

**Subject** Adjustments to Committee Membership 2021  
**Purpose** For Decision  
**From** Director of Finance and Resources

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## 1. Summary

Further to the appointment of two new Board members and the recent departure of one other Board member, the Board is asked to consider making adjustments to the membership of its Audit and Risk Assurance Committee.

The Board is asked to consider the information set out in this paper and agree the recommendations set out in section 2.

## 2. Recommendations

It is recommended that the Board agrees to adjust the Committee membership as set out in **Annex A**, and that the membership should be reviewed following the appointment of a new Board Member, or in one year's time, whichever is sooner. This recommendation is subject to any adjustments to the Board's membership and/or the cessation of any of the independent external Committee members' current contracts.

## 3. Open Session

## 4. Contribution to the Board's Purpose and Objectives

In delivering the Architects Act 1997, ARB's objectives are to protect the users and potential users of architects' services and to support architects through regulation. Under the Act, the Board may appoint committees to assist in delivering relevant functions. The Board populates the committees taking into account the skills and experience of Board members, equality, inclusion and diversity considerations and the terms of reference of each committee.

## 5. Key Points

### i. Background

The Board has a number of committees which support it in delivering its work. At its meeting of 20 November 2020, proposals as to which Board members should sit on which committee were considered and agreed. Board members were appointed to one of the committees with immediate effect. The Board agreed

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that the next membership review should take place in two years' time, subject to any adjustment to the Board's membership, and/or the cessation of any of the independent external Committee members/chair's current contracts.

On 31 March, one of the Board's existing lay members, John Beckerleg, who was the Chair of the Audit and Risk Committee (ARAC) resigned from the Board with immediate effect. This meant that the ARAC would no longer be quorate and adjustments to the membership of the Audit and Risk Assurance Committee would be needed.

### **Adjustments to the Membership of the Audit and Risk Assurance Committee**

The Terms of Reference for the Audit and Risk Assurance Committee state that the composition of the Committee should be as follows:

*'The members of the Committee shall be appointed by the Board and shall consist of no fewer than three Board members comprising the Chair of the Committee, one lay member and one registrant member (none of whom will be the Chair of the Board).*

*The Board may also appoint an additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.*

*The Chair of the Committee should have recent significant and relevant financial and/or audit qualifications and experience.'*

The Audit and Risk Assurance Committee has been carrying a vacancy for a lay Board member since 2019. This was due to the lay vacancy on the Board. It had been the Board's intention to review this vacancy once the two vacancies on the Board had been filled. With the additional resignation there are currently two vacancies on the ARAC.

To ensure that the Committee was quorate for its meeting of 15 April 2021, the Board agreed some temporary adjustments to the membership at its meeting on 31 March 2021. The April ARAC meeting deals with a report from the external auditors on ARB's audited accounts, and reviews and discusses ARB's Annual Report and Financial Statements before the document is presented to the Board. It was therefore vital that the Committee was quorate and had relevant expertise for its April meeting.

At the Board's meeting on 31 March 2021, it was agreed that Cindy Leslie (lay Board member), would chair the ARAC and Liz Male (lay Board member) would additionally join the Committee for the meeting on 15 April 2021. Ms Leslie is legally qualified and has extensive experience as an Audit Committee Chair and Vice Chair in the Higher Education Sector. Ms Male is the Board's portfolio holder for Communications and had valuable input into the draft Annual Report. These

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temporary appointments to the Audit and Risk Assurance Committee were limited to the meeting on 15 April 2021.

Noting that there have been changes to the Board's membership in the last few months, the Board now needs to consider making further temporary adjustments to the membership of the Audit and Risk Assurance Committee. The proposed membership of the Committee is outlined in **Annex A** of this paper. It is proposed that Cindy Leslie be appointed as Chair of the Committee and that Liz Male is appointed as an additional lay member of the Committee.

The Independent member of the Committee, Christopher Wood, holds relevant financial qualification and has significant experience and mitigates some of the risk of not having a Chair that has relevant qualifications on a temporary basis.

Our recommendation is that these appointments are for a period of one year, to be reviewed when the Privy Council appoints a new lay Board member to fill Mr Beckerleg. It should be noted that the Public Appointments team have been instructed to recruit a replacement with relevant financial qualifications and expertise.

- ii. No changes are being proposed to the membership of any of the other Committees at this point and they remain as approved by the Board on 20 November 2020.
- iii. The Board is asked to note that the contract for the Chair of the Prescription Committee, who is an independent Chair, is due to expire on 30 September 2021. This may necessitate a further review of the Prescription Committee's membership later this year as a result.

### **6. Resource implications**

All committee level expenditure is accounted for in the Board's budget for 2021. The budget for 2022 will be discussed by the Board in the Autumn.

### **7. Risk Implications**

ARB's committees should be properly resourced with membership selected from those who have appropriate skills, expertise and experience to ensure that the committees meet their terms of reference. All those who sit on ARB's committees are subject to annual performance and development reviews.

