

## Minutes of Board Meeting held on 11 February 2016

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Location	Present	In Attendance
8 Weymouth Street London W1W 5BU	R.Brennan, P Coe, H Eisner, B Fraenkel (Chair), A Jago, M. Kinghorn, R Levenson, A Mortimer, R Parnaby, S Ware, N Watts, A Wright, N Zulfiqar	Karen Holmes (Registrar), E Matthews, M Stoner, S Howard, S Loukes

Note

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### Open Session

#### 1 Apologies for Absence

Apologies were received from John Assael. Soo Ware joined the meeting later.

#### 2 Members' Interests

No members' interests were declared.

### STANDING ITEMS

#### 3 Minutes

**The Board approved the Minutes of the Open Session of the meeting held on 19 November 2015 and the Chair agreed to sign them as a true record.**

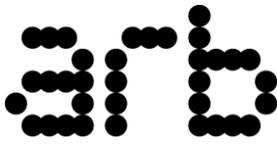
**Proposer: Alan Jago**

**Seconder: Nabila Zulfiqar**

**The recommendation was agreed unanimously.**

#### 4 Matters Arising

The Registrar advised that Board members would be asked to provide annual declarations for bankruptcy and insurance over the next few months. Board members were referred to a link in the Board Members' Handbook on transparency.



## 5 Chair's Report

The Chair's report was noted by the Board. It was reported that the Chair had met with the RIBA and presented at a Bartlett Part 3 session along with Jane Duncan of the RIBA.

The Chair's report provided an update on the Architects Election and Appointed Members recruitment.

The Chair reported on the key themes which had emerged from the 2015 Board Members' appraisals. The Chair also advised that as she would be completing her second tenure at the end of July this year, she would be participating in an exit discussion with the DCLG in due course. The Chair explained that those leaving the Board would also be offered an exit discussion with her towards the end of their tenures.

## 6 ARB's Operational Activities

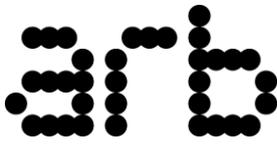
The Registrar presented the paper which was noted by the Board.

The Financial Controller reported on the out-turn; Board members were advised there had been an increase in surplus of £100,000 relating to a decrease in legal costs. A Board Member queried when the details of the underspend would be placed in the public domain. The Registrar advised the figures would be available when the audited accounts had gone to the Board, which would be in May.

The Registrar advised the Staff team had participated in a training day on 'Wellbeing in the Workplace' which was for both them at work and for them personally. The Registrar additionally reported that she would be meeting with the Architects Benevolent Society. Board members were also advised that the Registrar and the Head of Qualifications had attended a liaison meeting with the RIBA.

A Board Member queried the statistics on a Twitter message reported on as a channel for communicating a retention fee reminder message in 2015. Board members were informed that Twitter has a new functionality whereby it provides statistics on the number of individuals that would have specifically seen the message.

A Board Member queried details on the meeting of the Architects Council of Europe (ACE) concerning the interpretation of the revised Qualifications Directive by other Member States. The Head of Qualifications advised that the meeting had provided an opportunity to share information regarding the interpretation of the revised Directive and better understand how other Member States were interpreting Article



46 of the Directive in particular; Members States had different interpretations and some were seeking legal advice on the requirements for the professional traineeship – it was confirmed the debate was on-going and was likely to continue for some time. It was noted that ARB would be meeting with government departments, and possibly the European Commission, to better understand the requirements within the revised Directive. The Commission Architecture sub-group would additionally be meeting at the end of the month and the agenda looked set to focus on reaching a consensus regarding aspects of Article 46 of the Directive, including the notification of qualifications under the 4+2 model.

A Board Member queried the UK's current position with regard to the 4+2 model; the Head of Qualifications advised that ARB was keeping stakeholders up to date and would continue to meet with SCHOSA, the RIBA and others to discuss matters further.

