

## **GOVERNANCE HANDBOOK**

November 2023  
(Revised April 2024)

## About IPReg

The Legal Services Act 2007 (LSA) requires those involved in the regulation of legal services to separate the representative activities of their professional bodies from their regulatory functions.

The Chartered Institute of Patent Attorneys (CIPA) and the Chartered Institute of Trade Mark Attorneys (CITMA) are the representative bodies of patent attorneys and trade mark attorneys respectively. They are also approved regulators under the LSA.

In order to separate their representative functions from their regulatory functions as required by the [Internal Governance Rules](#) made by the Legal Services Board, CIPA and CITMA have delegated their respective regulatory functions to the Patent Attorney Regulation Board (PRB) and the Trade Mark Attorney Regulation Board (TRB). The PRB and the TRB may (and usually do) sit jointly as the IPReg Board.<sup>1</sup> The Delegation Agreements between [IPReg and CIPA](#) and [IPReg and CITMA](#) are on the IPReg website.

As at 1 April 2023, there were 3,439 individual attorneys (of whom around 70% are patent attorneys, 24% are trade mark attorneys and 6% are on both registers). We also regulate around 250 firms.

Some of the matters that IPReg is responsible for include:

- Setting and maintaining Rules of Conduct;
- Setting the education and training requirements for qualification as a patent attorney and as a trade mark attorney;
- Setting the requirements for entry to the registers for individuals and firms;
- Maintaining the registers of patent attorneys and trade mark attorneys;
- Setting the requirements for continuing professional development in order that patent attorneys' and trade mark attorneys' knowledge, skills and expertise are maintained at a high level;
- Investigating complaints of misconduct and, where appropriate, taking disciplinary or other action.

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<sup>1</sup> References to "the Board" in this document are references to the PRB, TRB and the IPReg Board, as appropriate.

## About this document

This governance manual sets out the roles and responsibilities of Board members, the Board’s working groups and staff. It is designed to ensure IPReg operates in accordance with best practice and in a way that commands public confidence.

## The IPReg Board

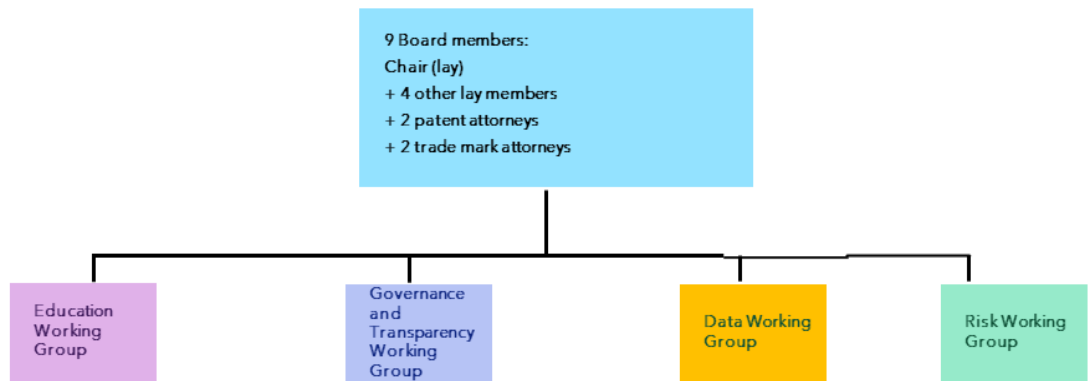
The IPReg Board sets IPReg's strategic direction and agrees its [Business Plan](#). It holds the Executive Team to account for performance throughout the year. The Board has established a number of Working Groups to support and challenge the Executive Team on specific aspects of their policy work.

The Board has 9 members: a lay (non-lawyer) Chair, four other lay members, two patent attorneys and two trade mark attorneys. More information about the [Board members](#) is on the IPReg website. All Board members are also Directors of the [Intellectual Property Regulation Board Limited](#). This is the company that employs members of the IPReg Team.

This diagram shows how the Board is structured:

## IPReg

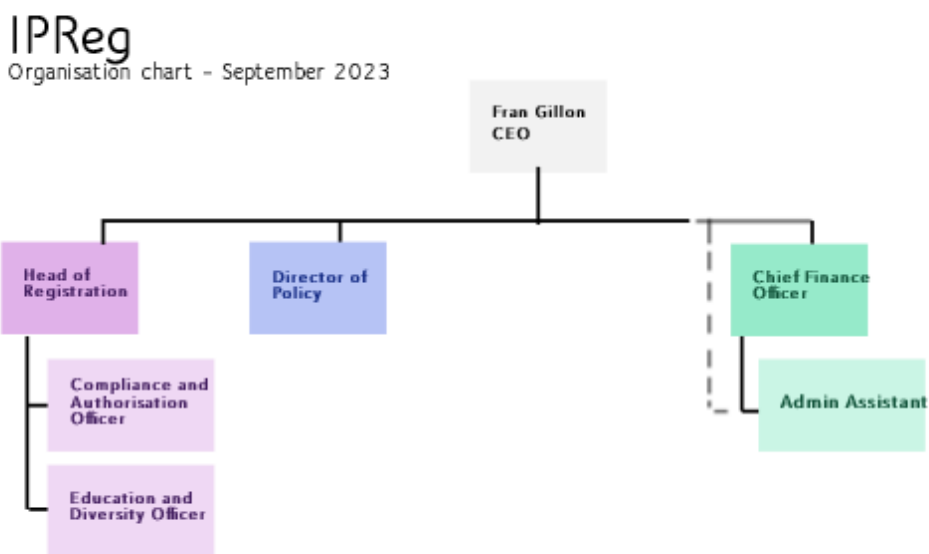
Board and Working Groups structure chart  
September 2023



## The IPReg Executive Team

The Executive Team has seven employees: Chief Executive, Head of Registration, Director of Policy, Compliance and Authorisations Officer, Education and Diversity Officer, Chief Finance Officer and Administrator.

This diagram shows how the Executive Team is structured:



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## 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.

### Misconduct<sup>2</sup>

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

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<sup>2</sup> 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

Version	Date	Review by/date
v2	November 2023	Board/2026

## Rules of Procedure

### Introduction

1. These Rules regulate the Board's procedures and those of its working groups. They are designed to support the requirements in the Delegation Agreements that IPReg has entered into with CIPA and CITMA that:
  - a. IPReg will ensure that it, the PRB and the TRB carry out their regulatory functions in a transparent, proportionate and non-discriminatory way at all times; and
  - b. IPReg will always have due regard to the need for equity in the regulation of the patent attorney profession and the trade mark attorney profession in the manner in which it, the PRB and the TRB carry out these functions.

### Meetings and proceedings of the Board

2. The Boards will hold meetings at such intervals as they may determine.
3. The Boards may invite any person to attend all or any part of a meeting.
4. Meetings may take place at any convenient location and online.
5. Meetings may be convened wholly or partly by telephone or video-conferencing facility, and decisions may also be made or ratified following a suitable exchange of correspondence, either electronically or in hard copy. In such circumstances participating Board members will be deemed to be present at the meeting. The provisions of these Rules in respect of meetings (including quorum) will apply.
6. Issues that only relate to trade mark attorneys will be considered solely by the TRB. Issues that only relate to patent attorneys are considered solely by the PRB. For all other issues, the TRB and PRB will meet jointly.

