

RIBA Council Member Code of Conduct

1. Background

- 1.1 This Code of Conduct (the **Code**) sets out the standards of behaviour to which Members of Council will be held, as set by Council pursuant to the RIBA Byelaws. In accordance with the Byelaws, all Members of Council are treated as having agreed to be bound by the Code. Council has the power to enforce the Code, including by removing a member of Council¹.

2. Core Principles and Obligations

Honesty, integrity and legality

- 2.1 Members of Council must act in accordance with RIBA's Policies, Charter, Regulations and Byelaws and in accordance with the law at all times. In keeping with RIBA's values and core principles, Members of Council must act with honesty, integrity, and legality.

Accountability and transparency

- 2.2 Members of Council are accountable for their conduct and are expected to exercise transparency and openness in their decision-making. This principle echoes RIBA's accountability to its members, the public, the media, charity regulators, stakeholders, funders, and the courts.

Conflicts of interest

- 2.3 Members of Council must act in the best interests of RIBA and not place their own personal interests ahead of the organisation's. Members of Council must register and declare any conflicts of interest in accordance with RIBA's Conflicts of Interest Policy.

Standing

- 2.4 Members of Council are representatives of RIBA and are responsible for protecting its reputation. As such they should ensure that any comments about the organisation are considered, substantiated and reflect relevant organisational policy. Communications Guidelines are attached at Appendix 1 for this purpose.

Equality and diversity

- 2.5 Members of Council must act in line with RIBA's commitment to equality, diversity and inclusion, and be respectful of different cultures, backgrounds, genders, ethnicities and sexual orientations.

Respect

- 2.6 Members of Council must be collegial, respectful and courteous with all those they come into contact with at RIBA.

Leadership

¹ The procedure for handling complaints of breach of this Code of Conduct is set out at Appendix 2 hereto.

- 2.7** Members of Council should strive to embody the principles of leadership in their actions, promote RIBA values and live up to the trust placed in them by their electorate.

3. Application of the Principles

Collegiality

- 3.1** Members of Council must actively engage in respectful discussion, debate and voting in meetings. They are expected to contribute positively, listen carefully, challenge sensitively and avoid conflict.
- 3.2** Members of Council should recognise that decisions with which they disagree may be made by a majority of the Council. They may dissent, but must not seek to frustrate the implementations of decisions properly reached, nor to publicly oppose decisions unless specifically authorised to do so.

Roles of Members and Staff

- 3.3** Members of Council must recognise that they do not hold the staff to account. The staff are part of a line management structure held to account through the Chief Executive or, in the case of the Chief Executive, the President. Members of Council should make complaints about employee performance to the Chief Executive (or, if necessary, the President) and not to the employee in question.

Confidentiality

- 3.4** Members of Council must not disclose private or confidential information that they are privy to without authorisation. They should be mindful that certain information is confidential to RIBA, including commercially sensitive or employment related issues, as well as Council and Board papers. Members of Council must not make unauthorised disclosures of confidential information to any third parties, including the media (whether in print, broadcast or on social media). These confidentiality provisions do not prevent Members of Council from whistleblowing where they have raised issues of public concern and exhausted the review process envisaged at para 3.11 below.
- 3.5** Members of Council must not make any public comments or issue any press releases in any medium which purport to be made *by or on behalf* of RIBA without the prior knowledge and approval of the President or anyone to whom Council has delegated the power of approving such comments. Members of Council must not represent themselves as speaking officially for RIBA when they are not.

Commitment

- 3.6** Members of Council must fulfil the duties attached to their role to the best of their ability and make reasonable efforts to attend any appointments as prescribed by their role.
- 3.7** Members of Council should strive to attend all Council meetings, giving apologies ahead of time to the President if unable to attend. They are expected to study the agenda and other information sent in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 3.8** Members of Council should participate in induction, training and development activities.

Cessation of Office

3.9 If at all possible, Members of Council shall give three months' notice of an intention to resign.

Whistleblowing

3.10 Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to RIBA activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations.