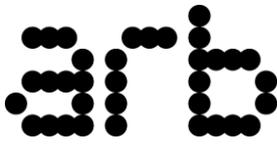
A Board Member queried whether the Staff team were aware of a recent legal judgement whereby employers now had the right to read an employee's emails. The Registrar confirmed ARB already had a policy in place which covered this.

## **7 Periodic Review Update**

The Registrar provided an update. The Report had gone to Brandon Lewis MP, Minister of State for Housing and Planning and the aim was to publish the Report by Easter 2016. The Registrar reported that Andrew Newton of DCLG was committed to meeting and engaging with the Board as the matter progresses. ARB had been advised the time frame regarding any potential changes to the legislation would take a year.

A Board Member commented that ARB should know about any potential changes in legislation by the end of March and therefore any impact on the budget requirements would be considered at the appropriate time. The Registrar confirmed legal funds had been ring fenced for this purpose.

A Board Member enquired if ARB would be invited by DCLG to participate in discussions concerning the governance of the organisation including the restructuring of the Board's constitution. The Registrar confirmed that the DCLG had undertaken a consultation on this area by way of workshops and contacting stakeholders for their views as part of the original consultation process. The Board had previously agreed its position in relation to Governance and this had been provided to the DCLG.



## MATTERS FOR DECISION

### 8 Board's Open and Confidential Session Policy

The Head of Qualifications advised that this policy was due for review and had been looked at carefully in line with good practice /other bodies' policy. Board Members were advised a check and balance review had been undertaken to ascertain ARB's performance against the current policy and that the policy had been complied with since it had last been reviewed. The Board noted that the proposed adjustments would bring the policy up to date.

**The Board agreed to make the adjustments to its policy regarding the Open and Confidential Sessions of Board meetings as outlined in Annexes A and B.**

**Proposer: Ros Levenson**

**Seconder: Neil Watts**

**The recommendation was agreed unanimously.**

### 9 Code of Conduct Review

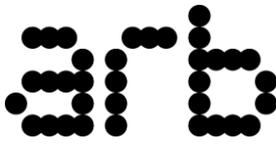
The Professional Standards Manager reported Staff and the Investigations Oversight Committee (IOC) have been going through the Code and suggested some modest changes to essentially simplify the language and avoid repetition. The Board was asked to agree these in principle and send them out for a six week consultation.

Board Members discussed the language in the Code and queried the position regarding ARB's discussions with the RIBA given that they have a separate Code.

The Registrar advised Board Members that ARB continued to work closely with the RIBA about protocols for their Members and ARB's Registrants and confirmed the Professional Standards Manager would be meeting RIBA's Head of Professional Standards to discuss the proposed changes to the Code.

One Board Member queried the timetabling of the publication of the new Code. The Registrar advised the Staff Team were looking at how best to highlight the change to the profession and would also ask professional bodies to assist in raising awareness of any changes to the Code.

The Registrar advised consideration would need to be given as to whether a hard copy of the updated Code would be sent out to all Registrants; a paper would be brought back to the Board following the outcome of the consultation and would detail costings.

**The Board:**

- i. Provisionally agreed the proposed changes to the Code of Conduct highlighted in Annex A; and
- ii. Agreed to undertake a six week consultation on those changes.

**Proposer: Richard Parnaby**

**Secunder: Neil Watts**

**The recommendation was agreed unanimously.**

## **10 Audit Committee Terms of Reference**

The Chair of the Audit Committee introduced the paper and advised on the proposed changes. Minor adjustments were proposed to the Committee's terms of reference to allow for more flexibility regarding the co-option of members; the co-option should not exceed 12 months as per the HM Treasury Handbook to ensure they reflect best practice.

Board Members discussed the suggestion that the Chair of the Board should not be a member of the Audit Committee and that, if agreed, this formula should apply to the other committees.

A Board Member queried the purpose of the co-opting and the Chair of the Audit Committee confirmed this was purely for transitional purposes rather than for ad-hoc co-opting. The Registrar confirmed this was a two-step process and Board approval would be necessary if co-opting was required.