### Meetings – agenda and papers

7. Normally the agenda and papers for a meeting will be circulated by email or other electronic means to Board Members (and such other persons as might be agreed from time to time) seven calendar days in advance of the meeting. The non-receipt of papers by any Board Member will not invalidate the business transacted at a meeting.
8. Papers may only be tabled at a meeting with the prior permission of the Chair.
9. No business other than that on the agenda for a meeting may be taken, unless agreed by the Chair.

### Power to call Board meetings

10. If, in the opinion of the Chair, an urgent matter has arisen, the Chair may call a meeting.

11. If two or more Board members submit a request for a meeting to the Chair, the Chair will call a meeting as soon as practicable.

### Notice of Meetings

12. Board Members will be notified as soon as practicable of the dates of all meetings of the Boards.
13. The non-receipt of a notice of a meeting by any Board Member will not invalidate the business transacted at a meeting.

### Chairing of Meetings

14. The Chair will, if present, preside at all meetings.
15. In the absence of the Chair, the lay Board member nominated by the Chair (or, if they are unavailable, nominated by the Board) will preside.
16. The procedure at meetings will be determined by the Chair, in accordance with these Rules (and in consultation with the CEO).

### Procedure at Meetings

17. Subject to these Rules, Board members may meet together for the consideration of business, adjourn and otherwise organise their meetings as they think fit.
18. The Chair will:
  - a. Preserve order and ensure that all Board members have sufficient opportunity to express their views on all matters under discussion;
  - b. Determine all matters of order, competency and relevancy;
  - c. Determine in which order those present will speak; and
  - d. Determine whether or not a vote is required.
19. Papers will be taken as read and questions will be directed to the relevant executive colleague, unless otherwise directed by the Chair.
20. In the event that a Board member is unable to attend a meeting, s/he may provide written comments on the agenda items ahead of the meeting. These will be read out at the appropriate point in the meeting by the Chair or the relevant executive colleague.
21. Decisions of the Board will normally be made by consensus. Failing consensus, decisions will be reached by means of a vote when:
  - a. The Chair believes that there are Board members present at the meeting who disagree with a proposal;
  - b. When a Board member who is present requests a vote to be taken; or

- c. The Chair considers that a vote should be taken.
22. If a vote is taken, the proposal will be determined by a majority of the votes of the Board members present and voting on the question. The Chair will declare whether or not a resolution has been carried.
23. In the case of an equality of votes, the Chair will have a second, casting vote.
24. The minutes of the meeting will normally record only the numerical result of a vote, showing the numbers for and against the proposal and noting any abstentions. A Board member may require that their particular vote be recorded in the minutes.
25. The Board may agree to defer a decision on a proposal to a later date. The decision to defer, together with the reasons for doing so, will be recorded in the minutes of the meeting.
26. Any agreement to delegate the decision on a proposal will be recorded in the minutes of the meeting.

## Board Quorum

27. The quorum for an IPReg Board, PRB and TRB meeting will be three, comprised of a majority of lay members, save for circumstances where by reason of a vacancy one or more of the Boards is not capable of having a lay majority.
28. If a meeting of the Board:
  - a. Is not quorate within 30 minutes from the start time for the meeting; or
  - b. Becomes inquorate during the course of the meeting, then the meeting will either:
    - Be adjourned to such time, place and date as may be determined by the Board members present; or
    - Continue with a requirement that any decisions will require ratification following a suitable exchange of correspondence either electronically or in hard copy following the meeting. Such decisions must also have regard to the quorum requirements in Rule 8. If the meeting regains its quorum, decisions may be ratified within the meeting.

## Minutes of meetings

29. The minutes of a meeting will record key points of discussion and decision in accordance with best practice.
30. The minutes of a meeting will also record:
  - a. The names of every Board member and other person present during any part of the meeting;
  - b. The names of Board members who have tendered apologies for absence;
  - c. The withdrawal from a meeting of any Board Member on account of a conflict of interest or

- any other reason; and
- d. Any declaration of interest.

## Delegation of powers

31. Providing it is consistent with the Delegation Agreements with CIPA and CITMA, the Board may authorise:

- a. The Chair, the Chief Executive or any other Board member;
- b. A working group of the Board; or
- c. A colleague;

to exercise, on behalf of the Boards, such of its functions, in such circumstances, as they may determine.

32. A working group may delegate functions (including functions delegated to it) to:

- a. Any Board member;
- b. The Chief Executive; or
- c. A colleague.

33. There will be a schedule of matters reserved to the Board.

34. The IPReg Board remains accountable for all of IPReg's functions and will require regular information about the exercise of delegated functions to enable it to maintain its monitoring role.

35. The schedule of matters reserved to the Board does not preclude other matters being referred for decision by the Chair or the Chief Executive to the Board. Providing it is consistent with the Delegation Agreements with CIPA and CITMA:

- a. All powers delegated by the Board can be reassumed;
- b. The Board reserves the right to deal with any matters, whether generally or exceptionally, previously delegated;
- c. The Board may also vary or revoke such a delegation.

36. The Chief Executive will prepare and maintain a scheme of delegations identifying which functions they will perform personally and which functions they have delegated. All powers delegated by the Chief Executive can be reassumed and the Chief Executive reserves the right to deal with any matters, whether generally or exceptionally, previously delegated. The Chief Executive may also vary or revoke such a delegation.

37. Powers are delegated to and from the Chief Executive on the understanding that:

- a. Appropriate expert advice will be sought as necessary and that any costs involved can be met

within the authorised budget; and

- b. The powers will not be exercised in a manner that is likely to be a cause for public concern or that might have a detrimental effect on IPReg's reputation.

38. In the absence of the Chief Executive, the powers delegated to her may be exercised by the Head of Registration after taking advice as appropriate from the Chair.

### **Conflicts of interest**

39. If a Board member has any interest or duty that is (or might reasonably be considered to be) material and relevant, whether direct or indirect and whether pecuniary or not, that, in the opinion of a fair-minded and informed observer would suggest a real possibility of bias in any matter that is brought up for consideration at a meeting, the Board member will disclose at the earliest opportunity the nature of the interest or duty to the meeting.

40. If any Board member has declared an interest, the Board members present at the meeting shall decide whether and to what extent that Board member should participate in the discussion and the determination of this issue shall be recorded in the minutes of the meeting. If it is decided that the Board Member should leave the meeting, the Chair may first allow the Board member to make a statement about the item under discussion.

41. Colleagues who are in attendance at a meeting should declare interests in accordance with the same procedures as for those who are Board members. Where the Chair rules that a potential conflict of interest exists, any colleague so concerned should take no part in the discussion of the matter and may be asked by the Chair to leave the meeting.

