

## **APPENDIX 1**

### **RIBA CODE OF CONDUCT FOR BOARD MEMBERS (AS CHARITY TRUSTEES)**

This document outlines:

- the duties that apply to Board Trustees; and
- the standards of behaviour which Board Trustees are expected to demonstrate

(the ‘**Trustee Code of Conduct**’).

While assistance and guidance will be provided where possible, it is the responsibility of Board Trustees to ensure they understand all their legal duties and obligations. For further details on the responsibilities of a charity trustee, see the Charity Commission publications: ‘The Essential Trustee’ and ‘It’s your decision: charity trustees and decision making’.<sup>3</sup>

#### **Duties of Board Trustees**

The RIBA is a charity. All Board Trustees are “charity trustees”. Charity trustees are defined in Section 177 of the Charities Act 2011 as “the persons having the general control and management of the administration of a charity”.

As charity trustees, all Board Trustees are subject to a number of duties and responsibilities under charity law, general law and the RIBA’s constitution. Their key duties can be stated as follows:

Board Trustees must:

1. advance the objects of the RIBA;
2. ensure that the RIBA acts within its objects;
3. ensure that the RIBA operates in accordance with its constitution;
4. comply with the general law;
5. safeguard the assets and reputation of the RIBA
6. act single-mindedly in the interests of the RIBA, responsibly, and in good faith;
7. act in the best interests of the RIBA;
8. avoid putting themselves in a position where they have a duty or interest which conflicts or may conflict with that of the RIBA, and where such a conflict arises, take appropriate action to ensure that it does not harm the RIBA;
9. while being allowed to benefit from the activities of the RIBA to the same extent as individuals who are not Board Trustees, only receive further additional benefits from the RIBA (in addition to those enjoyed by an ordinary member) if such benefits are properly authorised; and

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<sup>3</sup> <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>  
<https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making>

10. act with skill, care and diligence when discharging their functions, using their personal skills and experience to ensure that the RIBA is well-run and efficient.

### **Code of Conduct for Board Trustees**

This Code of Conduct sets out the **standards of behaviour** which underpin the legal and fiduciary duties of charity trustees and which Board Trustees are expected to demonstrate. All Board Trustees are bound by the Code by virtue of Byelaw 9 and are expected to adhere to it at all times while a Trustee of RIBA.

1. Board Trustees must abide by the fundamental values that underpin all the activity of the organisation. These are:
  - 1.1 **Accountability:** Everything the RIBA does will be able to stand the test of scrutiny by its members, the public, the media, charity regulators, stakeholders, funders, and the courts.
  - 1.2 **Integrity and honesty:** These will be the hallmarks of all conduct when dealing with colleagues within the RIBA and equally when dealing with members and with individuals and institutions outside it.
  - 1.3 **Transparency:** The RIBA strives to maintain a culture of openness throughout the organisation to promote the confidence of the public, members and other stakeholders, staff and charity regulators.
  - 1.4 **Equality, diversity and inclusion:** The RIBA is committed to promoting diversity, equality and inclusiveness in the architectural and wider built environment profession and to upholding these principles within the offices of and by the staff of the RIBA and in its activities.
2. Board Trustees must also:

#### **Law, policies, mission**

- 2.1 act within the constitution of the RIBA, consisting of its Charter and Supplemental Charter, Byelaws, Regulations and Rules, and abide by its policies and procedures.
- 2.2 not break the law, breach charity regulations, or act in disregard of the RIBA's policies in their relationship with fellow Board Trustees, Members of the RIBA, other RIBA Board members, committee members, staff, volunteers, contractors or anyone else they come into contact with in their role as a Board Trustee.
- 2.3 respect organisational, Council and individual confidentiality.

#### **Protecting the RIBA's reputation**

- 2.4 understand that they are representatives of the RIBA and are responsible for protecting the reputation of the RIBA.
- 2.5 ensure that when speaking publicly, writing or disseminating information about the RIBA including to or in the media (whether print, broadcast or social media) any comments they make about the RIBA, whether as a Board Trustee or individual, are considered and reflect the RIBA's policy and would not damage the reputation of the RIBA.
- 2.6 ensure that they abide by any guidance issued by the RIBA in relation to use of social media and communications.
- 2.7 not make any public comments in any medium which purport to be made *by or on behalf* of the RIBA without the prior knowledge and approval of the Chair and provided such comments have been agreed with the RIBA External Affairs team and CEO.

