

## Minutes of Board Meeting held on 19 July 2019

Location	Present	In Attendance
8 Weymouth Street London W1W 5BU	Alison White (Chair) John Beckerleg Derek Bray Emeritus Professor ADH Crook (until 2.30pm) Will Freeman Elena Marco Stephen McCusker Liz Male Richard Parnaby	K Holmes (Registrar) E Matthews M Stoner S Howard R Jones K Onadeko (Minutes)
Note		Action

### 1. Apologies for Absence

Apologies had been received from Mark Bottomley. It was noted Tony Crook would leave the meeting at 2.30pm.

### 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 the members to the first of the July meetings. It was noted that today's meeting would follow a more normal format with a combination of Board business; while the second meeting at the end of the month would largely be concerned with the catch-up of prescription business.

The Chair commented that the agenda had been structured to provide the Board with briefings relevant to the matters under discussion – the Hackitt Review and the background to the reviews of the Criteria and Procedures. In order to have the best opportunity of decision-making with a quorum available, the Chair had taken the decision to conduct the confidential session of Board business first. This would mean that potential changes to the methodology of voting would not be addressed until the afternoon. Therefore, two members – Mr Freeman and Ms Male – had been invited to undertake the role of proposer and seconder for any votes required prior to that session. Thanks for agreeing to this were extended to Mr Freeman and Ms Male.

The Chair highlighted that the agenda included a number of contentious issues, and that legal advice would be available where needed. It was noted that issues may arise on which there would not be agreement. The importance of maintaining positive relationships between members regardless of the outcomes of the decisions on such matters was emphasised. Challenging conversations in the boardroom were invited to ensure that all diverse views could be fully and properly expressed and heard; though there was an expectation that once a



decision is reached – even if not by consensus – that all members abide by it and support it subsequently. Recognition was given to the nature of the Board’s business being such that not all members would always agree and that this is both desirable and normal, and better decisions would be able to be made as a result of the robustness of informed discussion in the boardroom.

The Chair explained that work in recent months had been to build a solid foundation for the organisation in preparation for the anticipated volume of work expected in the autumn. It was known that the Board would be expected to provide support both for potential legislative changes and practical arrangements associated with the possible mutual recognition of qualifications for new trade deals following the UK’s exit from the EU. The Chair went on to say that there is an expectation that architecture will be a spearhead for professions in that regard; and that the organisation will play its full part in actions arising from the Hackitt Review and the climate change emergency. This would be in addition to the organisation’s own emergent strategic aspirations, particularly relating to post-registration competence and the commencement of a fundamental review of routes to registration.

The Chair addressed the limitations on available resources. While these had been focussed in recent months on catching up on the backlog of work resulting from the hiatus in governance earlier in the year and ensuring solid foundations were in place for the work and changes to come; she would shortly commence discussions with the Executive as to forthcoming resource demands.

The Chair set out her aspirations to continue to build strong relationships with the organisation’s most important stakeholders in order to facilitate and support key strategic changes the Board wished to make, while also maintaining the organisation’s independence. The significance of these relationships in ensuring success in what the Board wished to achieve in future was emphasised. The Chair noted that she had been encouraged by a constructive recent meeting with the RIBA – that she and the Registrar had made a positive start in setting out a new framework for ARB’s crucial relationship with the professional body.

The Chair reported on recent visits to a number of architectural shows. The opportunity to speak to members of faculty and students, and view students’ work and portfolios had been illuminating and highly informative in respect of the current and future direction of architectural education.

Discussions that the Chair had had with Board members since the last meeting regarding induction and outstanding needs in order to be fully equipped to fulfil Board roles had been used to inform development plans for the autumn period. The needs identified would be reflected in forthcoming agenda items.

Comments and queries were invited; and one member welcomed the conversation regarding stakeholders. The Chair reiterated the value and importance of these relationships; and that collaboration and keeping similar objectives in focus would be the most effective way to move



forwards.

