



## Minutes of Board Meeting held on 20 November 2020

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Location	Present	In Attendance
By video conference	Alan Kershaw (Chair) John Beckerleg Mark Bottomley Stephen Brookhouse Emeritus Professor T Crook Will Freeman Elena Marco Stephen McCusker Liz Male Derek Bray	Marc Stoner (Acting CEO and Registrar) Simon Howard Brian James Emma Matthews Irene Moisis (MHCLG) Kristen Hewett (minutes)

Note

Action

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### Open Session

#### 18. Apologies for Absence

No apologies were received.

#### 19. Members' Interests

- Stephen Brookhouse declared an interest in item 24, as it related to his appointment as a temporary Board member.

It was agreed Mr Brookhouse would leave the meeting for the relevant item on the basis of the conflict declared.

#### 20. Update from the Chair

The Chair reported that the RIBA liaison meetings were going well and that Mark Bottomley would be attending the forthcoming meeting in his capacity of Board portfolio holder for stakeholder engagement. Good progress was being made with joint messaging planned on various areas including EU exit to avoid any potential confusion for the profession. A lunch meeting was planned with the RIBA President, lockdown restrictions permitting, and further meetings were hoped to be scheduled with the RIAS, RIAS, RSAW and RIAI.

The forthcoming eBulletin would feature an article to highlight ARB's work around the

climate emergency. Alongside this ARB would seek to get involved in activities generated in connection with the planned conference due to be held in Glasgow on 1 to 12 November 2021. This would help to promote positive action, and would likely assist with promoting the guidance ARB would be issuing.

The Chair had now rejoined the Public Chairs Forum on behalf of ARB; this was a recommendation taken forward from the recent independent review.

Board member annual development reviews had now been completed. The Chair had found them an enjoyable and productive process, and would shortly be completing the process with the reviews for the Acting CEO and the Chair of the Prescription Committee.

Finally, the Chair reported that this would be the last meeting which Marc Stoner would be attending in his role of Acting CEO, before the new CEO took up post. The Board heartily endorsed the comments made by the Chair, expressed their appreciation of the support the Acting CEO had given in covering the role.

## 21. Minutes

**The Board unanimously approved the open session minutes of the meeting held on 2 October 2020.**

## 22. Matters Arising

The report was noted.

## 23. Role of Senior Independent Board Member

The Director of Professional Education thanked the Board for the feedback provided at the October Board meeting. The Board was now invited to consider an adapted appointment process and outline role description. If the Board approved this, a proposed nomination for appointment to the role would be brought back to the December meeting.

By way of background, Stephen McCusker, the Board portfolio holder for Governance, reported that, based on the research carried out, there was no explicit evidence of any other public Board having a similar role, although other organisations seemed to favour an approach whereby the appointment of the Senior Independent Member involved the

incumbent senior independent leading the process, with the involvement of the Chair. It was noted that it should not be assumed that a Board member who held any particular portfolio should automatically be considered for the Independent Board member role.

The Board discussed the parameters of the role, as detailed at page 195 of the Board pack, and a Board member queried whether it provided sufficient detail about who should be approached were the circumstances of May 2020 to reoccur. It was agreed that a simplified process map to accompany the wording should be developed. It was also discussed whether this senior independent role should be built into the Board structure by the MHCLG.

The Board agreed that neither its Chair nor the CEO should be involved in the nomination process. A Board member, supportive of the proposal, pointed out that it appeared that the current role parameters went slightly further than other similar roles, potentially impinging on responsibilities of the Board and its Committees. It was agreed that the parameters could be streamlined to clarify any potential areas of overlap.

A Board member reported that, in their experience, the senior independent role needed to be carried out by an experienced individual, as it tended to be a nuanced role, and meant as a point of contact where staff, Board members and other non-executives could escalate issues or report public interest disclosures.

It was commented that, as a matter of good governance, an individual should be involved in the appointment of their successor; the research carried out on similar roles indicated that this was in an effort to ensure continuity. The Director of Professional Education also clarified that the appointed Senior Independent Member would remain in post until the end of their Board tenure, subject to the need for succession planning, although as this was a completely new role for ARB, there would need to be an early checkpoint to ensure that the right person was in the role.

Generally it was felt that the Senior Independent Member was a new role at ARB, the appointment process and parameters should be seen as an organic process that should be tested and evolved, and improved where necessary.

The Board Chair reported that the aim was to bring a nomination to the December Board meeting and, though not a requirement, previous Board discussions had suggested that it should be an architect member to fulfil the role. The Board agreed that from a perception point of view, given the independence of the role, the Board Chair should be excluded from the appointment process, but that it was important that the CEO was included from a staff perspective. It was therefore agreed that the appointment of the Senior Independent Member role should be agreed by the Chairs of the Audit and Risk Assurance Committee and the Remuneration and Appointments

Committee, and the CEO.

The Board agreed the recommendations in the paper, subject to further thought around the process for the appointment of any successor, and subject to the amendment set out above, that the appointment should be agreed by Committee chairs and CEO.

**The Board:**

- i. Agreed the parameters of the role for a Senior Independent Board Member as outlined in Annex A of the paper, subject to some small adjustments and consideration of a process map, and a further version should be brought back to the December Board meeting;**
- ii. Agreed the appointment process, subject to the removal of the Board Chair from the process, and with further consideration around appointments of successors;**
- iii. Agreed that a nomination for the Senior Independent Board Member role be brought back to the December Board meeting.**

#### **24. Extension of Temporary Board Member**

*Stephen Brookhouse left the meeting.*

The recommendation was for the Board to approve the extension of Mr Brookhouse's appointment until the 28 February 2021 which, pending the final timeline for the permanent Board appointments, should allow for a short period of overlap for an induction.

