

## Minutes of Board Meeting held on 1 April 2019

Location	Present	In Attendance
8 Weymouth Street London W1W 5BU	Alison White (Chair) John Beckerleg Mark Bottomley Derek Bray Emeritus Professor ADH Crook Will Freeman Elena Marco Suzanne McCarthy Stephen McCusker (by telephone, up until agenda item 4) Richard Parnaby	K Holmes (Registrar) E Matthews M Stoner S Howard R Jones K Hewett(Minutes)
Note		Action

### 1. Apologies for Absence

Apologies were received from Liz Male.

### 2. Members' Interests

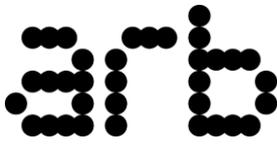
It was agreed that there were no declarations relevant to the agenda items in the open session of the meeting.

### 3. Statement from the Chair

The Chair welcomed all to the meeting and clarified that while the agenda for the meeting was a busy one, the recent induction sessions held in March had been specifically geared around the agenda items, to ensure the Board was properly equipped to deal with the decisions it needed to take.

The Chair set out the importance of the policy regarding the conduct of Board meetings, with particular reference to the guidance around the disclosure of conflicts of interest and the code of conduct for Board members, as contained in the Board handbook.

The Chair provided an overview of where it was hoped ARB might turn its focus strategically, with particular reference to Dame Judith Hackitt's independent Review following the Grenfell tragedy, and the implications of the findings contained in Dame Hackitt's report. It was highlighted that there would likely be a need for strategic review of the Board's regulatory approach, and that the Chair was very much looking forward to working with Board members and the ARB staff team to take forward those challenges.



#### **4. 4.1 Minutes of the open session meeting of 19 December 2018**

It was noted that only two of the Board members at today's meeting were on the former Board to which the minutes related. It was confirmed that the minutes had been circulated to all former Board members and any amendments had been incorporated.

The following matters arising from the minutes were clarified by the Registrar:

With regards to item 9 of the 19 December minutes which related to the Chair's report, the then ARB Chair had requested further information following RIBA's planned discussion on the relationship between ARB and RIBA. RIBA had confirmed that the planned Council discussion had not taken place. It was confirmed that a session on ARB stakeholder relationships would be included in a future Board induction session.

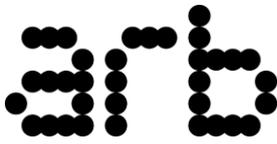
With regards item 10, paragraph 8, of the minutes which concerned the circulation of a memo on the allocation of Tier One visas, it was confirmed that this had not been circulated. It was felt that it would be helpful for the Board to understand the context around this before circulation.

**The Board approved the minutes of the meeting held on 19 December 2018.**

**Proposer: S McCarthy**

**Seconder: R Parnaby**

**The decision was unanimous.**



#### **4.2 To approve the written resolution dated 20 December 2018 concerning the Prescription Committee's Terms of Reference and membership**

This item related to item 5 in the minutes from the open session of 19 December 2018, concerning arrangements for the future constitution of the Prescription Committee. The Board decision had to be ratified by write round as the December Board meeting was inquorate for this item owing to certain Board Members leaving the room due to a conflict of interest.

**The Board ratified the written resolution dated 20 December 2018.**

**Proposer: S McCarthy**

**Secunder: R Parnaby**

**The decision was unanimous.**

#### **5. Matters Arising Report**

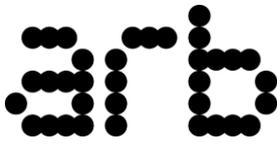
Matters arising from the 19 December minutes were discussed under items 4.1 and 4.2 above.

The written matters arising report was noted by Board members.

#### **6. Proposed Governance Review**

The paper was introduced by the Head of Qualifications & Governance who confirmed that the paper set out the Terms of Reference for the proposed governance review (the review). The following points were highlighted:

- This would be good opportunity to carry out the review so that the Board would be in the best possible position to effectively carry out its business.
- An additional item should have been incorporated within the paper which related to the ARB Staff Benevolent Fund which would also require an interim governance arrangement. It was confirmed that as the Board would need to consider the detail of who would act as Trustees to the Fund, the matter would be discussed in the confidential session of the Board meeting under item 19 (Interim Governance & Committee Arrangements).



