



Subject Proposed Governance Review
Purpose For Decision
From Head of Qualifications & Governance

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1. Summary

To discuss and agree that a governance review should be undertaken by a small internal working group. To consider and agree the proposed scope and terms of reference for the review. To agree the timeframe for the review.

2. Recommendations

It is recommended that the Board agrees that:

- i) a governance review should be undertaken by an internal working group, which is constituted as set out in key point ii;
- ii) the scope of the review and the working group's terms of reference should be as set out in key point iii;
- iii) the working group should present its findings and recommendations to the Board in September 2019.

3. Open Session

4. Contribution to the Board's Purpose and Objectives

A review of the Board's governance and committee structure will enable ARB to continue the delivery of its strategic aims and fulfil its statutory obligations under the Architects Act 1997.

5. Key Points

- i. Under Schedule 1, Part III of the Architects Act 1997, the Board is required to appoint a Professional Conduct Committee but may also appoint any committees that it considers appropriate to discharge its functions under the Act. In addition, under Section 23(1) of the Architects Act 1997, the Board may make rules generally for carrying out or facilitating the purposes of this Act. The Board has established a set of General Rules for this purpose.

The Act and the General Rules form the framework upon which the governance arrangements for the ARB are based.

The changes to the Architects Act 1997, which became effective on 7 January 2019,

and the subsequent appointment of a newly constituted Board provides a valuable opportunity to undertake a review of the existing governance arrangements. The outcomes of review should enable the Board to continue to discharge its statutory responsibilities effectively and take the organisation forward in a challenging environment.

- ii. It is proposed that a small internal working group is formed to undertake the governance review and that it is constituted as follows:
 - Chair of the Board
 - Registrar and Chief Executive
 - Head of Qualifications and Governance
 - An architect member of the Board
 - A lay member of the Board

- iii. The proposed terms of reference for the governance working group are as follows:
 - clearly define the role of the Board;
 - undertake a review the non-statutory committee structure and put forward recommendations to the Board in relation to the following:
 - The future structure and composition of the committees that will be required to support the Board's work in delivering its statutory obligations, its objectives and priorities;
 - The terms of reference for each of the committees needed to underpin the Board's work
 - identify the inter-relationships between the committees and the Board;
 - identify the changes that will need to be made to the Board's General Rules in order to ensure that they will fully align with the revisions made to Schedule 1 of the Architects Act 1997; and
 - identify any further areas of governance that need to be reviewed at a later stage.

- iv. The review should commence immediately following the Board's meeting on 1 April 2019 and the working group should present its recommendations to the Board for consideration in September 2019.

The Board is asked to note that interim committee arrangements will be put in place so that the organisation and the Board can continue to operate during the review period. Further details of the interim arrangements will be discussed as part of the confidential session.

- v. The Board is asked to consider and agree that a governance review should be undertaken and to agree the constitution of the working group that will undertake the review as well as its terms of reference and timeframe for delivery.

6. Resource implications

It is not anticipated that there will be any significant resource implications arising from the governance review.

7. Risk Implications

Given that the ARB is a statutory regulatory body, it is imperative that robust and effective governance arrangements in place to support and facilitate the organisation's delivery of its legislative responsibilities, its priorities and objectives. The Board will require a strong committee structure in place to support its ongoing and future work in a challenging environment. The Board's General Rules must align with the relevant legislation. A lack of appropriate governance arrangements could cause issues in terms of organisation and/or the Board's ability to deliver its statutory functions and lead to reputational damage.

8. Communication

The recent changes to the Architects Act 1997 and the appointment of a newly constituted Board provide a valuable opportunity to review the existing governance arrangements. It will enable the Board to make relevant changes to the governance arrangements so that it can continue to deliver its responsibilities, priorities and objectives.

9. Equality and Diversity Implications

The working group will take equality and diversity implications into account as part of its review.

10. Further Actions

If the Board agrees the constitution, terms of reference and timeframes for the review, the membership of the working group will be agreed and the review will commence immediately.