

Board Code of Conduct

Introduction

This Code sets out the standards of conduct that are expected for all Board members.

The Chair's responsibilities

1. The Chair has responsibility for providing the leadership so that the Board can:
 - a. Formulate its strategy to, so far as reasonably practicable, act in a way which is compatible with the regulatory objectives set out in the LSA and which is considers most appropriate for the purpose of meeting those objectives;
 - b. Consider matters within the statutory framework provided by the LSA, the Copyright, Designs and Patents Act 1988 and the Trade Marks Act 1994 on the basis of comprehensive background information and with due regard to the principles of better regulation;
 - c. Promote generally accepted principles of good corporate governance;
 - d. Promote the effective and efficient use of IPReg's resources;
 - e. Represent IPReg's views to consumers, other stakeholders and the wider public (and vice versa).
2. In addition the Chair will:
 - a. Ensure that the Board meets regularly and that minutes of each meeting are taken;
 - b. Assess the performance of each Board member on an annual basis.

Responsibility of Board Members

3. Board members must:
 - a. Act in good faith in the best interests of the Board and not act directly on behalf of any constituency or interest groups;
 - b. Comply with the Principles of Public Life and set out by the Committee on Standards in Public Life;
 - c. Comply with the requirements for confidentiality and disclosure contained in their terms of appointment and not misuse information gained in the course of their appointment as a Board member;
 - d. Comply with the [Social Media and Communications Policy](#) when considering whether to publish any correspondence, article or paper which might impact on the work of IPReg.

4. In addition, Board members must:
 - a. Listen to and respect the views of others;
 - b. Seek positive and constructive resolution to those issues where differences of opinion exist;
 - c. Keep abreast of developments in public policy and other issues which may affect the work and operation of the Board.

Indemnification of Board Members

5. IPReg will indemnify Board members against liability incurred in connection with claims or proceedings brought against them in relation to anything done or omitted to be done in the discharge or purported discharge of their duties undertaken for IPReg and the Boards. This indemnity is not available where the Board members' actions or omissions are:
 - a. Done or omitted to be done in bad faith;
 - b. Outside the scope of, or inconsistent with, the responsibilities of the Board member;
 - c. Wilful or culpably negligent.

Conflicts of interest

6. A conflict of interest is a set of circumstances that creates a risk that an individual's ability to apply judgement or act in one role is, or could be, impaired or influenced by a secondary interest. It can occur in any situation where an individual or organisation can exploit a professional or official role for personal or other benefit. Conflicts can exist if the circumstances create a risk that decisions may be influenced, regardless of whether the individual actually benefits. The perception of competing interests, impaired judgement or undue influence can also be a conflict of interest.
7. Board members are entitled to manage their own affairs in privacy, but their work and responsibilities for IPReg and the Boards must be carried out in a manner which is free from any suggestion of improper influence.
8. Board members must have regard to Rule 5 of the Internal Governance Rules (IGRs). This states:

"No person, whether remunerated or not, who is involved in decisions relating to regulatory functions may also be involved in the representative functions of the approved regulator, unless that person's role is within a shared service in accordance with Rule 11 [of the IGRs]."

9. For the avoidance of doubt:

- a. Membership of CIPA and/or CITMA does not *per se* create a conflict of interest;
- b. No conflict arises as a result of registration as a patent attorney or a trade mark attorney regulated by IPReg.

10. A conflict of interest may arise as a result of:

- a. A direct or indirect financial interest;
- b. A relationship or previous association with those affected or likely to be affected by the matter being considered;
- c. The interests of a spouse, partner or children;
- d. An expectation of a future interest (e.g. future employment).

This list is not exhaustive, nor will all of the examples necessarily give rise to a conflict.

11. Board members are required to declare any personal or business interest which may conflict with their responsibilities as Board members. In addition, Board members must declare any potential conflict which might arise in the course of their day to day work whenever it becomes relevant.

Accountability for funds

12. Board members have the responsibility for overseeing the proper custody and disbursement of the funds collected by IPReg from those registered. They must ensure that measures are in place to ensure that IPReg operates efficiently, effectively and economically.

13. Board members are responsible for ensuring that IPReg does not exceed its powers, functions or responsibilities.

Misconduct²

14. Board Members' conduct may be considered to be unsatisfactory when a breach of this Code, their contract of employment or any legal obligation has occurred. If a Board member's conduct could be considered unsatisfactory, the following procedure will be put in place:

- a. The Chair will arrange an investigation of any allegation of misconduct to establish the facts;
- b. The Chair will invite two other members of the Board to form a panel to determine what

² Board members' contracts specify that in the event of any allegation of misconduct they will be subject to the arrangements in the Code of Conduct for dealing with that event.

action should be taken. If the complaint concerns the Chair, the longest serving lay member of the Board will arrange the investigation and convene the panel;

- c. The panel can recommend removal of the Board member or any other suitable action;
- d. A right of appeal will be provided to the Board. Any appeal must be submitted within 14 days of being notified of the panel’s decision. The Board’s decision will be final;
- e. While the allegation is being investigated and considered, the Chair may suspend the member from the Board. If the Chair is being investigated, the longest serving lay member of the Board will have power to suspend the Chair (having consulted other Board members) if they consider that such action is appropriate.

Version Control

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v2	November 2023	Board/2026