#### **4. Minutes of the Open Session meeting of 17 May 2019**

The draft minutes provided to the Board were agreed and no amendments were raised.

**The Board approved the minutes of the meeting held on 17 May 2019.**

**Proposer: W Freeman**

**Seconder: L Male**

**The decision was unanimous.**

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

The matters arising report was noted by Board members.

#### **6. Governance**

##### **6.1 Consultation on the General Rules (Vote Taking)**

The Head of Qualifications & Governance introduced the paper and reported that only one consultation response had been received during the six week consultation period.

It was also noted that there was a spelling error in the paper and that “principles” had been incorrectly spelt.

The Board was asked to agree to the recommendations set out in the paper and that if agreed, the changes to the General Rules on vote taking would take effect immediately.

It was further noted that if the recommendations were approved, the organisation would be able to continue delivering its strategic aims.

The Chair stated that the tracked and clean version should remain unchanged.

##### **6.2 Consultation on the General Rules (Temporary Appointments)**

The Head of Qualifications & Governance introduced the paper and explained the purpose of the proposed Rule for temporary appointments.



The Chair noted that the issue of temporary appointments had been exacerbated by having a vacancy on the Board and no section in the General Rules which allowed the Board to mitigate this position had yet been developed.

The Head of Qualifications & Governance stated that the proposed change constituted a new Rule which needed to be inserted into the General Rules and therefore there were no tracked changes included within the paper.

It was further noted that there was an intention to have a wider look at the General Rules at a later date.

The Board agreed to the amendments set out in Annex A of the paper and decided that they would discuss the revised version of the Rules at its meeting in September.

### **6.3 Internal Governance review Report**

The Head of Qualifications & Governance gave a short presentation to introduce this item which took the Board through the Governance Working Group's recommendations further to its review of the Board's Committee structure and development of a statement setting out the purpose and role of the Board.

The Chair summarised that when considering some roles and the statement setting out the purpose of the Board, the team had had to start from scratch as there were no clear definitions to start from. The Chair thanked the Board members who assisted with the review.

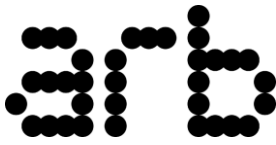
It was noted that the proposals set out a different way of working within the organisation. The Chair noted that the intent of the proposals was to set out the role of the non-executive which was: scrutiny, challenge, advice and support and that the doing of the work itself should be carried out by the Executive. The Chair summarised that the critical issue was to make it clear that the responsibility of getting things done had to sit with the Executive and the organisation could not have a structure where non-executives did the work as that approach would be ineffective and expensive.

The Chair stated that the Board was accountable for the performance of statutory functions but had to be independent and should not influence matters of the Professional Conduct Committee.

It was also noted that moving forward the Remuneration Committee would consider how new appointments were made, inducted, trained and developed as well as how performances were reviewed and would provide recommendations for the Board to approve and sign off.

The Chair further noted that with Governance 'proportionality' was vital and balance must be proportionate to risk.

A Board member noted their support and said it made sense that more responsibility was



being placed on the Qualifications Department in terms of personal development. The Board member also asked if Board effectiveness reviews are being considered. The Chair agreed that the discussion of Board effectiveness reviews was important and would be addressed at a later date. The Head of Qualifications & Governance stated that Board effectiveness reviews had been conducted with the previous Board and the intent was to continue to do so with the current Board.

Professor Emeritus ADH Crook left the meeting at this point.

A Board member queried the make-up of the Prescription Committee and sought further clarity in relation to the membership and role of the new Committee. The Head of Qualifications & Governance explained that the intention was to have a mixture of lay experts and architect experts but there would need to be sufficient knowledge and expertise in order to support and challenge the Executive. It was understood that the role of the Prescription Committee would be to assist and advise the Executive.