### **Meetings and proceedings of working groups**

42. The Board may establish working groups and appoint a Chair and members to them.

43. The Board will agree and may vary or replace the terms of reference for each working group. Working groups are advisory to the Board.

44. The terms of reference for working groups are subordinate to these Rules, which take precedence.

45. The terms of reference for working groups will be published on the IPReg website.

46. The quorum requirements in these Rules do not apply to working groups but they should have a lay majority. Decisions on the membership of a working group will have due regard to the need for equity in the regulation of the patent attorney profession and the trade mark attorney profession.

47. Working group Chairs will present a report about the group's activities to the next relevant meeting of the Board.

## Version Control

Version	Date	Review by/date
v2	November 2023	Board/2026

## Publication Policy and Scheme

### Introduction – IPReg's policy on publication of information

1. This document explains IPReg's approach to publishing information. We want to be as transparent as we can as a regulatory body about what we do, how we do it and how our activities are financed. We therefore make a significant amount of information routinely available on our website.
2. The Publication Scheme (below) sets out the information that we publish on our website. It should help you to find information you need about IPReg and what we do.

### Alternative ways to find out information

3. If you cannot access our website easily, please email: [info@ipreg.org.uk](mailto:info@ipreg.org.uk); or phone us on: 020 7353 4373 or write to us at: 20 Little Britain, London EC1A 7DH. We may charge for providing information in hard copy. Please note that information is currently only available in English. If you need the information in an alternative format, please let us know (it may take longer to provide the information).

### Approach to redaction

4. In order to maximise transparency about what IPReg does and how we do it, we want to redact as little information as possible from documents that we publish on our website. There are some exceptions to this which include:
  - a. Legal advice or issues concerning legal risks – because legal advice is privileged;
  - b. Information that has been given to us in confidence (for example by a government department, a firm/individual that we regulate or a body such as CIPA/CITMA/IP Federation) – because we need to ensure that we can have confidential discussions with Government, organisations and regulated firms;
  - c. Information that is commercially sensitive – because publication could damage one or more commercial bodies;
  - d. Information about risks to IPReg (e.g. its corporate risk register) - because publication could increase the likelihood of the risk occurring and/or increase the severity of the risk.

### Information we do not publish

5. We do not publish information that is:
  - a. Legally protected from disclosure - because the law says we cannot publish information such as: personal data; “tipping off” under the Proceeds of Crime Act 2002; “inside information” under the Criminal Justice Act 1993;
  - b. Confidential – information that has been given to us in confidence or concerns trade secrets



and/or commercial interests;

- c. In draft form – for example in Board papers: drafts of consultation documents, policies that are being developed, rule change applications and practising fee applications that the Board has considered. However, we will normally publish the covering Board paper. Final versions of these documents will also be published;
- d. Current investigation - about a complaint or issue that we are investigating or regulatory action that we are considering or a disciplinary hearing that is taking place. However, we will normally publish high level information about the number of complaints that we are investigating;
- e. IPReg operational procedures - operational documents that are internal to the IPReg Team and the way it conducts its activities;
- f. Advice and opinions – opinions or advice from external advisers, unless it is evidence that has been used to inform policy development by the Board and publication of it is appropriate;
- g. No longer readily available - for example because it has been archived;
- h. Too resource-intensive to prepare – for example very large data sets.

## Review date

- 6. This policy and the publication scheme were first published in January 2023. They will be reviewed in 2026.

## Publication Scheme

- 7. Please note that our approach to the publication of disciplinary information is set out in a separate document. We will include a link to this information when it is available; in the meantime, disciplinary decisions can be found [here](#).
- 8. Although IPReg is not subject to the Freedom of Information Act 2000, we have adopted some elements of the ICO's model publication scheme. This sets out 7 classes of information and, where relevant to IPReg we have included these in the table below with links to our website.

### **The ICO's model scheme classes of information:**

#### **Who we are and what we do**

Organisational information, locations and contacts, constitutional and legal governance.

#### **What we spend and how we spend it**

Financial information relating to projected and actual income and expenditure, tendering, procurement and contracts.

## **What our priorities are and how we are doing**

Strategy and performance information, plans, assessments, inspections and reviews.

## **How we make decisions**

Policy proposals and decisions. Decision making processes, internal criteria and procedures, consultations.

## **Our policies and procedures**

Current written protocols for delivering our functions and responsibilities.

## **Lists and registers**

Information held in registers required by law and other lists and registers relating to the functions of the authority.

## **The services we offer**

Advice and guidance, booklets and leaflets, transactions and media releases. A description of the services offered.

## IPReg's classes of information

### Who we are and what we do - organisational information, structures, locations and contacts

Information	Website links
Roles and responsibilities of IPReg	<a href="#">About us</a>  <a href="#">Core metrics</a>
IPReg organisational structure	<a href="#">IPReg Executive Team</a>
Information about legislation relating to IPReg's functions	<a href="#">About us</a>
Lists of information about organisations IPReg works with	<p><a href="#">Legal Services Board</a> – the LSB is the oversight regulator for all the front line regulatory bodies including IPReg.</p> <p><a href="#">Chartered Institute of Patent Attorneys</a> - CIPA is the representative body for patent attorneys.</p> <p><a href="#">Chartered Institute of Trade Mark Attorneys</a> – CITMA is the representative body for trade mark and design professionals.</p> <p><a href="#">IP Inclusive</a> - IP Inclusive is an initiative formed by individuals and organisations from across the intellectual property (IP) sector, who work together to make the IP community more inclusive, diverse, open and fair.</p> <p><a href="#">IP Federation</a> – the IP Federation represents the views of UK industry in intellectual property rights policy and practice matters within the UK, Europe and internationally.</p> <p><a href="#">Intellectual Property Office</a> – the IPO is the official UK government body responsible for IP rights including patents, designs, trade marks and copyright.</p>
Board members	<a href="#">Current Board members</a>  <a href="#">Register of interests</a>
Location and contact details	<a href="#">Contact us</a>

## What we spend and how we spend it - financial information relating to projected and actual income and expenditure, procurement, contracts and financial audit

Information	Website links
Financial information including significant external costs, quarterly budget v expenditure	<a href="#">Our finances</a> <a href="#">Annual budgets and quarterly updates</a>
IPReg Limited audited company accounts	<a href="#">IPReg Limited accounts</a>
Remuneration: Chair, Board and CEO	<a href="#">Costs report</a>  Details of total fees paid to Board members – these will be included in the Annual Report from 2023
Expenses	Details of expenses paid to Board members and CEO – these will be included in the Annual Report from 2023
Approach to procurement	<a href="#">Procurement policy</a>
IPReg Limited audited accounts	See <a href="#">Companies House</a>

## What our priorities are and how we are doing - strategies and plans, performance indicators, audits, inspections and reviews

Information	Website links
Annual Business Plan and Strategic Plan	<a href="#">Our business plan</a>
Annual Report	<a href="#">Annual reports</a>
Performance statistics	<a href="#">Performance management dataset</a>
LSB regulatory performance framework	<a href="#">LSB assessments</a>

