

Minutes of Board Meeting held on 1 December 2021

Location	Present	In Attendance
Hallam Conference Centre	Alan Kershaw (Chair) Mark Bottomley Emeritus Professor ADH Crook Will Freeman Professor Elena Marco Derek Bray Dr Teri Okoro Cindy Leslie Liz Male Stephen McCusker	Hugh Simpson (CEO and Registrar) Emma Matthews Simon Howard Brian James Rebecca Roberts-Hughes Marc Stoner Hayley Tucker (Minutes) Alice Pun (Observer) Alexandra MacKenzie (Observer, via video conference) Debora Brobbey (DLUHC observer) Christopher Barratt (DLUHC observer) Finn Tobin (Observer) Henry Asson (Observer) Esther Olorunsomo (Observer)

OPEN SESSION

1. Apologies for Absence

No apologies had been received.

The Chair introduced Debora Brobbey and Christopher Barratt from the Department of Levelling Up, Housing and Communities (DLUHC) who were observing the meeting. Alexandra MacKenzie, Chair of Council at the Chartered Society of Physiotherapy, was observing the meeting online as part of the Chair's annual review.

The Chair welcomed new staff members Esther Olorunsomo, Henry Asson, Finn Tobin and Alice Pun as observers.

The Chair thanked the Board for attending in person and reminded them that next year's Board business and prescription-related meetings would be online. Workshop days would continue to be held in person, subject to the circumstances of the pandemic.

2. Members' Interests

Mark Bottomley declared an interest in item 7, Review of the Senior Independent Board Member and Designation. He would not participate in the debate or any voting and would withdraw from the meeting for the decision relating to the designation.

The Chair declared an interest in item 9, Board Chair's Remuneration, and would withdraw from the meeting for this item. It was agreed that Mark Bottomley, as the Senior Independent Board Member, should chair the discussion and Derek Bray would present the paper as Chair of the Remuneration and Appointments Committee.

Professor Crook had been appointed to chair the Education Committee at the Royal Town Planning Institute (RTPI). He would alert the Board to any potential conflict.

The Governance Manager was currently undertaking a review of the Board Members' Handbook, including the declarations/conflict of interest policy.

STANDING ITEMS:

3. **Update from the Chair**

The Chair had met with Simon Allford, President of the Royal Institute of British Architects (RIBA), which had been a valuable discussion. It was helpful to understand what the priorities were in each organisation to ensure that issues could be addressed. The Chair had invited Simon Allford to present to a future Board workshop and he was waiting for a response on his availability.

The Director of Policy & Communications agreed to find out, for the Board, whether the Interim Director of Education role at RIBA had been made permanent.

4. **Minutes**

A member referred to item 6 of the minutes from 27 October 2021 on the Remuneration of Board Members - Fixed Annual Rate. At that meeting there had been a discussion about the variation of Board members' time commitments and workload. His aspiration was for more balance and parity within the Board member roles in order that workloads and functions could be shared. This would be noted in the minutes.

New arrangements for submitting expenses claims from January 2022 had been circulated to Board members.

The Board unanimously approved the open session minutes of the meeting held on 27 October 2021.

The Board ratified its decision by write round dated 17 November 2021 in relation to ARB Board Chair's daily rate of remuneration.

5. **Matters Arising Report**

The Board noted a report on matters arising.

MATTERS FOR DECISION

6. **Business Plan 2022**

On 9 September 2021 the Board had approved a new, ambitious five-year Corporate Strategy for 2022-26. A detailed draft business plan had now been shared with the Board for feedback. This was for publication, to give stakeholders an overview of key priority actions for 2022 sitting under the Corporate Strategy, and an outline indication of work planned for 2023-2026.

Any drafting comments should be sent to the relevant staff outside of the meeting. Once the document was signed off, it would be published on the ARB website.

The Board made the following observations and suggestions:

- Members thought the document was excellent. They felt it was bold and adventurous but it was noted that, as a result, registrants and others may ask what the cost implications of specific projects would be.
- As this was to be a public document, it might be helpful to include a statement to note that the Board had shown due consideration to resources and budget provision. It was important to provide confidence for registrants following the fee increase.
- It might be helpful to include a diagram on the budget allocation. The CEO agreed this could be helpful although further work would be needed to breakdown the spend in departmental budgets to reflect how funding was allocated and what might be possible. It was agreed that diagrams could be incorporated later.
- There had been excellent communication about the fee increase and it was suggested that repeating those messages in the document might be helpful
- Members wanted to see the ways in which ARB would drive inclusion highlighted more in the document.
- Members suggested reducing the number of bullet points: it would be useful to be more succinct in some areas.
- More detail was needed on sustainability.

