

Royal Institute of British Architects
Guidance Note for Members of Council

Introduction

1. This note is intended as an outline of the fundamental duties and responsibilities of Members of Council of the RIBA. It is not intended to be an exhaustive list of all requirements placed on a Member of Council.
2. This note should be read in conjunction with the Charter and Supplemental Charter, Bylaws, Regulations and Orders of the RIBA.

The objects of the RIBA

3. The objects of the RIBA are set out in Article 2.1 of its Supplemental Charter, which states:

“The objects of the Royal Institute are the advancement of Architecture and the promotion of the acquirement of the knowledge of the Arts and Sciences connected therewith.”

Members of Council as charity trustees

4. The RIBA is a charity. The Charities Act 2011 imposes statutory duties on persons who 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”. Hence, all Members of Council are the charity trustees of the RIBA.
5. The most commonly encountered statutory duties that the Charities Act 2011 imposes on charity trustees are to have regard to the Charity Commission’s published guidance on public benefit when exercising any functions to which that guidance is relevant; and to prepare annual accounts, returns and reports. Other special duties arise in particular circumstances, for example when selling land. Members of Council should ensure that they are supported in their work in such a way as to ensure that they are made aware of and comply with these statutory requirements.
6. The Charity Commission publishes online a range of guidance on matters concerning charities, and Members of Council should take time to become familiar with this resource and should consult it as necessary.

Delegation

7. The Supplemental Charter and the Byelaws specify certain functions that the Council cannot delegate to any other body. The provisions of the relevant Byelaw, 5.19(b), are included in an Appendix to this guidance note.
8. The Byelaws also specify certain functions that the Council can delegate to a subsidiary board (the RIBA Board). These are set out in Byelaw 5.19(c), which is also included in the Appendix.
9. Where the Council has validly delegated a function, the Council can justifiably leave the day-to-day conduct of the matter in the hands of the body to which it has been delegated. It remains the case that the Council retains overall responsibility for the matter. The Council should therefore retain sufficient oversight of the activities of the body to which the function has been delegated to ensure that the Council becomes aware of any matter in respect of which it might wish to take action itself. There is no requirement that members of Council should attempt to exercise detailed control over matters that have been delegated. To do so would defeat the purpose of delegation.
10. Where the Council has not delegated a function, this does not mean that all the work associated with that function has to be performed by Members of Council personally. The Council is entitled to use the staff of the Institute to provide administrative support and to execute its decisions.

The duties of the Council

11. Article 6.3 of the Supplemental Charter provides:

“Subject to the provisions of this Our Supplemental Charter and to any provision of the Byelaws, the Council shall carry out the objects of the Royal Institute, and shall have overall responsibility for the governance of the income, property and affairs of the Royal Institute, and of any property held on trust by the Royal Institute”.

12. The broad responsibilities of the Council, as stated in Article 6.3, include the following elements:
 - (1) To advance the objects of the RIBA
13. The Council has a duty to carry out the objects of the RIBA. It is important that Members of Council keep the objects of the RIBA, as set out in its Supplemental Charter, firmly in mind. A Member of Council should be able to explain how all of the

RIBA's activities further or support its purposes and how the RIBA's purposes and activities benefit the public.

(2) To ensure that the RIBA acts within its objects

14. The Council also has overall responsibility for ensuring that the RIBA acts within its objects and does not exceed them. If the RIBA were to undertake activities outside its objects, its actions could be invalid and may have to be reversed.

(3) To ensure that the RIBA operates in accordance with its constitution

15. The Council has overall responsibility for ensuring that the RIBA operates in accordance with the provisions set out in its constitution, consisting of its Charter and Supplemental Charter, Bylaws, Regulations and Orders. If the RIBA operates inconsistently with the procedures set out in constitution, its acts and decisions could be open to challenge.

(4) To comply with the general law

16. The Council has overall responsibility for ensuring that the RIBA complies with the provisions of the general law which are relevant to its operations, for example equality law and employment law.

(5) To safeguard the property of the RIBA

17. The Council has overall responsibility for ensuring that the RIBA's property, and property of which it is a trustee, is protected and properly managed.

The role of Members of Council

18. The general law imposes a set of duties on persons holding responsibilities such as those held by Members of Council. These duties overlap, but the theme that links them is that Members of Council must act in good faith and loyally in the interests of the RIBA. The duties imposed by law on Members of Council can be stated as follows:

(1) Members of Council must act single-mindedly in the interests of the RIBA, responsibly, and in good faith.

(2) Members of Council must exercise their powers and duties in the best interests of the RIBA.

