



Board Meeting 1 December
2021
Agenda Item 7

Subject Review of Senior Independent Board Member Role and Designation
Purpose For Decision
From Emma Matthews, Director of Professional Education

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1. Summary

Further to the Board's decisions in December 2020, the Senior Independent Board Member's role description and designation are due for review. The Board is asked to agree minor adjustments to the role description as well as the recommendation that Mark Bottomley should continue in the role.

2. Recommendations

It is recommended that the Board:

- i. Agrees that the role description should be adjusted to include provision for the Senior Independent Board Member's role within the Chair's annual review process (in line with the Board's decision on 21 July 2021); and
- ii. Agrees that Mark Bottomley should continue to be designated as the Senior Independent Board Member until the next full review of the Board's committee membership takes place.

3. Open Session

4. Contribution to the Board's Purpose and Objectives

Ensuring that ARB's governance structures are as robust and effective as possible will enable ARB to continue the delivery of its strategic aims and fulfil its requirements under the Act.

5. Key Points

- 5.1 At its meeting of 17 December 2020, the Board agreed the parameters of the role for a Senior Independent Board Member (SIBM) and that Mark Bottomley should be designated to undertake the role. The Board also agreed that the outline role description for the Senior Independent Board Member and the designation should be reviewed in late 2021 to determine whether any adjustments were needed. Thereafter, it was noted that the designation would be reviewed at the same time that the review of the membership of the committees is undertaken.

Role Description

- 5.2 On 21 July 2021 the Board approved a recommendation from the Remuneration and Appointments Committee to establish a formal role for the SIBM in the Chair's annual review process. We are therefore proposing incorporating this function into the SIBM's role description so that the documents align.
- 5.3 The relevant extracts from the annual performance review process state the following:

'In order to fulfil the Department for Levelling Up, Housing and Communities' terms and conditions of appointment for the Chair and the terms within the Framework Agreement, ARB will appoint an external, independent person to undertake the Chair's review. In consultation with the Chair of the Remuneration and Appointments Committee, the CEO and SIBM will select an appropriate individual to carry out the Chair's review.'

And

'The Chair's performance review is undertaken by an independent external individual with the relevant experience. The independent external reviewer, upon completion and agreement of the review report, should meet with the Senior Independent Board Member (SIBM) and the Chief Executive and Registrar to share the Chair's review report and highlight any specific development recommendations for the Chair. Once the review process is complete, the Chair will provide a verbal summary of any key points emerging from the review process in a confidential pre-meeting of the Board. The SIBM will be invited to add any further comments.'

- 5.4 A track change version of the amended role description covering these points is included at **Annexe A**.

Designation

- 5.5 Mark Bottomley was appointed as the Senior Independent Board Member by the Board at its meeting on 17 December 2020.
- 5.6 Mr Bottomley has fulfilled the terms of role description over the course of the last year.
- 5.7 The Chair of the Remuneration and Appointments Committee, the Chair of the Audit and Risk Assurance Committee and the Chief Executive and Registrar have been consulted, and all agree that Mr Bottomley should continue as the Senior Independent Board Member.

6. Resource Implications

The Senior Independent Board Member role does require some additional time commitment and is recognised in the enhanced remuneration agreed by the Board. The small additional cost is included within the Budget for 2022.

7. Risk Implications

It is imperative that a Board has robust governance arrangements in place. Failure to put appropriate governance processes in place could lead to the Board being unable to discharge

its statutory functions appropriately. Continuing to designate one of the Board members as a Senior Independent Board member will strengthen the Board's current governance arrangements. It will also align the Board's governance structure with good practice.

8. Communication

The Board has continued to explore and review some of its governance arrangements. The Board determined last year that the most appropriate way of doing this is by designating one of its existing members as a Senior Independent Board member. A review has taken place a year after the appointment was made to ensure that the role description and designation were working effectively.

9. Equality and Diversity Implications

Equality, inclusion and diversity implications were taken into consideration as part of the process of designating one of the existing Board members as the Senior Independent Board member.

10. Further Actions

Subject to the Board's approval of the recommendations set out above, the role description will be updated, and the designation will next be reviewed when the full membership of the Board's committees are reviewed. The next review of the membership of the Board's committees is due in Autumn 2022.