Another question was raised regarding the new Policy Committee and the relationship this would have with the other Committees. The Chair clarified that the Policy Committee would focus on regulatory policy. A member of the Board confirmed that the Policy Committee would debate and challenge the Executive's proposals regarding regulatory policy.

A member of the Board suggested that it would be helpful to have diagrams to communicate the relationship between the committees. The Head of Qualifications & Governance agreed that this would be explored.

The Registrar commented that the establishment of the Prescription Committee would need to be the Board's priority and that there was a strong desire to make this transition so the new Prescription Committee was in place when the new academic year starts.

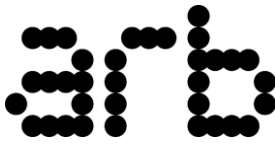
A member of the Governance Review Group reported that the creation of sub-committees for finance as seen in other organisations had been considered, but the group considered that these matters were for the whole Board to discuss.

It was noted that the Board would need to agree on the recommendations for the proposed revised Committee structure as well as the statement setting out the purpose of the Board. It was also noted that moving forward the agenda of the Board would reflect what they had defined their role to be.

The Board agreed to proceed with the recommendations, subject to some potential minor amendments to be put forward by Professor Emeritus ADH Crook.

**The Board agreed:**

- i) the proposed terms of reference for each of the Committees**
- ii) that the Executive, in conjunction with the Chair, should bring back proposals**



regarding the population of the committees to the Board for consideration and approval at its meeting on 11 September 2019; and  
iii) the statement setting out the purpose of the Board

**Proposer: W Freeman**

**Seconder: L Male**

**The decision was unanimous.**

## **7. Operational Activities Report**

The paper was introduced by the Registrar. The Registrar noted that the website audit had been carried out and the results showed that work needed to be done regarding accessibility as new requirements would be introduced from 2020.

The content of the report was noted by the Board.

## **8. Mid-year Operational Reports**

The Head of Professional Standards introduced the paper and noted that the organisation is on course to deliver the objectives set out in the 2019 business plan. It was noted that the Key Performance Indicators would be reviewed and challenged to determine if they are still appropriate.

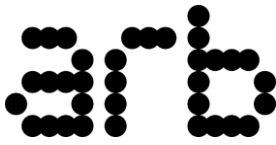
The Head of Professional Standards highlighted a delay in the hearing of Professional Conduct Committee cases, but confirmed that parties involved with the hearings had been kept up to date on the progress of their case.

The content of the report was noted by the Board.

## **STANDING ITEMS FOR NOTE**

## **9. ARB's Finances 2019**

The Head of Finance and Resources introduced the paper and noted that slight changes had been made in following feedback. In section 2 the key items to note were now highlighted and in section 5, the employee costs had been broken down across the various departments. The Head of Finance and Resources confirmed that the organisation was operating within the



overall budget.

The Chair noted that there was a potential underspend in relation to Professional Conduct Committee hearings and asked if that money would still be spent. The Head of Professional Standards confirmed that it would, but could not confirm if it would be spent this year or next.

The Chair drew the Board's attention to the breakdown of staff costs from each department in the paper. The Chair remarked that it was useful in helping to understand how and where resources were being allocated.

The Chair mentioned that she, along with the Registrar and Chief Executive and the Head of Finance and Resources were in the process of looking at reserves and how they would be held, as well as looking at the way investments were being managed. It was noted that the Chair together with another Board member would be supporting the Executive in tendering for a financial adviser.

The Board were advised to email any subsequent feedback or questions relating to the financial report to the Head of Finance and Resources.

The content of the paper was noted by the Board.

## **10. Any Other Business**

No other business was raised.

## **11. Dates of future meetings**

29 July 2019  
11 September 2019  
25 October 2019 (development session)  
9 December 2019  
27 January 2020  
5 March 2020  
14 May 2020  
19 June 2020 (development session)  
16 July 2020  
2 October 2020  
3 December 2020