- 2.8 be aware that certain information is confidential to RIBA, including issues which are commercially sensitive or employment related, and Board papers, and not make unauthorised disclosures of confidential information to third parties, including the media.
- 2.9 be transparent and open about the work of the RIBA, unless there is good reason not to be, for reasons of confidentiality or otherwise.

#### **Personal gain**

- 2.10 unless specifically and lawfully authorised to do so, not personally gain materially or financially from their role as a Board Trustee, nor permit others to do so.
- 2.11 document expenses and seek reimbursement according to the RIBA's adopted procedures.
- 2.12 only give or accept gifts or hospitality in accordance with the RIBA's relevant policies.
- 2.13 use the resources of the RIBA responsibly, when authorised, in accordance with procedure.

#### **Personal relations**

- 2.14 promote and support principles of leadership by example and be respectful, collegial and courteous with all those they come into contact with at RIBA.
- 2.15 understand that individual Board Trustees do not hold the staff to account; rather the staff are held to account through the Chief Executive or, in the case of the Chief Executive, the Board Chair.
- 2.16 understand that complaints about employee performance should be made to the Chief Executive or, if necessary, the Chair, rather than to the employee in question and, if requested by the Chief Executive or Chair, not deal directly with a member of staff or staff members.

#### **Conflicts of Interest**

- 2.17 comply with the RIBA's policy and procedure on conflicts of interest and Declaration of Material Interests.

#### **Enhancing governance**

- 2.18 aim to do what will best enable the RIBA to carry out its purposes, both now and in the future.
- 2.19 participate in induction, training and development activities for Board Trustees.
- 2.20 support the Chair and respect the role of the Chief Executive in their executive role.

#### **Cessation of Office**

- 2.21 if at all possible, give three months' notice of an intention to resign.
- 2.22 if disqualified to act as a Trustee under the Charities Act 2011 or if any of the other circumstances in Bye-law 9.2.3 apply, immediately notify the Chair.

### **3. Breach of this Code of Conduct**

- 3.1 An allegation that a Board Trustee has breached the Code of Conduct must be brought to the attention of the Chair.
- 3.2 The Chair will seek to resolve the allegation informally in the first instance. Where the matter is sufficiently serious or requires a formal investigation, the Chair will consult with the Chief

Executive and Honorary Secretary and in consultation with the RIBA Executive Director of Human Resources and Organisation Design. Ultimately, the Chair may recommend to Council that a Board member be removed and shall have the power to suspend them pending any investigation underway.

- 3.3 The process for managing a complaint about a trustee of the Board breaching this Code of Conduct is set out in Annex.

**4. Whistleblowing**

4.1 Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to our 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.

4.2 Board Trustees should report any such concerns to the Chair (or, if the concern relates to the Chair, to the Honorary Secretary) who shall arrange a meeting with the Board Trustees as soon as possible to discuss the concern.

*Ends*

## Annex to Board Code of Conduct – Process for removing Board member

- (i) Where a complaint is brought by RIBA or at least one Council member (“the Complainant”), about a breach of the Trustee Code of Conduct, the following stepped dispute resolution process will be implemented;
- (ii) The complaint shall be in Writing<sup>4</sup> and shall particularise the matter about which the Complainant is complaining, in sufficient detail and specificity as may allow the Trustee to respond to;
- (iii) The complaint shall be addressed to the Honorary Secretary<sup>5</sup> 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 Trustee;
- (iv) In the first instance, the Honorary Secretary shall attempt to resolve the dispute informally, including arranging a meeting between the Trustee 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 Trustee 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 Trustee of either (at his or her option) being heard by or making representations to Council in Writing;
- (v) Once the Trustee has been afforded the opportunity to make representations to Council as aforesaid, the President may request that the Trustee 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 Trustee 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 a Trustee, 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.

*ends*

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<sup>4</sup> Capitalised wording in this policy, which is not otherwise defined, shall have the meaning ascribed to it in the RIBA Constitution.

<sup>5</sup> 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.