### **8. Communication**

Relevant updates will be made to ARB's website once the details of the extension have been finalised

**9. Equality and Diversity Implications**

When populating the Board's committees, consideration is given to equality, inclusion and diversity implications.

**10. Further Actions**

Subject to the Board's agreement of the recommendations outlined in Section 2 of this paper, membership of the committees will continue for a year until May 2022, subject to any adjustments to the Board's membership and/or the cessation of any of the independent external Committee members' current contracts or until a new Board Member is appointed. As noted above the Board may need to review the position of the Chair of the Prescription Committee in late Summer 2021 for the reasons identified above.

## ARB's Committees – Proposed Membership 2021/2022

Name of Committee	Overview of the Committee's work	Composition	Proposed Membership	Time Commitment
Audit and Risk Assurance Committee	The Audit and Risk Assurance Committee (ARAC) is a Committee of the Board. Its purpose is to support the Board and ARB's Accounting Officer in their responsibilities for risk management, control and governance, by reviewing the comprehensiveness, reliability and integrity of assurances. The Committee acts in a scrutiny and advisory capacity, and has no executive powers.	<p>The members of the Committee shall be appointed by the Board and shall consist of no fewer than three Board members comprising the Chair of the Committee, one lay member and one registrant member (none of whom will be the Chair of the Board).</p> <p>The Board may also appoint an additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.</p> <p>The Chair of the Committee should have recent significant and relevant financial and/or audit qualifications and experience.</p>	Cindy Leslie* Mark Bottomley Liz Male  Chris Wood (Independent External Member)	The Committee will meet at least four times a year at times to align with key points in the financial year and governance timetable. The Chair of the Committee, in consultation with the Chair of the Board and the ARB Accounting Officer, may convene additional meetings as deemed necessary.
Remuneration and Appointments Committee	The purpose of the Committee is to consider, and provide, advice and recommendations to the Board on strategic human resource issues, including appointment, performance, remuneration and	<p>The members of the Committee shall be appointed by the Board and shall consist of three Board members, one of whom will be appointed as Chair</p> <p>Two lay Board members and one</p>	Derek Bray* Stephen McCusker Alan Kershaw  Ian Muir (Independent External Member)	The Committee will meet up to four times per year.

Name of Committee	Overview of the Committee's work	Composition	Proposed Membership	Time Commitment
	removal of the Chief Executive; all non-executives (including statutory committee members), and to approve the remuneration and reward package offered to staff.	<p>architect Board member should sit on the Committee.</p> <p>The Board may also appoint one additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.</p>		
Policy Committee	<p>The purpose of this Committee is to scrutinise and challenge the Executive's proposals in terms of the development of regulatory policy to ensure that the regulatory model is proportionate and effective.</p>	<p>The members of the Committee shall be appointed by the Board and shall consist of four Board members.</p> <p>Two lay Board members and two architect Board member should sit on the Committee.</p> <p>Where appropriate, the Chair of the Committee may invite additional Board members and/or other non-executive Committee members to attend meetings for specific agenda items.</p> <p>The Board may also appoint an additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.</p>	<p>Alan Kershaw*</p> <p>Will Freeman</p> <p>Liz Male</p> <p>Stephen Brookhouse (Independent External Member)</p> <p>Note: Mr Kershaw will chair the Policy Committee on an interim basis.</p>	<p>The Committee will meet at least four times per year.</p>

Name of Committee	Overview of the Committee's work	Composition	Proposed Membership	Time Commitment
Prescription Committee	<p>The purpose of the Prescription Committee is to scrutinise and challenge the work undertaken by the Executive to ensure that the material that has been prepared for the Board's consideration is in line with the Board's Procedures for the Prescription of Qualifications. The Committee will also be responsible for alerting the Board to issues arising from the operation of the Procedures for the Prescription of Qualifications. The Committee acts in a scrutiny and advisory capacity, and has no executive powers.</p>	<p>The members of the Committee shall be appointed by the Board and shall consist of the following:</p> <ul style="list-style-type: none"> <li>• An Independent Lay Chair</li> <li>• Two Board members</li> <li>• Four Independent Non Executives</li> </ul> <p>The Board may also appoint one or more additional external member/s to supplement the Committee's skills base and/or provide an additional independent perspective.</p> <p>The Chair of the Committee (who will not be a member/the Chair of the Board) should have experience of higher education quality assurance. The two Board members should include one lay and one architect Board member. Two of the independent non executives should be drawn from architectural academia and two should have experience of higher education quality assurance and/or other regulatory experience; the two independent non executives drawn</p>	Alice Hynes (Independent Lay Chair)* Professor Elena Marco Emeritus Professor ADH Crook Alison Edridge (Independent External Member) Catherine McKenzie (Independent External Member) Pamela Cole (Independent External Member) Peter Wislocki (Independent External Member)	The Committee will meet at least nine times a year.

Name of Committee	Overview of the Committee's work	Composition	Proposed Membership	Time Commitment
		from architectural academia should be registered architects.		

Key:

\* = Committee Chair