**The Board agreed the amendments to the Audit Committee's Terms of Reference as shown in Annex A.**

**In addition the Board agreed that the following should be included in the Terms of Reference :**

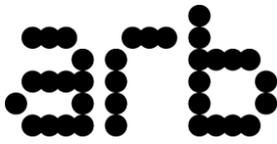
**The Chair of the Board will not be a member of the Committee.**

**[Note: it was agreed that the Vice Chair could be a member of the Committee but not the Chair.]**

**Proposer: Myra Kinghorn**

**Secunder: Nabila Zulfiqar**

**The recommendation was agreed unanimously.**



## 11 Prescription Committee Terms of Reference

The Chair of the Prescription Committee introduced the paper. Board Members were advised minor adjustments were proposed to bring the Committee's Terms of Reference into line with those of other committees following advice of the Internal Auditors. The Terms of Reference should set out details on the frequency of meetings.

**The Board agreed to update the Prescription Committee's Terms of Reference as outlined in Annexes A and B.**

**In addition the Board agreed that the following should be included in the Terms of Reference:**

**The Chair of the Board will not be a member of the Committee.**

**Proposer: Myra Kinghorn**

**Secunder: Richard Parnaby**

**The recommendation was agreed unanimously.**

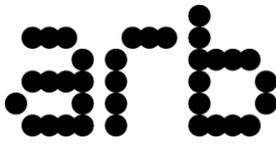
## 12 Timetable and Process for the Election of the Chair and Vice Chair

The Registrar introduced the proposed timetable and set out the intended approach for 2016 which took into consideration the changing membership of the Board during 2016. Board Members were advised this process had been suggested as a proportionate way forward, securing the least amount of disruption for the Board and in line with the Board's Rules.

A Board Member queried the voting system for the multiple election candidates. The Registrar advised it was a first past the post system and that the casting vote would sit with the existing Chair if there was a draw. The Registrar noted that she would check whether a candidate could stand for both the Chair and Vice Chair positions. The Registrar advised she would look at the election rules and provide further information to the Board setting out the process.

A query was raised regarding the timetable and how the membership of the committees would be dealt with. The Chair confirmed that time would be set aside after the next Board meeting had concluded to discuss the Board committees.

**The Board agreed the timetable for the Chair and Vice Chair election process for 2016; and**



**The Board agreed in the event that the current Vice Chair is not re-elected to the Board, the vacancy will be held until the scheduled Chair and Vice Chair election.**

**Proposer: Myra Kinghorn**

**Seconder: Peter Coe**

**The recommendation was agreed unanimously.**

## **MATTERS FOR NOTE**

### **13 Report on the responses to the Board Effectiveness Review**

The Registrar presented this item and explained the questions were identical to the last three years. The questions would be reviewed with the internal auditors to put in place a new survey for 2016.

The Board noted the outcome of the Review that improvement was required, with a number of items highlighted for taking forward through the Board's development and induction programme.

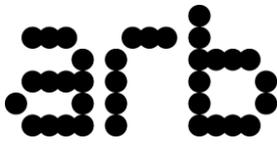
A Board Member discussed the equality and diversity implications and the need for further targeted training; it was suggested written briefings would be appropriate for some elements of the training. The Registrar agreed that ARB would want to include this information as part of the induction process.

### **14 Risk Management Strategy**

The Chair of the Audit Committee introduced this item. The Board noted the strategy had not been amended in any way and that the paper set out ARB's current position in this area. Board Members were advised work would be done with the new internal auditors over the coming months to ensure ARB's Risk Framework continued to be fit for purpose.

### **15 Report on the delivery of the 2015 Business Plan**

The Board noted ARB's performance against the 2015 Business Plan. The Registrar presented the paper and reported 2015 had been a busy year covering the organisation's core work; key successes had been continuing to raise awareness and helping the public make informed choices. The Board was advised the online self-service facility was proving effective and encouraging people to go online to access information. Finally, the Board was advised the Staff Team were moving forward on feedback mechanisms.



