

## Open session

**Board meeting:** 15 February 2023

**Agenda item:** 7

**Subject:** Board's Committees and Assurance Groups

**Action:** For Decision

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### Purpose

To consider and agree the membership of the Board's Committees and Assurance Groups for 2023 and 2024.

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### Recommendations

It is recommended that the Board:

- i. Approves the proposed membership of its committees and assurance groups as outlined in **Annexe A**, for 2023 and 2024, with effect from 1 April 2023;
- ii. Confirms that the Terms of Reference for the Audit and Risk Assurance Committee and the People Committee as approved by the Board on 7 December 2022 should become effective from 1 April 2023; and
- iii. Agrees that the next review should take place in late 2024, noting that it may be necessary to make adjustments should the membership of the Board change, or any of the independent external Committee members' contracts cease, during the next two years for any reason.

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### Annexes

Annexe A – Proposed membership of the Board's committees and assurance groups 2023-2024

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### Author/Key Contact

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## 1. Open Session

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## 2. Background and Key points

- 2.1. At its meeting of 19 October 2022, we set out plans to review the Committees' Terms of Reference and Membership as part of our regular cycle of review. The Board approved revised versions of the Terms of Reference for the Audit and Risk Assurance Committee and the People Committee (which will replace the Remuneration and Appointments Committee) at its meeting of 7 December 2022. The Terms of Reference are due to become effective in line with the revised Committee Membership. The Board also agreed in October 2022 that the Prescription Committee should continue under a slightly amended version of its Terms of Reference and until it is replaced by the Accreditation Committee later in 2023.
- 2.2. Since the Board's meeting in October 2022, we have undertaken the following process to review the committees' membership:
- We issued a skills audit form to all Board members, which built in the opportunity for Board members to provide expressions of interest in particular areas of work/committee work;
  - We collated the outcomes of the skills audit and discussed these with the Chief Executive & Registrar and the Chair of the Board;
  - We considered what assurance groups the Board was likely to need during 2023 and beyond;
  - We considered the importance of diversity and inclusion, recognising that Committee Membership is predominantly drawn from Membership of the Board; and
  - We developed proposals regarding the future membership of each of the Committees, as well as the assurance groups based on the outcomes of the skills audit and a series of discussions with Board members.
- 2.3. The First Schedule of the Architects Act 1997 and Paragraph 14 of the Board's General Rules sets out the framework regarding appointments to the Board's committees. Membership, including who chairs each committee, is a matter for the Board. The proposals set out in **Annexe A** are those of the Chair of the Board, taking into account each of the points set out in paragraph 2.2.

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- 2.4. The proposed membership for the Board's committees and assurance groups for 2023/2024 is set out in **Annexe A** of this paper. We propose that the revised Committee and Assurance Group membership becomes effective from 1 April 2023, along with the revised Terms of Reference for the Audit and Risk Assurance Committee and the People Committee. This will give the Executive time to make internal adjustments and to undertake relevant briefings and inductions.
  - 2.5. We are currently recruiting a new Temporary Board Member to replace one of the Lay Board members, who has indicated their desire to stand down from the Board at the end of March 2023. It remains an option for the Chair to nominate the new lay appointee as an additional member to a committee, but that would be a decision for the Board in due course.
  - 2.6. The Chair of Board allocated informal portfolios to Board Members to improve the working relationship and trust between Board Members and the Executive Team following the 2020 Governance Review. Informal discussions between the Chair and Board Members, and between the Chair and the Chief Executive, indicate that the relationship is working effectively and the Chair is proposing that Board members' portfolio roles now cease, recognising that all Members will continue to have particular interests in relevant issues and topics.
  - 2.7. As well as an IT Transformation Assurance Group, we believe we should additionally establish an Initial Education and Training (IET) Assurance Group, which should start to meet once the IET consultation outcomes are known. This Assurance Group will monitor the implementation of the new IET model and in particular the establishment of a new accreditation model and processes. We will develop terms of reference for this later this year and before it meets for the first time.
  - 2.8. As noted above the Prescription Committee will be replaced by the Accreditation Committee later this year. The Board has already agreed that the membership of the Accreditation Committee will not include Board members. We will be commencing a recruitment process shortly so that we can appoint external members to the Committee.

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### **3. Resource Implications**

- 3.1. All committee and assurance group expenditure has been accounted for in the 2023 budget.

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### **4. Risk implications**

- 4.1. 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. A skills audit was undertaken in late 2022



to facilitate the discussions about the future committee and assurance groups' membership.

- 4.2. All those who sit on ARB's committees, including the external non-executives, are additionally subject to annual performance and development reviews; any briefing and development needs will be identified through these mechanisms.
- 4.3. An externally facilitated Board and Committee Effectiveness review will also be undertaken in the latter part of 2023; this will also provide insights into the performance of the Board's committees and will identify where any relevant improvements can be made.