There was support for the paper, with suggestions for two additional points which might be considered for inclusion with the review:

#### Board Papers

A point was made that the current content of Board papers contained standard, formulaic items. It was suggested that the review should also include reconsideration of the expression of ARB's Purpose; in respect of both its content and how it should be expressed.

A request that Board papers don't just talk about equality and diversity, but also inclusiveness. It was requested that the concept of inclusiveness in terms of Board papers be considered by the governance review group.

#### Inclusion of full committee minutes within Board packs

It was confirmed that under "integration between the Board and its Committees" contained within the governance review group's Terms of Reference, the group would consider whether the current practice of including full meeting minutes from each of the Committees within the Board pack remained good practice.

#### UK representation

The Board was reminded of, and noted that it should continue to keep in mind, its UK-wide remit across all four of the UK nations.

## **7. Operational Activities Report**

The Registrar presented the report and highlighted that it was designed to give the Board an insight into the operational running of ARB. The following points with regards to the reporting of various headings going forward were highlighted:

#### The Hackitt Review

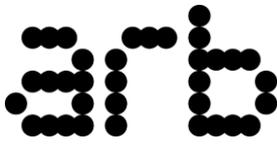
Although this was mentioned within the Operational Activities Report, a full Board briefing session would be arranged.

#### Supervision of Students

This was a relatively new relationship, it was anticipated that we would continue to report on this via the Board operational activities report when appropriate.

#### Criteria & Procedures review

Dependent on progress, a full paper on these reviews would be brought back in May or



July, with a view to Board agreeing a proposed draft of the Criteria and Procedures which could then be issued for a three month public consultation. It was anticipated that there would be a full Board briefing session on this topic. In addition, the team was putting together a summary of the history of this project for circulation.

Association of Professional Studies in Architecture and Standing Conference of Heads of Schools of Architecture

It was highlighted that these were key stakeholders, particularly in terms of the ongoing reviews to the ARB Criteria and Procedures.

European Network of Architects Competent Authorities

It was confirmed that this stakeholder relationship would be covered in the induction session due to be planned on European issues.

April Induction Session

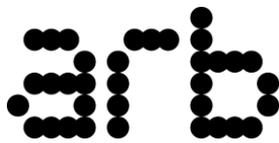
It was confirmed that the Board induction session scheduled for the 25 April would be structured to build areas of knowledge around more pressing areas of the business where decisions needed to be made, and that other topics would be covered in further sessions to be scheduled going forward.

One Board member felt that the report detailed a large amount of work, and if the Executive felt that more resource were required, requests should be considered sympathetically by the Board.

A Board member highlighted the planned review of routes to registration and the difficulties and history surrounding it. Clarification was provided that a decision had originally been taken by the former Board to review the Routes to Registration ('Routes Review'), but that the Routes Review was then delayed owing to the Periodic Review. It was then delayed further following the EU referendum, after which government advised the Board to delay the Routes Review, pending any repercussions owing to the UK's exit from the EU. Concern was also raised around de-stabilising any potential Mutual Recognition Agreements.

The Registrar clarified that the review of routes to registration is part of the Board's 2019 Business Plan and three year strategic objectives, although the content of any review would not be finalised until the UK's exit from the EU had been determined. It was however anticipated that the Board would consider current methods of entry onto the Register, and whether they remained fit for purpose.

The content of the report was noted by the Board.



## **8. Reporting to the Board**

As these papers had not been made available to Board members, no discussion was held on this item. It was confirmed that the paper would be uploaded to the online Board portal immediately after the Board meeting.

The Registrar confirmed that the statistics from the report had been submitted to the Ministry of Housing, Communities and Local Government as part of her Accounting Officer meeting held in February 2019.

### **STANDING ITEMS FOR NOTE**

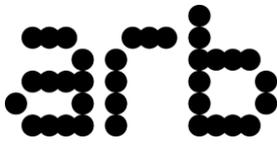
## **9. ARB's Finances 2018**

The Head of Finance and Resources presented two papers, the first concerned the year end for 2018 and the second ARB's finances in 2019 to date. It was highlighted that ARB's year end is 31 December, and that ARB's external Auditors had been on site at the end of March 2019 to complete fieldwork for the financial year end. The audit close out meeting would be held shortly. It was clarified that ARB's finances would be looked at in more detail at the forthcoming Induction day scheduled for April.