It was suggested that the recommendation be adjusted so that Mr Brookhouse's appointment was extended until the permanent appointment was made. The Acting CEO clarified that, under the General Rules, the temporary Board appointment could be extended to a maximum initial terms of twelve months which would expire on 31 March 2021. The Board agreed that the recommendation should be adjusted to reflect the 31 March 2021, or until the appointment of a permanent member.

As Ms Moisis of MHCLG was present at the meeting, the Board requested that it be noted that it would be helpful if any new Board appointment had a commencement date of the first of the relevant appointment month.

**The Board unanimously agreed that Mr Brookhouse's appointment be extended until 31 March 2021, or until the appointment of a permanent Board member, whichever came sooner.**

*Mr Brookhouse returned to the meeting.*

The Board Chair relayed the Board's decision to Mr Brookhouse, along with the Board's thanks and appreciation for Mr Brookhouse's contribution. He would continue to serve as a member of the Policy Committee.

## 25. Population of the Board's Committees

The Director of Professional Education confirmed that the proposal was for current Committee memberships to remain for a further two years, but that the position would need to be revisited once the two permanent Board vacancies were filled in early 2021. The Board would also need to have a discussion in early 2021 around the potential continuation of the Prescription Committee Chair beyond September 2021.

The Board discussed whether the current lay vacancy which had existed since July 2019 on the Audit and Risk Assurance Committee remained tolerable. The Chair of the Audit and Risk Assurance Committee confirmed that, while it would be helpful to have the vacancy filled, particularly from a quorum perspective, it was manageable until the Board posts were filled.

A Board member commented that the Prescription Committee in its current form was only one year in, and would commend the current members' reappointments when Committee memberships were revisited by the Board.

**The Board unanimously agreed the Committee membership as set out at Annex A of the paper for the next two years, subject to any adjustment to the Board's membership, and/or the cessation of any of the independent external Committee members/chairs' current contracts.**

## 26. Consultation on the General Rule (EU Exit Adjustments)

A revised version of the Architects Act had already been agreed in the event of a no deal EU exit, and if that legislation were to come into force ARB's General Rules would also need amending. It was confirmed that the Board's Solicitor had been extensively involved in drafting the proposed adjustments to the General Rules.

Any amendments to the General Rules were required to be consulted on. It was agreed

that four weeks was the appropriate length for the public consultation given the proposed adjustments related to legislative change. If the Board agreed the consultation, the adjusted Rules would be brought back to the Board for approval via write round.

**The Board unanimously:**

- i. Agreed the proposed additions and adjustments to the General Rules as set out in Annexes A and B of the paper;**
- ii. Agreed to publish the adjustments to the Rules on ARB's website for a period of four weeks;**
- iii. Noted that the details of any representations would be circulated to the Board for consideration via write round once the consultation had closed. The amendments and additions to the Rules would then become effective from the end of the Implementation Period and once the revised legislation became effective;**
- iv. Noted that a full, more in depth review of the General Rules would be carried out in 2021.**

**ITEMS FOR NOTE**

**27. Management Accounts**

The paper was noted by the Board.

**28. Professional Conduct Review**

The Director of Regulation confirmed that the report received following the Professional Conduct Review had not identified any urgent or high risk recommendations. Findings could be split into two groups: the first being technical reforms in respect of current rules and guidance, and the second performance improvement such as learning from previous disciplinary decisions, and the possible reconvening of an Investigations Oversight Committee. Attached to the Board paper was a plan to introduce the identified reforms, and the Policy Committee would discuss implementation at its next meeting.

The Board discussed the role of any Investigations Oversight Committee and agreed that its purpose would not be to oversee decisions made by panels. It needed to be made clear that the Committee would not function as a mechanism for appeal, but to note trends, be involved in recruitment and to provide policy guidance in respect of the disciplinary process.

The recommendation around changes to the language used in guidance documents was

welcomed, and it was suggested that when changes were implemented, it would be helpful for someone in the communications function to review ARB's website and ensure the language was also updated.

It was for the Board to decide how the report should be disseminated, but it was being considered in the open session of today's meeting, and so was available via the ARB website.

A further point was made that the review seemed to focus on the appropriateness of policies, but did not address whether in practice investigations were adhering to these policies or performance measures. The Director of Regulation confirmed that quality assurance systems were in place to ensure that very thing, and that an internal audit in 2019 had given assurance to the Board that investigations were being carried out in accordance with the various policies and procedures. He said that one of the identified recommendations was to make quality assurance more transparent, and that was where the role of the Investigations Oversight Committee might give value.

The Board discussed whether the organisation was doing enough in talking openly with the profession about how to avoid mistakes which might lead to disciplinary investigations; and whether there might be potential to work with the RIBA on a communications piece. It was noted however that articles were regularly included in eBulletins and in the annual report.

Board members were reminded that, if approached, no comment should be made on individual cases but all queries should be directed to staff.

The Board thanked the Director of Regulation and confirmed that it was content with the direction of travel in this area.

### **Chief Executive's Report**

It was confirmed that the new look online Architects Register was being launched on 20 November, and Board members were reminded to promote the new Register where appropriate.

### **ITEMS FOR DISCUSSION**

#### **Public Chairs Forum – Diversity Mentoring Scheme**

The Board Chair reported that this was a Cabinet Office and Public Chairs Forum initiative, and it was a practical way for ARB to demonstrate its commitment to Equality, Diversity and Inclusion. The Acting CEO reported that the Executive was fully supportive of ARB's involvement in the scheme.

The Board agreed that this would be a positive and worthwhile initiative for ARB to be involved in.

There was a launch event planned for the 8 December which the Chair would attend.

**Any Other Business**

No other business was raised.