## How we make decisions – decision making processes and records of decisions

Information	Website links
Background information relating to major policy proposals and decisions	<a href="#">About us</a>
Major policy proposals and decisions	<a href="#">Review of regulatory arrangements</a>

Public consultations	<a href="#">Open consultations</a> <a href="#">Closed consultations</a> <a href="#">IPReg responses to other organisations' consultations</a>
Board meetings	<a href="#">Board meeting dates, agendas, minutes and papers</a>

## Policies and procedures - current written protocols, policies and procedures for delivering services and responsibilities

Information	Website links
Policies and procedures for making decisions	<a href="#">About us – governance</a> <a href="#">Delegation Agreement between IPReg and CITMA – in force 8 July 2020</a> <a href="#">Delegation Agreement between IPReg and CIPA – in force 8 July 2020</a> <a href="#">Board Code of Conduct Board</a> <a href="#">Rules of Procedure Scheme of delegations</a> <a href="#">Schedule of matters reserved to the Board</a>
Policies and procedures for the recruitment and employment of staff	<a href="#">Staff Recruitment Policy</a>
Customer service	Complaints about IPReg – these will be included in the Annual Report from 2023
Records management and personal data policies	<a href="#">Privacy notice</a>
Charging regimes and policies	<a href="#">Practising fees</a>

## Lists and registers – currently maintained lists and registers

Information	Website links
Public registers and registers held as public records	<a href="#">Public registers</a> <a href="#">Disciplinary findings</a>
Register of gifts and hospitality provided to Board members and senior staff	<a href="#">Register of gifts and hospitality</a>

## The services we offer - information about the services we currently provide including leaflets, guidance and newsletters produced

Information	Website links
Advice and information for consumers	<a href="#">What is an attorney?</a> <a href="#">Got an idea?</a> <a href="#">What to do when things go wrong – complaints</a> <a href="#">Legal Choices</a>
News	<a href="#">News and events</a>
Regulatory arrangements – Code of Conduct and other regulations	<a href="#">Regulations CPD</a> <a href="#">Practice development</a>
How to become an attorney	<a href="#">Frequently asked questions</a>

## Version Control

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v2	November 2023	Board/2026

## Schedule of Matters Reserved to the Board

### **Governance**

1. Approving the delegation of any of the Board's powers to the Chief Executive.
2. Approving the Board's own rules of procedure.
3. Approving the instigation or defence of legal proceedings.
4. Approving the minutes of Board meetings.
5. Approving matters concerning the Internal Governance Rules including new versions of the Delegation Agreement.

### **Appointments**

6. Agreeing the appointment (or extending the appointment) of Board members including the Chair.
7. Appointing and dismissing working groups.
8. Approving and amending the Terms of Reference of working groups.
9. Appointing, dismissing and consenting to the terms and conditions of service of the Chief Executive and any variations.
10. Approving changes to other members of the Executive team's terms and conditions of service.
11. Waiving the requirement to conduct an open recruitment process.
12. Creating new full or part time permanent posts and their associated salaries.
13. Appointing, dismissing and approving the remuneration of the external auditor.

### **Strategy, business plan and budget**

14. Approving IPReg's strategy.
15. Approving IPReg's business plan (including the proposed budget and proposed level of practising fees).

### **Risk management**

16. Approving IPReg's strategy and procedures for the management of risk.
17. Reviewing IPReg's Corporate Risk Register.
18. Approving IPReg's strategy and procedures for the management of health and safety.
19. Making decisions on ransomware (or similar) demands.

## Regulatory policy and decisions

- 20. Approving in principle the proposed response to an external consultation.
- 21. Approving IPReg’s regulatory arrangements (as defined in LSA 2007 section 21 other than “exempt” changes).
- 22. Approving the exercise of intervention powers under LSA 2007 section 102 and Schedule 14 and SI 2014/3238 (LSA section 69 Order).
- 23. Making decisions about claims brought under IPReg’s compensation arrangements (as defined in LSA section 21(2)).

## Financial and performance

- 24. Overseeing the effective executive management of IPReg.
- 25. Approving all proposed expenditure above £59,999.
- 26. Waiving the requirement in the procurement rules to conduct a full tender process.
- 27. Approving IPReg’s annual report.
- 28. Approving IPReg’s finance policies (including, for example, its expenses and corporate gifts and hospitality policies).
- 29. Considering all audit or other financial reports or reviews.
- 30. Approving changes to IPReg’s overdraft limits.
- 31. Approving IPReg’s performance targets.

### Version Control

Version	Date	Review by/date
v2	November 2023	Board/2026



## Scheme of Delegations

1. Powers are delegated to and from the Chief Executive on the understanding that:
  - a. Appropriate expert advice will be sought as necessary and that any costs involved can be met within the authorised budget; and
  - b. The powers shall not be exercised in a manner that is likely to be a cause for public concern or that might have a detrimental impact on IPReg’s reputation.

In the absence of the Chief Executive, the powers delegated to her may be exercised by the Head of Registration - after taking advice as appropriate from the Chair or, in the Chair’s absence, another Board member.

HoR = Head of Registration

CFO = Chief Finance Officer

The IPReg Board delegates the following powers to the CEO, including the power to delegate further:	The CEO, in accordance with the powers granted by the Board, further delegates the powers to:	Notes
<b>Governance</b>		
Ensuring the efficient day to day leadership and operation of IPReg		
Authorising the disclosure of confidential information in the public interest, and pursuant to legal requirements, to law enforcement agencies, regulators or those who exercise regulatory functions and to other persons with a legitimate interest in receiving the information.	HoR	This does not restrict the incidental disclosure of information by IPReg staff properly carrying out their functions, such as the seeking of evidence for investigations, authorisations, supervision or intelligence gathering
Agreeing press releases, statements, speeches, articles, website changes and other media activity	HoR	
Agreeing publication, etc. of documents approved in principle by the Board	HoR	
Agreeing responses to external consultations approved in principle by the Board	HoR	
Agreeing decisions in respect of matters subject to legal proceedings	HoR	Significant decisions to be referred to the Board