A Board Member suggested the traffic light system used to report on the success of delivering the business plan should be updated and the items marked with the colour blue should be changed to red. It was suggested that this would show ARB's concern in being able to deliver these areas due to the on-going periodic review. A suggestion was raised that the wording should also be amended to show that ARB accepted to hold the item but could not deliver and that this imposed a risk.

## **16 Report to the Board on Statistics, Trend and Performance Indicators 2015**

The Professional Standards Manager presented this paper. The Board was advised there had been an unprecedented increase to the size of the Register, due to efficiencies ARB was still delivering work within agreed KPI's. Board Members were informed about the equality and diversity statistics; ARB currently holds data for about 35% of the Register; this is a work in progress and ARB is not yet at a point where the data can fully inform policy making.

A Board Member suggested that it should be made clearer that the figures were based on about 35% of the Register.

A Board Member queried the source of the headings used under the equality and diversity statistics. The Registrar confirmed the information was taken from the Human Rights Commission; the Board was advised ARB would be reviewing the headings and would be checking that it was asking for the right information.

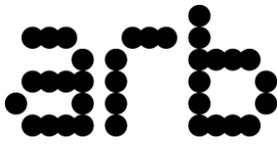
The Board discussed the Prescribed Examinations statistics and pass rate for 2015; the Registrar confirmed the guidance provided to candidates had been improved but that this was an area which the Prescription Committee would keep under review. The procedures for the exam process will be reviewed as part of the planned Routes to Registration project.

The Professional Standards Manager confirmed a 5 year audit of complaints was being undertaken and early results indicated that no significant/trends issues were arising.

The Board discussed providing feedback on the content and format of the report; the Registrar confirmed that feedback from the Board could be provided on a continuous basis to inform the structure and content of future reports.

## **17 Report from the Qualifications Department 2014-2015**

The Head of Qualifications introduced this item and explained to the Board that the timing of the Department's annual report had been regularised so that the team now reports on a calendar year rather than an academic year. The Board noted the



reports show that everything continued to remain on track and although there were some variances in performance due to the team carrying a vacancy for eight months in 2015, the majority of the KPIs were being fully met.

The Board formally thanked the team for continuing to meet KPIs despite the reduction in Staff for a period of time.

## **18 Annual Report from the Remuneration Committee**

The Chair of the Remuneration Committee introduced the paper and the Board noted the Committee's 2015 Annual Report.

## **19 PCC Consent Order Review**

The Professional Standards Manager introduced this item. The Board was advised the report was brought back to the Board as recognition of the importance of reviewing the success of previous decisions made. Board Members were advised the Consent Order process has been a modest success with two consent orders to date; this has been an estimated saving of £14,000 and this will continue to be used where it is in the public interest to do so.

## **20 Routes to Registration**

The Head of Qualifications provided an update on the review of ARB's Routes to Registration. Board Members were advised that until the outcomes of the Periodic Review were known ARB was not in a position to move this forward. The Staff hoped to be able to bring forward a revised scope for the project later this year and once the Periodic Review outcomes were known.

## **21 Minutes**

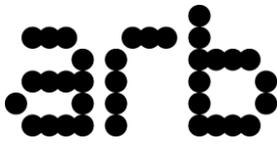
The Board noted the draft minutes of:

- (i) The Audit Committee of 24 November 2015; and
- (ii) The Remuneration Committee of 24 November 2015

## **22 Any other Business**

The Chair noted the contributions that Myra Kinghorn, Andrew Mortimer, Ruth Brennan and John Assael had made to the Board whose terms of office would come to an end on 31 March 2016. The Chair expressed her gratitude for the remarkable commitment they had shown and the hard work that they had put into their roles.

The Registrar also thanked the four Board Members on behalf of the Staff Team for



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playing such an important role in helping them through challenging times.

**23 Date of next Board Meeting**

13 May 2016