The following specific points were made:

- Under the *Engagement* section the focus on consumers should be added.
- *Being transparent and open* had been core ARB values for some time. It was agreed to amend the wording to say *even more* transparent and open.
- Under the section on *Modernising Initial Education & Training (IET)*, it would be helpful to say that ARB was *working with* Schools of Architecture and include *learning from the good practice that is already available*. The same point was raised under *Delivering a new system of continuing professional development for architects*.
- Under *Transforming our systems, processes and information technology*, it would be important to set some key milestones, for internal use, against which progress during the year would be monitored. The document should state this.
- The CEO acknowledged that clarification could be made to explain the role of programme management and to reduce jargon within this part of the business plan.
- In *Investing in our people*, it was agreed that the changing of values and behaviours would remain an ongoing process.
- Change the word *establish* to *enhance* procedures and services that support the health and wellbeing of staff.
- Stronger wording could be used around ensuring a positive and inclusive culture.
- It would be helpful to develop a bold heading or a call to action for the strategy.

The CEO confirmed that the requests would all be given detailed consideration and in particular the Executive would consider how to link the business plan more explicitly to the Corporate

Strategy, re-using some of the text on diversity and sustainability to make explicit ARB's commitment in these key areas.

The Chair thanked the ARB team for an excellent piece of work.

The Director of Policy and Communications confirmed the team were currently reviewing the Board agenda forward planner for 2022 and the intention, at this stage, was to present a Policy and Communications Strategy to the Board on 9 February 2022.

The Board approved the draft Business Plan 2022 and delegated responsibility to the Chair for agreeing any final adjustments before publication.

7. **Review of the Senior Independent Board Member's Role Description and Designation**

Mark Bottomley left the room for this item.

The Director of Governance and International confirmed that the Senior Independent Board Member's (SIBM) role description and designation had been reviewed and some minor adjustments had been made to the role description, notably to incorporate the SIBM's role in the Chair's annual review process. In consultation with the Chairs of the Audit & Risk Assurance and Remuneration & Appointments Committees, and the CEO, it was recommended that Mark Bottomley should remain as SIBM at least until a full review of committee memberships was undertaken in autumn 2022.

In line with the agreed annual review process, the Chair would provide a verbal summary of any key points emerging from the Chair's own annual review in a confidential pre-meeting of the Board, and the SIBM would have the opportunity to provide additional feedback. Some Board members asked whether the independent external reviewer should carry out this function rather than the Chair. The Director of Governance and International confirmed that this had been considered as part of the annual review process. The Director of Resources informed the Board that ARB had taken advice on this matter when the original annual review policy had been developed, and it had been agreed that the Chair should have the opportunity of an open discussion with the Board.

Board members wanted to record their gratitude and thanks to Mark Bottomley for the work he was undertaking in the SIBM role and his support to ARB staff. Board members felt they could approach Mark Bottomley if they had an issue to discuss.

The Board agreed the role description should be adjusted to include provision for the SIBM's role within the Chair's annual review process (in line with the Board's decision on 21 July 2021); and that Mark Bottomley should continue to be designated as the SIBM at least until the next full review of committee memberships.

Mark Bottomley re-joined the meeting.

8. **Prescription Committee Reading Fee**

The Board agreed to the continued payment of reading time for non-Board members of the Prescription Committee in 2022, and until new arrangements for the prescription decision-making process were in place.

9. **Board Chair's Remuneration**

The Chair left the room for this item and the SIBM took the chair.

The Chair of the Remuneration and Appointments Committee (RaAC) introduced the paper. On 17 November 2021 the RaAC had considered a proposal to move the Board Chair to an annual pay model, to bring it in line with that of Board members. The Board, via write around, had already agreed a change to the daily rate, from £400 to £525. The RaAC had also considered the proposal that the annual pay model would use an assumption of 75 days of time (this was equivalent to around six days per month being spent on Board business). This was based on an analysis of expected time commitment from the Chair and to bring the remuneration closer to current market rates. Independent HR advice had been sought to look at current benchmarking. The urgency of the write around had been due to the imminent Departmental recruitment of a permanent Chair of the Board.