The IPReg Board delegates the following powers to the CEO, including the power to delegate further:	The CEO, in accordance with the powers granted by the Board, further delegates the powers to:	Notes
Preparing Board agenda and papers	All staff	Subject to final approval by the CEO, HoR or Director of Policy
Preparing Board Working Group agenda and papers	All staff	Subject to final approval by the CEO, HoR or Director of Policy
Agreeing to tender and to sign commercial contracts in accordance with IPReg's <a href="#">procurement policy</a>	CFO	Where budget previously agreed by the Board. Note that under IPReg's <a href="#">procurement policy</a> , the requirement to conduct a full tender can only be waived by the IPReg Board
Agreeing and commissioning research projects in accordance with IPReg's <a href="#">procurement policy</a>	HoR	Where budget previously agreed by the Board
Obtaining external legal advice as required in accordance with IPReg's <a href="#">procurement policy</a>	HoR, CFO	
Agreeing corporate policies – GDPR, IT, business continuity, communications, etc.		
Maintaining corporate registers (e.g. gifts and hospitality, interests, minutes, papers, etc.)	HoR, CFO	
Agreeing and amending HR policies (e.g. disciplinary and grievance procedures)		Not terms and conditions or remuneration, these are reserved to the Board
Recruitment of staff other than new permanent posts in accordance with IPReg's <a href="#">staff appointment policy</a>		Unless new permanent posts are already included in the budget, or with the prior authority of the Chair
Appointments		Notes
Deciding on recruitment advertising / use of external agencies in accordance with IPReg's <a href="#">procurement policy</a>	HoR, CFO	
Agreeing recruitment process	HoR, CFO	For Board members - only once approved by the Board
Changing individual reporting lines		
Agreeing and amending individual role descriptions for all staff	HoR	In discussion with CEO where line management responsibilities overlap
Shortlisting/interview panels	HoR, CFO	Not Board members
Agreeing to appoint	HoR, CFO	Not Board members
Agreeing completion of probation	HoR, CFO	

The IPReg Board delegates the following powers to the CEO, including the power to delegate further:	The CEO, in accordance with the powers granted by the Board, further delegates the powers to:	Notes
<b>Strategy, Business Plan and Budget</b>		
Preparing Annual Report	HoR, CFO	
Preparing Business Plan (including budget)	HoR, CFO	
<b>Risk management</b>		
Maintaining and reviewing the Corporate Risk Register	HoR, CFO	
Dealing with the immediate impact of a cyber attack in accordance with IPReg’s cyber incident response plan	HoR, Compliance and Authorisation Officer	
<b>Regulatory policy and decisions</b>		
Approving Guidance on the Board’s regulatory arrangements	HoR	
Making “exempt changes” to the Board’s regulatory arrangements	HoR	
Approving and implementing rules, systems or policies needed to give effect to those matters previously agreed by the Board	HoR	
Granting waivers from the Board’s regulatory arrangements	HoR	Only as provided for in those regulatory arrangements. CEO/HoR may seek advice from individual Board members for novel or complex waiver decisions. CEO/HOR will then decide whether to refer the decision to the full Board.
All steps necessary to decide whether to refer a matter to Complaint Examiners or the Joint Disciplinary Board <sup>3</sup>	HoR	
Implementing Complaint Examiner or the Joint Disciplinary Board <sup>4</sup>	HoR	
Deciding to: - admit an individual or entity to the Register	HoR	

<sup>3</sup> This change is effective from 1 July 2023 when the new regulatory arrangements come into force.

<sup>4</sup> This change is effective from 1 July 2023 when the new regulatory arrangements come into force.

The IPReg Board delegates the following powers to the CEO, including the power to delegate further:	The CEO, in accordance with the powers granted by the Board, further delegates the powers to:	Notes
Deciding to suspend or remove an individual or entity from the Register in the event of: non-payment of practising fees; non-compliant PII; non-compliant CPD.	HoR	
Making recommendations to the Board about education providers	HoR/Director of Policy	
Deciding applications for mutual recognition of qualifications from non-UK applicants	HoR	
Deciding whether to approve (or object to, or cancel approval of, or impose conditions on) a: Restricted interest in a licensable body; Notifiable interest in a licensable body; HoFA; HoLP	HoR	Other than decisions that are matters to be considered under IPReg's disciplinary procedures.
<b>Finance and performance</b>		
Maintaining HR records	HoR, CFO	
Day to day budget management	CFO	
Commissioning and oversight of external audit activity	CFO	After discussion with CEO or Board member. Appointment of external auditor to be carried out in accordance with IPReg's <a href="#">procurement policy</a> .
Expenditure up to £1,000		Unless previously included in a budget line or reserve, subsequent Board meetings or with the prior authority of the Chair.  Exception – the need for immediate expenditure as a result of a cyber attack, in which case the limit is £5,000.  Overspend in excess of 5% of agreed amount to be reported to the Board.
Maintaining and reviewing a performance management framework	HoR	

The IPReg Board delegates the following powers to the CEO, including the power to delegate further:	The CEO, in accordance with the powers granted by the Board, further delegates the powers to:	Notes
Approving expenses		Other than the CEO's

## Version Control

Version	Date	Review by/date
v2	November 2023	Board/2026

## Executive Team and Board Recruitment Process

### Introduction

1. This document sets out IPReg's approach to recruiting permanent or temporary members of the Executive Team and Board members (including the Chair).<sup>5</sup> The policy is designed to ensure that IPReg can attract and retain staff and Board members of the highest calibre. In order to do this, other than in exceptional circumstances, we will conduct an open competition for all vacancies. We will:
  - a. Recruit the best candidate, based on merit;
  - b. Follow best practice on recruitment and selection, ensuring that we follow the law on discrimination when advertising, interviewing and deciding on new staff and Board members;
  - c. Normally use a recruitment agency (appointed following a procurement process).

### Conflicts of interest

2. Any real or perceived conflicts of interest must be declared in writing. The CEO (in the case of Executive appointments) and the Chair (in the case of Board appointments or if the CEO is conflicted) will decide how the conflict should be handled.

### Equality and diversity monitoring

3. We will ask applicants to complete an equality and diversity monitoring form. In order to avoid discrimination, we will keep the information on this form separate from the application form and CV. Those involved in interviewing or deciding who to appoint will not have access to the information on the form and we will not ask applicants to enter their name or any other information that identifies who they are on it.

### Advertising

4. We will advertise vacancies using a wide variety of media which may include: national press websites (e.g. Guardian, Times/Sunday Times); social media; IP Inclusive networks; networks for communities with protected characteristics.
5. For professional Board member appointments we will ask CIPA and CITMA to publicise the vacancy to their members.

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<sup>5</sup> For the avoidance of doubt, the policy does not apply to temporary staff or consultants.

## Candidate information

6. We will provide the following information to candidates:
  - a. Information Pack about IPReg, the recruitment process including timescale, salary/fee and how to apply;
  - b. Role description;
  - c. Person specification – with essential and desirable experience;
  - d. Equality and diversity monitoring form.
7. For Executive Team vacancies below CEO, this information will be authorised by the CEO. For Board appointments and CEO it will be authorised by the Chair.

## Longlisting and shortlisting

8. An interview panel will be set up for all interviews. This should be the same panel for all interviews for a vacancy, unless there is a conflict of interest. The interview panel for the Chair should normally include an independent person with experience of senior level recruitment.<sup>6</sup>
9. We will normally ask the recruitment agency to sift applications and provide a long list to us. A short list will be drawn up by the interview panel and invited for interview.

## Interviews

10. Questions for candidates must be drawn up in advance of the interview and based on the role description and person specification provided to the candidates.
11. Candidates' responses must be recorded on a standardised grid.

## Record retention

12. The successful candidate's application will form part of their personnel record.
13. Applications and interview records will be held for 6 months in case a claim is brought for discrimination.