3.11 Members of Council should report any such concerns to the President (or, if the concern relates to the President, to the President Elect or the Immediate Past President) who shall arrange a meeting with the Member of Council as soon as possible to discuss the concern.

Grievances

3.12 Any grievances which may arise between RIBA members, staff or Members of Council shall be dealt with in accordance with the RIBA Member-Staff Behaviour Protocol, available on request.

October 2019

See Appendix overleaf

APPENDIX 1

RIBA Communication Guidelines

1. Members of Council are accountable and legally responsible for their actions and activities when making comments in the media, whether in print, broadcast or on social media. They are expected to observe the standards, conduct and behaviour outlined in the RIBA Code of Professional Conduct, Policies, Regulations, Charter and Byelaws, as well as national legislation such as the Data Protection Act and Equality Act, at all times.
2. For the purposes of these Guidelines, 'media' shall include print and broadcast as well as social media and networking sites (e.g. Facebook, Twitter, LinkedIn, Whatsapp, Instagram, Google+, blogs and forums).
3. Members of Council must respect the need to protect the reputation of the RIBA, their own privacy, the privacy of staff and members of the RIBA, and the confidentiality of RIBA information or data, in any communications or statements they make available to members of the general public (including private accounts and closed or secret groups).
4. Members of Council must not:
 - engage in activities in the media, both personally and professionally, which might bring the RIBA into disrepute;
 - disclose private, sensitive or confidential information without authorisation;
 - disparage staff or members of the RIBA in any way;
 - publish correspondence with RIBA staff which is not public in nature;
 - imply RIBA endorsement of personal views and views that the RIBA would not wish to be associated with;
 - violate the terms and conditions of the social media or other website being used; and
 - ascribe political opinion to RIBA or a RIBA governance office

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APPENDIX

Process for removing Council member

(i) Where a complaint is brought by RIBA or at least one Council member (“the Complainant”), about another Council member (for these purposes, “the Council Member”), about a breach of the Council Code of Conduct, the following stepped dispute resolution process will be implemented;

(ii) The complaint shall be in Writing² and shall particularise the matter about which the Complainant is complaining, in sufficient detail and specificity as may allow the Council Member to respond to;

(iii) The complaint shall be addressed to the Honorary Secretary³ and copied to the President and CEO of RIBA. The Honorary Secretary shall have ten (10) working days to carry out a preliminary investigation to ascertain how best to deal with the complaint, and during which time the Honorary Secretary shall inform the Council Member;

(iv) In the first instance, the Honorary Secretary shall attempt to resolve the dispute informally, including arranging a meeting between the Council Member and Complainant if appropriate. The Honorary Secretary may take such other step as s/he reasonably believes will help resolve the dispute, including delegating to another, including a member of staff;

(v) If the complaint cannot be dealt with informally, within a further ten (10) working day period from the end of the period referenced at (iii) above, the Honorary Secretary will inform the Complainant and the Council Member that the matter shall be brought to Council to determine by resolution, allowing no less than fourteen (14) Clear Days before the next available Council meeting;

(vi) At the same time as the Honorary Secretary (or as delegated) informs Council of the complaint, s/he shall afford a reasonable opportunity to the Council Member of either (at his or her option) being heard by or making representations to Council in Writing;

(v) Once the Council Member has been afforded the opportunity to make representations to Council as aforesaid, the President may request that the Council Member step out of the Council meeting and recuse themselves from any ensuing discussion or vote;

(vi) A vote shall be held by secret ballot or show of hands, as the President directs, and a simple majority decision as to whether the Council Member should or not be removed from Council will be final. There shall be no right of appeal against the Council decision; and

(vii) In the event Council decide to remove one of their own, any other RIBA governance role held by that person shall be deemed to terminate with immediate effect and with no power of appeal or right to indemnification or compensation of any nature.

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² Capitalised wording in this policy, which is not otherwise defined, shall have the meaning ascribed to it in the RIBA Constitution.

³ If a complaint is brought against the Honorary Secretary, one of the other Officers of RIBA shall take on the role the Honorary Secretary is allocated under this protocol, and the President’s decision in this respect shall be final.