- (3) Members of Council must 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 they must take appropriate action to ensure that it does not harm the RIBA.
 - (4) Members of Council are allowed to benefit from the activities of the RIBA to the same extent as individuals who are not Members of Council, but they may only receive further additional benefits from the RIBA (in addition to those enjoyed by an ordinary member) if such benefits are properly authorised.
 - (5) Members of Council should 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.
19. The following are some guidelines which may assist Members of Council to comply with the duties stated above:
- (1) Members of Council should ensure that they give enough time, thought and energy to their role, for example by attending meetings of Council whenever possible and reading Council papers thoroughly beforehand.
 - (2) Members of Council should always aim to do what will best enable the RIBA to carry out its purposes, both now and in the future; making balanced and adequately informed decisions, thinking about the long term as well as the short term.
 - (3) Members of Council should ensure that there are proper systems in place for reporting to them matters that they need to know, and that these systems are reviewed at appropriate intervals.
 - (4) Members of Council should ensure that there are clear lines of accountability within the RIBA.
 - (5) Members of Council should ensure that they receive proper information concerning matters that they have to decide.
 - (6) Members of Council should ensure that the RIBA has the administrative and practical resources to provide them with the support they need.
 - (7) Members of Council should ensure that they receive proper specialist advice on issues that are of particular importance or difficulty.
 - (8) Members of Council should be open about how the RIBA operates and spends its money, be willing to respond openly and honestly to concerns, criticisms or complaints about the RIBA, and be able to demonstrate that the RIBA is legally compliant, well run and effective.
 - (9) Members of Council should ensure that there is a proper induction process for new Members of Council, and that Members of Council receive appropriate continuing support and training for their role.
20. Members of Council have collective responsibility for implementing decisions and policies on which the Council has agreed. It follows that Members of Council must respect the decisions of the Council. Of course, this does not preclude robust debate

or simple disagreement within Council. But in some cases a Member of Council may feel unable to continue as such, for example if he or she disagrees profoundly with the direction the RIBA is taking, or if there is a financial conflict of interest that cannot be resolved otherwise.

21. Members of Council must respect the confidentiality of sensitive information, for example in relation to commercial or employment issues.

Disqualification

22. Certain categories of persons are disqualified from being a charity trustee and therefore a Member of Council. These categories include persons who have been convicted of an offence involving dishonesty or deception, undischarged bankrupts, persons who have entered into compositions or arrangements with creditors from which they have not been discharged, persons who are disqualified from acting as company directors, and persons who have been removed from office as a trustee of another charity by the Court or the Charity Commission.

Liabilities of Members of Council

23. The RIBA is an incorporated body. It therefore has a legal personality which is separate from that of its members, or of Members of Council, and it can enter into contracts, sue and be sued in its own right.
24. Members of Council will not, therefore, be personally liable for contracts which the RIBA enters into. The RIBA, not Members of Council, will be the contracting party.
25. Members of Council can be liable to the RIBA if they breach the duties, summarised above, which they owe to the RIBA and that breach causes loss to the RIBA.
26. Where a Member of Council incurs a liability to the RIBA for breach of duty, the Court and the Charity Commission have jurisdiction to relieve the member from liability if he or she has acted honestly, reasonably and ought fairly to be excused.

Appendix – RIBA Byelaws 5.19(b) and 5.19(c)

5.19 (b) The Council shall not delegate, either with or without restrictions, any of the following powers or functions:

- (i) the approval of the long-term strategy for the Royal Institute and its subsidiaries;
- (ii) the approval of the annual report and accounts;
- (iii) the setting and approval of any governing policy;
- (iv) the purchase or sale of any freehold or long leasehold of 66 Portland Place, London or of the Library & Special Collections or any substantial element thereof;
- (v) the appointment of members to any board of the Royal Institute or its subsidiaries;
- (vi) the creation or revision of any membership categories;
- (vii) the recommendation of the recipient or recipients of the Royal Gold Medal;
- (viii) the admission of societies to alliance or association and the terms, continuation and determination of alliance or association;
- (ix) any power or duty to make regulations which is explicitly or implicitly conferred by these Byelaws.

5.19 (c) The Council may, by Regulations delegate to a Board established in accordance with Regulations, either with or without restrictions, any of the following powers or functions:

- (i) the approval of the overall annual budget and business plan for the Royal Institute and its subsidiaries;
- (ii) the formation, liquidation, purchase or sale of any subsidiary of the Royal Institute;
- (iii) the purchase or sale of any freehold or long leasehold (other than in relation to 66 Portland Place, London);
- (iv) the appointment of a principal executive officer of the Royal Institute;
- (v) the determination of the amount of entrance fees and subscriptions;
- (vi) the allocation and expenditure of the funds held in accordance with the Royal Institute's policy on free reserves.