## References

14. All appointments are subject to the receipt of satisfactory references.

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<sup>6</sup> Note that in order to comply with the Internal Governance Rules, CIPA and CITMA should not be involved in recruiting Board members (unless it is to publicise professional member vacancies) or the Chair.

## Version Control

Version	Date	Review by/date
v 1	November 2023	Board/2026



## Board Member Appraisals and Board Effectiveness

### Introduction

1. The Board agreed, following the 2022 Governance Review, that an independent external Board review should take place every three years, supported by internal annual Board review. The Board considers that the process should be developed in partnership with an external provider. However, it is appropriate to put in place an interim approach until the first external review takes place.
2. These reviews should help ascertain the effectiveness of the Board's meetings, decision-making and ability to hold the executive to account, on an ongoing basis. The reviews should include a reflection on, and review of, the quality and timeliness of the information provided to the Board by the executive. Board events without the executive present for the purpose of reflecting on the Board's own effectiveness and/or support systems may form part of this process. IPReg will produce an action plan setting out any developments agreed as a result of these reviews; the will should be set out in the Annual Report.
3. This document sets out the procedure to be followed for:
  - a. Board member appraisals;
  - b. Reviewing Board effectiveness.

### Approach – Board members

4. An annual appraisal will be carried out each year for each Board member. The appraisal will be conducted by the Chair and will usually take place during the summer. The appraisal will consider the Board member's performance against the requirements in their contract:

*The Services the Board Member will provide are:*

- a. *to contribute to the work of the Board so as to ensure that the Board's objectives are achieved in a timely and efficient manner and that high quality decisions are reached;*
  - b. *to attend Board meetings and meetings of subcommittees or working groups as necessary;*
  - c. *to work constructively with the Chartered Institute of Patent Attorneys, the Chartered Institute of Trade Mark Attorneys, members, office-holders and members of staff of both Institutes and the staff of the Board.*
5. The Chair will ensure that the key discussion points are recorded and agreed with the Board member. Agreed training and development arrangements should also be recorded. These will be considered at the next appraisal meeting.

## Approach – Chair

6. An annual appraisal of the Chair will be carried out each year by the longest serving lay member of the Board. The appraisal will consider the Chair’s performance against the requirements in their contract:

*In respect of the Services the role of the Chair is to:*

- a. *lead the Patent Regulation Board and the Trade Mark Regulation Board, working as a cohesive and collegiate single decision-making body, promoting best practice in its approach to regulation and ensuring the continuing strong reputation of IPReg;*
- b. *provide strong and effective leadership of the Board, ensuring that it:*
  - *performs its statutory duties in its approach to the regulation of IP individuals and entities including adherence to the regulatory objectives and the better regulation principles set out in the Legal Services Act 2007;*
  - *provides strategic direction and constructive challenge to the Executive, to ensure that it is accountable for the organisation's performance;*
  - *ensures that the Executive has appropriate operational and regulatory processes and measures in place and that adequate staff and financial resources are available;*
  - *adheres to the principles of good governance including the identification of risk and the keeping of proper accounts;*
  - *promotes a culture of diversity and inclusion and supports efforts to secure greater diversity amongst those that IPReg regulates;*
  - *promotes diversity and inclusion in all working practices, both internally and externally, with appropriate groups and stakeholders;*
  - *engages constructively with the statutory approved regulators, CIPA and CITMA, in their residual oversight role;*
  - *engages constructively with the Legal Services Board, Legal Services Consumer Panel, other legal regulators and the Ministry of Justice on the full range of policy and other matters*
- c. *Work effectively with the Chief Executive to provide mentoring and support.*
- d. *Promote a culture of openness and debate, encouraging effective contributions from Board members and good relationships between Board members and the Executive.*
- e. *Provide feedback and guidance to Board members as part of their performance development and appraisal.*
- f. *Represent the Board externally at conferences, on working parties and committees and with other organisations, including delivering speeches, contributing to debates, to explain and promote IPReg's policies and to publicise IPReg.*

- The longest serving lay member will ensure that the key discussion points are recorded and agreed with the Chair. Agreed training and development arrangements should also be recorded. These will be considered at the next appraisal meeting.

## Board effectiveness reviews

- As set out in the Financial Reporting Council’s Guidance on Board Effectiveness:

*Boards continually need to monitor and improve their performance. This can be achieved through evaluation, which provides a powerful and valuable feedback mechanism for improving effectiveness, maximising strengths and highlighting areas for further development. The evaluation process should be objective and rigorous.*

The Guidance explains that evaluation reviews should be bespoke in its formulation and delivery.

### External review

- This will take place approximately every three years; the first review will take place in 2024. IPReg will tender for a company to conduct the review process in accordance with its contract tendering procedure. The process followed will be determined in discussion with the successful provider.

### Internal review

- The Board will hold discussions about its own effectiveness. These will normally be for Board members only. They will be held at least once a year, with suitable other informal opportunities taken to review effectiveness and are likely to include a discussion prior to the annual strategy meeting and informal dinners.

## Version Control

Version	Date	Review by/date
v 1	November 2023	Board/2026

## Reappointment of Board Members

### Board members

1. Board members are appointed for up to 3 years (renewable for up to 3 further years). Three months before the end of the first term of office, the Executive will notify the Chair that the Board member's first term is ending. The Chair will discuss with the Board member whether they want to be appointed for a second term, taking into account the Board member's appraisals.
2. If the Board member wants to be appointed for a second term, the Chair can propose the reappointment to the next Board meeting. If agreed, this will be confirmed in writing by the Chief Executive Officer. If the Chair considers that it is not appropriate to reappoint the Board member, or the Board member does not want to undertake a second term, the Chair will ask the Chief Executive Officer to start a recruitment process.
3. The Chair can extend a Board member's second term of office for up to 12 months in certain circumstances. Examples of these include (but are not limited to) ensuring that:
  - the Board has a lay majority;
  - the TRB and/or the PRB have sufficient professional members;
  - IPReg complies with the Internal Governance Rules.

In these cases, the Chair will propose the extension to the Board at its next meeting.

4. All decisions will be notified to CIPA and CITMA under the Delegation Agreement/Information Sharing Protocol.

### Board Chair

5. The Chair is appointed for up to 3 years (renewable for up to 3 further years). Three months before the end of the first term of office, the Executive will notify the next Board meeting that the Chair's first term is ending. The longest serving lay Board member will discuss with the Chair whether they want to be appointed for a second term, taking into account the Chair's appraisals.
6. If the Chair does not want to undertake a second term, the Board member will ask the Chief Executive Officer to start a recruitment process. If the Chair wants to be appointed for a second term, the longest serving lay Board member (other than the Chair) will chair the agenda item which discusses the Chair's reappointment. The Chair will be given the opportunity to address the meeting and will then leave room. The remaining Board members will discuss whether to re-appoint the Chair. The Chair will be asked to rejoin the meeting and will be informed of the decision. If the reappointment is agreed, this will be confirmed in writing by the Chief Executive Officer.