In the interim, it was highlighted that the report contained reference to £200k funding for projects. It was clarified that the figure was an estimate, and additional funds might be required.

The Chair drew Board member's attention to the following points:

- That it was important for the Board to engage with the finance of the ARB.
- This area of work had been deliberately excluded from the induction sessions held earlier in the month. This was because finance would need to be considered in more detail at the full induction day scheduled for April, at which the Board would spend more time understanding how the organisation carried out its financial forecasting.
- It was important that new Board understand the organisation's approach to management of its investment portfolio, and the role of the Board in that regard. Also, the approach to the level of reserves held by ARB and government requirements in this area.
- That consideration should be given as to whether the Board should be formally noting the approach around budget movements and overspends/underspends, as highlighted in the paper.



In discussion, the following points were made.

### **Pension Arrangements**

It was confirmed that ARB runs a defined contribution scheme. When an employee leaves, it was the end of ARB's commitment on pension contributions.

### **Reserves**

A Board member queried whether a risk based approach to reserves should be considered. It was felt that it was important to ensure that all Board members were sufficiently informed before any meaningful discussions were held on this matter.

## **10. Remuneration Committee Annual Report**

The report was introduced by Registrar who explained that each of the Board's Committees provide an annual report to the Board, which sets out that Committee's work throughout the year. It was confirmed that although the paper stated that it was the Remuneration Committee draft annual report, it was in fact the final version.

A request was made and agreed for data concerning staff turnover to include data for 2018 and for previous years, for comparison purposes.

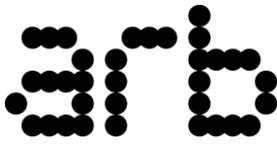
The Board noted the content of the report.

## **11. Communications Annual Report**

The paper was presented by the Communications Lead who specifically drew Board members' attention to the 'looking forward' section of the report. The Registrar highlighted to the Board that communications was an area where the organisation had previously had limited resource.

The Board congratulated staff on the work achieved. For future drafting, it was suggested that in some areas of the table contained in the 'Actions' section of the report, the actions didn't necessarily answer the highlighted objective. It was confirmed that this would be amended for future reports.

It was questioned whether ARB currently had any base information, particularly around the profession's opinion of the Board, and also the public's opinion of the profession. It was envisaged that the forthcoming stakeholder research would provide benchmarking on this information as a baseline going forward.



The Board noted the content of the Report.

## 12. Health & Safety Annual Report

The report was presented by the Operations Manager who explained that this was the first annual report to the Board on Health & Safety (H&S) matters, a requirement which had come about following a recommendation from an Internal Audit, and the Audit Committee.

In discussion, the following points were made:

In the table under section (ii) of the report (reviews carried out), it was queried why an operational risk assessment was only carried out every five years. It was explained that this was an external review, but that regular general risk assessments were also carried out by staff. It was agreed that this should be made clear in future reports.

Whether ARB had a Health & Safety policy; it was confirmed that this was contained in the staff handbook.

It was agreed that the Board should spend some time understanding its responsibilities under H&S at one of the planned induction sessions.

The Board noted the content of the Report.

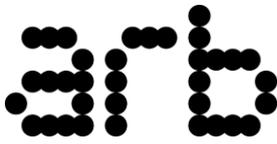
## 13. Minutes

The minutes of the Remuneration Committee meeting of 3 December 2018 were noted.

The following points were made with regards the Audit Committee meeting:

It was highlighted that there are number of actions for the Committee and the Executive to take forward. It was confirmed that the Executive would ensure that all actions resulting from the former Board or Committees were recorded, and if an action were to be deferred, it would be brought back to the current Board.

It was also noted that the minutes referenced a potential internal audit around



Note

Action

---

governance in late 2018, it was suggested that this be delayed, pending the governance review as referenced at item six of this agenda.

#### **14. Any Other Business**

No other business was raised.

#### **Dates of meetings 2019**

17 May 2019

19 July 2019

11 September 2019

25 October 2019 (development session)

9 December 2019