Referring to the schedule of hours and days, the Chair of RaAC confirmed that it reflected the hours undertaken by the current Chair. Board members referred to the increase in hours year on year. It would be useful to prepare a reactive statement outlining the rationale should there be questions as to why there was an increase.

Members were keen to ensure the current recruitment process attracted the right candidates for the role of the ARB Chair and it was important to ensure the right balance between the salary and number of days. The RaAC Chair felt that the number of days was not excessive and, in response to a question, the CEO had assured RaAC that the current time commitment and involvement of the Chair role was working well and did not feel as if it was overstepping the line between non-executive and executive functions. Given the organisation's current agenda, the CEO felt that the number of days did not feel excessive, and a good working relationship with the Chair was proving crucial to deliver ARB's strategy effectively.

One key element of the role was working and engaging with external stakeholders. It was important to be able to demonstrate this if challenged. It was felt the external facing element of the role had been lacking previously, and the RaAC Chair had been pleased to hear that the Chair was engaging with the professional leadership bodies across the UK and other stakeholders for face-to-face discussions. Members emphasised they were reflecting on experiences prior to the current Chair being in post.

Members enquired about the timetable for the appointment of the new Chair. The Director of Governance and International confirmed the Public Appointments team within the Department for Levelling Up, Housing and Communities were looking to start the campaign before the end of the year. The appointment of the current Chair would expire in June 2022.

The Board agreed to move the Chair to an annual honorarium consistent with the previously agreed payment cycle of Board members. The honorarium would be set using the combination of the agreed daily rate and expected days of commitment required by the Board Chair which was 75 days.

The Chair re-joined the meeting.

ITEMS FOR NOTE

10. Chief Executive's Report

The CEO referred to the proposal regarding the establishment of an Initial Education & Training (IET) Reference Group. The Director of Regulation had been reviewing the current membership of the Board Assurance Group and the Technical Working Group. The intention was to create a new Reference Group which would replace these two groups with a wider membership to bring in relevant expertise.

Members noted the lack of diversity in the composition of the Assurance and Working Group and the CEO agreed to address this. All agreed that more diversity of voices would lead to more meaningful conversations.

There were numerous names for these groups such as Assurance Group, Technical Group, Working Group and Reference Group. It would be useful to have clarity around the terminology and governance structure.

Action: The CEO/Director of Governance and International would produce an information paper for the next Board meeting on the governance and membership of various groups noted above.

Board members asked for consistency with the wording on *Reform* IET and *Modernise* IET in paragraphs 4.1 and 4.2.

In response to a question regarding the roll-out of the new performance framework and progress to introduce a new grading and competencies framework for all job descriptions, the Director of Resources confirmed that inclusion was included in the framework.

11. Management Accounts

The Director of Resources introduced the paper.

Members referred to the underspend relating to Prescribed Examinations. The Director of Resources explained this was due to a delay in expense claims being submitted; the numbers would change when all claims were processed.

Members felt that it had been an excellent achievement to come in close to budget, considering the uncertainties during the year. The Chair agreed that it was reassuring to see a balanced budget with no large surplus or underspend.

Members referred to the use of the word 'deficit' and suggested it should be worded or expressed differently as it could be misread in connection with the increase in fees. The Director of Resources noted there had been a decision to take the deficit out of reserves and this could be reflected in the wording.

The Chair noted that the response to the fee increase had been relatively positive and there was no evidence that the increase in fee had caused an abnormal reduction in registrations.

12. **Any Other Business**

No other items of business had been notified.

13. **Dates of Future Board Meetings:**

The Board noted the dates of meetings and workshops for the coming year. The Chair urged members to make every effort to attend where possible, bearing in mind the present, restrictive rules on quoracy.

The Chair referred to the suggestion of holding a workshop session online as part of the Board meeting on 9 February 2022 so that the Board could hear more about the developing Policy and Communications Strategy. The Director of Policy and Communications confirmed it would be possible to hold a workshop session online. The agenda items for future Board meetings and workshops had been discussed at the Senior Leadership Group meeting, for later agreement by the CEO and Chair.

The Chair thanked members for making efforts to attend recent meetings in person, enabling the Board to re-establish a pattern of working together. The next year's meetings would be predominantly online. If circumstances dictated any change in format, that would be made with advance notice.