7. The Board can agree to extend the Chair’s second term of office for up to 12 months in certain circumstances. Examples of these include (but are not limited to) ensuring that:
  - the Board has a lay majority;
  - the Board has a lay Chair;
  - IPReg complies with the Internal Governance Rules.
  
8. All decisions will be notified to CIPA and CITMA under the Delegation Agreement/Information Sharing Protocol.

Version Control

Version	Date	Review by/date
v 1	November 2023	Board/2026

## Procurement Policy

### Introduction

1. This document sets out IPReg's approach to buying and procuring goods and services. IPReg is committed to achieving value for money (in terms of quality and price) for the goods and services that it needs. To achieve this, we will use levels of competition that are appropriate to the value and complexity of the purchase. We may, in due course, consider establishing panels of advisers (for example on legal advice).
2. The policy can only be waived in exceptional circumstances. The requirement to conduct a full tender can only be waived by the IPReg Board.
3. If there is a specific budget allocation for a discrete project (or part of a project), the CEO can award a contract of up to £6,000 (inc. VAT), providing the appropriate procurement process set out below is followed. In all other cases, the process set out below must be followed.

### Conflicts of interest

4. Any real or perceived conflicts of interest must be declared in writing.

### Buying and procuring goods and services

The following approach applies to all goods and services that IPReg needs with the exception of: (a) the appointment of external auditors; and (b) procurement of Board effectiveness reviews which both require Board member input:

Contract value (inc. VAT)	Requirement
£1 - £1,000	Seek best value for money. No other requirements
£1,000 - £6,000	<p>Note that this does not apply in the event of expenditure required urgently as a result of a cyber attack. In that case, the CEO is authorised to spend up to £10k (inc. VAT) without obtaining quotes.</p> <p>Obtain at least two quotes from separate suppliers. Where possible, consider using established networks such as <a href="#">MemberWise</a> to identify who to invite to quote.</p> <p>For IT purchases, ask Dudobi to obtain quotes from at least two suppliers.</p>

Contract value (inc. VAT)	Requirement
	<p>Note that where legal advice is required, reverting to a previous adviser on the same or related matter does not require you to obtain a quote from anyone else. However, consideration should always be given to obtaining best value for money and a fixed price should be requested in any event.</p> <p>The CEO must report on contracts that have been awarded in her report to the Board, noting reasons for selecting the supplier.</p>
£6,000 - £24,999	<p>Obtain at least three quotes from separate suppliers. Where possible, use established networks such as <a href="#">MemberWise</a> to identify who to invite to quote.</p> <p>Before awarding the contract Chair or Board approval will be required once quotes have been obtained.</p> <p>For IT purchases, ask Dudobi to obtain quotes from three suppliers.</p> <p>Include new contracts in the CEO's report to the next Board meeting, noting reasons for selecting the supplier.</p>
£25,000 - £59,999	<p>Board approval required for tender process to start.</p> <p>Conduct a tender process (i.e. write a specification for the goods or services required) and obtain at least three responses.</p> <p>In addition to MemberWise, consider using the Crown Commercial Service to identify potential suppliers.</p>
Above £60,000	<p>Board approval required for tender process to start.</p> <p>Consider obtaining external support for design and conduct of tender process.</p> <p>Board members must be involved in the selection process.</p> <p>Board decision required to enter into contract with successful tenderer.</p>

## Version Control

Version	Date	Review by/date
v 3 (previous versions not implemented)	April 2024	Board/2026



## Social Media and Communications Policy

### Introduction

1. Social media can be an important part of how IPReg communicates with its stakeholders about the work that it does. This document sets out guidelines for using social media and making press comments. Social media includes (but is not limited to) Twitter, Facebook, Instagram and LinkedIn as well as blogs, online fora, instant messaging, chat rooms and video and image-sharing websites.
2. Social media postings, press articles or comments and presentations which relate to IPReg's work should be discussed with the Chair or CEO before publication to ensure that IPReg's views and interests are represented appropriately.

### Use of social media

3. Board members must distinguish clearly, when speaking or writing, between views held by them personally (or of any other organisation they may be affiliated with) and those of IPReg. Communications that Board members make through social media or in the press must not:
  - a. Bring IPReg into disrepute or compromise its independence, for example by:
    - Making defamatory, abusive or offensive comments about individuals, other organisations/groups or registrants; or
    - Posting images that are inappropriate or links to inappropriate content;
    - Breaching data protection legislation and/or confidentiality;
    - Using language which could shock or threaten;
  - b. Do anything that could be considered derogatory, discriminatory, bullying or harassing any individual;
  - c. Make false or misleading statements;
  - d. Argue against IPReg's policy positions.

## Version Control

Version	Date	Review by/date
v1	November 2023	Board/2026

## Travel and Subsistence Policy

1. The following are the travel and subsistence rates for Board members and staff with effect from 1 January 2024. In most cases they have been increased by 4% - CPI for the 12 months to December 2023.

### Policy

2. It is IPReg's policy that all Board Members should be reimbursed appropriately and promptly for expenses incurred on IPReg business.
3. IPReg will reimburse travel and subsistence costs which allow the Board to attend meetings conveniently and comfortably, within a reasonable scale of costs.
4. IPReg may publish travel and subsistence payments made to Board members.

### Payment of Travel Expenses

5. Payment shall be made in respect of expenses necessarily incurred by those traveling on business approved by IPReg. The sum paid shall not exceed the amount spent by the individual.
6. All claims for reimbursement of expenses should be made on a quarterly basis at the same time as fees are invoiced. All claims must be accompanied by receipts.

### Procedure

#### Travel by Road

7. Those that use their own transport for IPReg business will be reimbursed at the rate of 45p per mile for cars, 24p per mile for motorcycles and 20p per mile for pedal cycles; for the first 10,000 miles.<sup>7</sup>
8. Distances claimed must be from home to the place at which the IPReg business will be conducted and return.
9. Mileage claims will be paid only in respect of private vehicles which are both roadworthy and are insured for the claimant's business purposes. Claims must confirm these points.

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<sup>7</sup> HMRC agreed rates.

### Travel by Rail

10. Tickets must be procured as economically as possible. This means always taking advantage of the cheaper fares that are available through advance booking. Board meetings will always be set well in advance for this purpose. Standard class travel must be used rather than first class for all journeys less than 3.5 hours, unless a first- class ticket is cheaper. If Board members choose to travel first class, they may claim a standard class fare (with confirmation of the cost of the standard ticket – e.g. by providing a screen shot of ticket options available when making the booking). Board members who need to travel first class because of a disability must request approval from the CEO or Chair in advance of making a booking.
11. Claims for reimbursement of rail fares must be made with evidence attached of the fare paid.

### Travel by Taxi

12. Travel by taxi in London will only be paid for in cases of urgency, where an adequate public transport service is not available or when necessary because of a disability. In such cases the taxi fare and a reasonable gratuity may be claimed with evidence of payment attached.
13. Outside London, where public transport may not be as comprehensive, taxi fares for short distances may be claimed (e.g. from train station to place visited). As in point 12, claims may include a reasonable gratuity and must be accompanied by evidence of payment made.

