the Board to make a decision.

5.3 References to papers and documents in this policy include material that is available to Members online or printed papers.

5.4 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.

6. Disclosure

- 6.1 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.
- 6.2 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.
- 6.3 If there is non-compliance with this policy, the Board shall determine the appropriate action (but without prejudice to the right of the Chief Executive Officer & Registrar, after consulting if practicable the Chair, to take any action necessary in his/her opinion to protect the interests of the Board or any of its members).
- 6.4 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 14 of the General Rules.