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## 5. Communication

- 5.1. The Board has reviewed the membership of its committees and assurance groups. It has considered the skills of current Board members, the management of any potential conflicts of interest, along with the discharge of its statutory functions.

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## 6. Equality and Diversity implications

- 6.1. Membership of Committees is predominantly drawn from the Board. We have considered the need for diversity across the Audit and Risk Assurance and People committees, and we hope the proposed membership reflects this.
- 6.2. We need to do more to attract talented people to work with ARB although appointment to our Board remains the responsibility of the Privy Council working within the Department for Levelling Up, Housing and Communities' Public Appointments Team.

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## 7. Recommendations

- 7.1. It is recommended that the Board:
  - i. Approves the proposed membership of its committees and assurance groups as outlined in **Annexe A**, for 2023 and 2024, with effect from 1 April 2023;
  - ii. Confirms that the Terms of Reference for the Audit and Risk Assurance Committee and the People Committee as approved by the Board on 7 December 2022 should become effective from 1 April 2023; and
  - iii. Agrees that the next review should take place in late 2024, noting that it may be necessary to make adjustments should the membership of the Board change, or any of the independent external Committee members' contracts cease, during the next two years for any reason.



## Annexe A

### Committee and Assurance Group Membership 2023-2024

To become effective from 1 April 2023

Committee	Constitution	Proposed Membership	Notes
<p>Prescription Committee</p>	<p>Two Board Members</p> <p>Lay Chair</p> <p>Four Independent Advisers</p> <p>The Board may also appoint one or more external members to supplement the Committee’s skills base and/or provide an additional independent perspective.</p> <p>The Chair of the Committee (should have experience of higher education quality assurance. The two Board members should include one lay and one architect Board member.</p> <p>Two of the independent advisers should be drawn from architectural academia and two should have experience of higher education quality assurance and/or other regulatory experience; the two independent advisers drawn from architectural academia should be registered architects.</p>	<p>Tony Crook (Lay Board Member, Lay Chair)</p> <p>Elena Marco (Architect Board Member)</p> <p>Catherine McKenzie (Independent Adviser, Lay)</p> <p>Pam Cole (Independent Adviser, Architect)</p> <p>Peter Wislocki (Independent Adviser, Architect)</p> <p>Vacancy (Independent Adviser, Lay)</p> <p>Stephen Brookhouse (External Member)</p>	<p>The Board agreed the membership of the Prescription Committee, as well as minor adjustments to the Committee’s Terms of Reference, at its meeting of 19 October 2022.</p> <p>The Prescription Committee will continue as currently constituted until it is replaced by the Accreditation Committee later in 2023.</p>

## Annexe A

### Committee and Assurance Group Membership 2023-2024

To become effective from 1 April 2023

Committee	Constitution	Proposed Membership	Notes
<p>Audit and Risk Assurance Committee</p>	<p>The members of the Committee shall be appointed by the Board and shall consist of:</p> <p>Two lay and two architect Board members. One of the lay members will be appointed as Chair.</p> <p>One 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>	<p>Thomas McDermott (Chair, Lay Board Member)</p> <p>Cindy Leslie (Lay Board Member)</p> <p>Mark Bottomley (Architect Board Member)</p> <p>Will Freeman (Architect Board Member)</p> <p>Donal Curtin (External Member)</p>	<p>Revised Terms of Reference for the Audit and Risk Assurance Committee were approved by the Board on 7 December 2022.</p>
<p>People Committee</p>	<p>The members of the Committee shall be appointed by the Board and shall consist of:</p> <p>Two lay and two architect Board members, one of whom will be appointed as Chair</p>	<p>Liz Male (Chair, Lay Board Member)</p> <p>Alan Kershaw (Lay Board Member)</p>	<p>Revised Terms of Reference for the People Committee were approved by the Board on 7 December 2022. The People Committee will replace the</p>



## Annexe A

### Committee and Assurance Group Membership 2023-2024

To become effective from 1 April 2023

Committee	Constitution	Proposed Membership	Notes
	One additional external member to supplement the Committee's skills base and/or provide an additional independent perspective.	Stephen McCusker (Architect Board Member) Teri Okoro (Architect Board Member) Ian Muir (External Member)	Remuneration and Appointments Committee.

#### ARB Board Assurance Groups

Assurance Groups	Constitution	Proposed Membership	Notes
IT Transformation Assurance Group	Two Board Members	Elena Marco (Architect Board Member) Teri Okoro (Architect Board Member)	Established in 2021
Initial Education and Training Assurance Group	Two Board Members	Elena Marco (Architect Board Member) Tony Crook (Lay Board Member)	To be established in mid-late 2023; Terms of Reference to be developed.