### Travel by air

14. Air travel may be arranged where it is the most cost-effective arrangement for a particular journey.
15. Air travel will always be in Economy Class for flights of up to 3.5 hours (unless a disability necessitates the use of Business Class, in which case prior approval must be obtained as for rail travel) and must be arranged to ensure the best value fare available, taking into account that the use of air travel may preclude the need for an overnight stay and the payment of hotel and subsistence costs. As for rail travel, Board members may choose to upgrade, but can only claim the cost of an economy fare.
16. Air travel may only be used with the prior authorisation of the Chair or the Chief Executive.

### Hotel Accommodation

17. The cost of bed and breakfast will be reimbursed when an overnight stay is unavoidable.
18. In London, the cost of bed and breakfast should not exceed £198 per night. Elsewhere, the cost should not exceed £166 per night.
19. If accommodation is taken with friends or relatives a flat rate of £44 per night may be reimbursed.

### Subsistence

20. Allowances may be paid when Board members are away from their home for over 5 hours and where refreshments have not otherwise been provided. These allowances, which will be paid only on the production of receipts with claims, are the maximum that will be paid.

21. The daily allowances are as follows:

- a. Breakfast: £11.50 (if staying overnight and not included in the room rate; or if the Board member had to leave home before 7am).
- b. Lunch: £9.50.
- c. Dinner (if staying overnight): £28. A moderate amount of alcohol consumed with dinner may be reimbursed.

Version Control

Version	Date	Review by/date
v 3	November 2023	Board/2026
v 4	February 2024	Board/2026

## Gifts and Hospitality Policy

### Introduction

1. This gifts and hospitality policy explains the standards and behaviour required of our Board members to comply with the expectations of IPReg and the Bribery Act 2010. It is based on the Anti-corruption and Bribery Policy in the IPReg staff handbook.

### About this policy

2. It is our policy to conduct all of our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our regulatory, business dealings and relationships.
3. Any Board member who breaches this policy may have their contract terminated.

### What is bribery?

4. Bribe means a financial or other inducement or reward for action which is illegal, unethical, a breach of trust or improper in any way. Bribes can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or any other advantage or benefit.
5. Bribery includes offering, promising, giving, accepting or seeking a bribe.
6. All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, raise it with the Chief Executive or Chair.
7. Specifically, you must not:
  - b. give or offer any payment, gift, hospitality or other benefit in the expectation that a business or regulatory advantage will be received in return, or to reward any business received;
  - c. accept any offer from a third party that you know or suspect is made with the expectation that we will provide a business or regulatory advantage for them or anyone else;
  - d. give or offer any payment (sometimes called a facilitation payment) to a government official in any country to facilitate or speed up a routine or necessary procedure.
8. You must not threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.

## Gifts and hospitality

9. This policy does not prohibit the giving or accepting of reasonable and appropriate hospitality for legitimate purposes such as building relationships, maintaining our image or reputation, or explaining our approach to regulatory matters.
10. A gift or hospitality will not be appropriate if it is unduly lavish or extravagant or could be seen as an inducement or reward for any preferential treatment (for example, during contractual negotiations, consideration of an application for registration, an investigation or a tender process).
11. Gifts must be of an appropriate type and value depending on the circumstances and taking account of the reason for the gift. Gifts must not include cash or cash equivalent (such as vouchers) or be given in secret. Gifts must be given in our name, not your name.
12. Promotional gifts of low value such as branded stationery may be given to or accepted from registrants, other regulators, suppliers and business partners.

## Record keeping

13. You must declare and record on our Gifts and Hospitality Register all hospitality or gifts given or received. You must also submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure.
14. All accounts, invoices, and other records relating to dealings with third parties including suppliers and registrants should be prepared with strict accuracy and completeness. Accounts must not be kept “off-book” to facilitate or conceal improper payments.

## How to raise a concern

15. If you are offered a bribe, or are asked to make one, or if you suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify the Chief Executive or the Chair as soon as possible.

16. We recognise, however, that declining a gift may cause some offence. When considering whether to accept or decline a gift, please use the table below and ensure the correct procedure is followed:

Benefit received	Procedure
Small gift (branded), below £10 (includes diaries, calendars, pens and so on)	Individuals may accept. No recording or approval required
Small gift (non-branded), below £10 (includes diaries, calendars, pens and so on)	Individuals may accept. No recording or approval required unless two or more gifts are received within a six-month period in which case notify the CEO
Gifts worth £10 or more (includes bottles of wine, champagne, spirits, tokens, vouchers, presents and so on)	<p>All gifts must be recorded and surrendered to the business to be disposed of in one of the following ways:</p> <ul style="list-style-type: none"> <li>Displayed in the office;</li> <li>Raffled off to allow all employees and Board members to have a chance to benefit – proceeds to be given to charity;</li> <li>Donated to a charity;</li> <li>If edible, placed in a break room for everyone to share;</li> <li>Otherwise disposed of in a manner determined by the CEO.</li> </ul>
Attendance at business functions associated with your role in IPReg or your professional status (that is, professional dinners or events)	<p>Employees: Obtain prior written consent from the CEO (or, in her case, the Chair) and record the attendance.</p> <p>Board members: record the attendance</p>
Attendance at purely social events (such as sporting events, horse racing, golf days)	These will normally be regarded as unduly lavish or extravagant and will not be permitted
Hospitality accepted (such as lunches, dinners)	<p>Ensure that the hospitality is reasonable, proportionate, not lavish and that the organisation would be willing to reciprocate.</p> <p>For all hospitality accepted the following steps apply:</p> <ul style="list-style-type: none"> <li>Where the value is less than £150, then it should be reported and recorded.</li> <li>Where the value is between £150 and £300 obtain prior written approval from the CEO or Chair and record.</li> </ul>



	Hospitality with a value of more than £300 will normally be regarded as unduly lavish or extravagant and will not be permitted.
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17. Approvals must be in writing, which may include email. Please notify Kate Hastings of any recordable gifts or hospitality.

## Where and how employees should record receipt of gifts and hospitality

18. When determining the monetary value of a benefit you must consider market value. If no monetary value can be placed on a benefit, then consider if accepting it could create a conflict of interest or be perceived to be inappropriate and seek guidance from the CEO.

Please notify all gifts and hospitality (given or received) to Kate Hastings.

## What steps do I take when giving gifts or hospitality?

19. In general, gifts should not be given to registrants or potential registrants, third parties or anyone outside IPReg. The exceptions to this rule are IPReg-branded products (for example, pens and stationery), modest refreshment and hospitality and celebrations (for example, the conclusion of a project). In determining whether giving a gift is appropriate, consideration should be given to the recipient, the value of the gift and the reason for it. If you are in doubt as to whether a gift or hospitality should be given, please seek advice from the CEO.

### Version Control

Version	Date	Review by/date
v2	November 2023	Board/2026