



Minutes of Board Meeting held on 05 March 2020

Location	Present	In Attendance
8 Weymouth Street London W1W 5BU	Alison White (Chair) Mark Bottomley Derek Bray Emeritus Professor ADH Crook Will Freeman Stephen McCusker Liz Male Emeritus Professor Richard Parnaby Elena Marco	Karen Holmes (Registrar) Emma Matthews Simon Howard Marc Stoner Katherine Onadeko (Minutes)
Note		Action

1 Apologies for Absence

It was noted that Derek Bray would be leaving early at 12pm, and John Beckerleg would be arriving late at 12.40pm.

2 Members' Interests

There were no declarations relevant to the open session agenda items.

3 Update from the Chair

The Chair welcomed the Board to the March Board meeting.

The Chair opened with a progress report about governance and thanked fellow Board members for their assistance with the interviews for independent members of the Policy Committee. The Chair confirmed that the recommendations for appointments to the Policy Committee would be put to the Board for approval later in the meeting. The Chair apologised that the paper had been tabled and noted that this was due to timing matters. The Chair went on to highlight the importance of due diligence being undertaken on candidates after interviews had occurred and reported that Policy Committee meetings had been scheduled for the rest of the year with a joint meeting and induction session taking place on 25 March. It was noted that the recommendations from the two focus groups, looking at the Criteria in relation to Life/Fire Safety and Climate Change, and consideration of indemnity insurance arrangements for the profession would form early matters for the Committee's consideration.

The Chair gave an update on the progress of temporary appointments to the Board itself and confirmed that the advert for the position was now live. The Chair invited



Board members to make the vacancies known to any colleagues in their networks who might be interested and confirmed that the closing date would be 23 March. The Chair noted that the Department had now asked the Minister for approval in regards to the permanent appointments however highlighted that it was unclear how long that process would take. The Chair advised that the temporary Board members might be in place for the next board meeting and suggested that a 'buddying' system would help with a speedier integration. The Chair noted that more thought would be given to the 'buddying' process and Board members might be called on to help.

The Chair noted that a lot of work had been done in regards to Board effectiveness since the last Board meeting and stated that the first component of this was overall effectiveness of the Board. The Chair reported that best practice in this area recommends that external facilitation should take place periodically, but that having taken into consideration the turnover of Members and that we had yet to reach the first anniversary of the reconstitution of the whole Board, the Chair was of the view that the Board would not get the best out of that investment this year and proposed that the Board should consider it next year. The Chair informed the Board that, with help from the Executive, a light touch questionnaire had been devised and the Board would be asked to complete the questionnaire, which would be issued after the meeting. The Chair further explained that replies could be submitted on a confidential basis, and the intention was that the consolidated results would be discussed and presented to the Board for consideration, and an action plan compiled for any improvements required. The Chair also stated that she would like to have a private discussion with the Board about this in the course of the next Board meeting on 14 May but remarked that if there was insufficient time to do so then it may be postponed until the Board development day in June.

The Chair stated that the next component of the governance review structure was individual performance. The Chair explained that this was a critical component of overall Board traction with non-executive performance and one of the ways in which the Board could satisfy itself that the non-executive elements of the organisation, no matter what role they fulfilled, were performing in accordance with terms of reference, competences and organisational values. The Chair explained that a proportionate approach to annual review had been devised, which encouraged reflection and self-development, but also traction with organisational and strategic requirements. The Chair confirmed that the implications for Board members for the forthcoming round of annual reviews would be discussed in more detail during the confidential session of the meeting later in the agenda.

The Chair moved on to matters of remuneration and recapped that a fundamental



review of executive and non-executive remuneration had been commissioned by the Board following discussion at its December meeting. The Chair informed the Board that an expert organisation had been commissioned to conduct the review and had commenced its work to review and benchmark the total reward package for all staff, including the Chief Executive, and also the structure of the package for non-executives. The Chair reported that a meeting had taken place between the Chair and the consultant on 3 March where the Chair was able to input to his thinking. It was confirmed that the consultant's report would be presented at the next meeting of the Remuneration and Appointments Committee on 9 April, and recommendations to the Board would follow thereafter. The Chair reported that after receiving some interim benchmarking information from the Executive about the remuneration of the legal chairs of the Professional Conduct Committee (PCC), it was decided that a more urgent decision in this area was required and the Board would be asked to consider the Chair's recommendations later on in the meeting. The Chair reported that following a meeting with the Chair of the PCC on 3 March, this course of action appeared to be a way to ameliorate and restore relationships.

The Chair then moved on to discuss stakeholder engagement and reported that on 28 February, the Chair and the Chief Executive met with the Director of the Royal Society of Architects in Wales (RSAW). The Chair commented that the meeting was the latest in a series to discuss ARB's work and strategic challenges with important stakeholders. The Chair informed the Board that the RSAW President had been invited to address the Board when a mutually convenient date could be found and also noted that the next away fixture would be with the Royal Incorporation of Architects in Scotland at the beginning of May.

The Chair informed the Board that the Chair and the Chief Executive met the President and Chief Executive of the RIBA for their quarterly meeting on 3 March. The Chair reported that the progress on their joint intention to define the competences required for the architect of the 21st century and the fit with the more short-term work on climate change and fire and life safety was discussed during the meeting. The Chair confirmed that the Executive would brief the Board on how all this fits together later in the agenda.

The Chair then provided an update to the Board on the progress of the industry response to the Hackitt review. The Chair informed the Board that clarification had been sought from both the Department and the Chair of the Working Group to ascertain more precisely what the role of ARB is envisaged to be. The Chair emphasised that clarity would be helpful to the Board in deployment of its resources. The Chair remarked that it was hoped that the Board would hear directly from the



Department at the May Board meeting and clarified that in the meantime they would continue to seek clarity about the expectations of the Industry Response Group in the light of criticisms from Dame Judith about perceived delays.

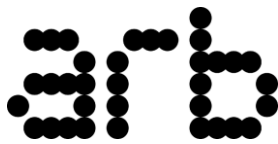
The Chair also informed the Board that further clarity was being sought in respect of Departmental expectations regarding mutual recognition of professional qualifications in light of the Government's intentions regarding new international trade agreements. The Chair confirmed that the Board was aware that currently any work being done had no additional resource, and that there was a risk that this work might be a distraction from business as usual and noted that the Executive was waiting to hear whether the Department had been successful in securing new funding for this purpose. The Chair reiterated to the Executive that there must be no distraction from current plans without clarity of direction and associated arrangements for funding from the Department.

The Chair noted that in May 2019 the UK Government declared a climate emergency. The Chair commented that the question for the Board to determine was whether there was any merit in following other organisations in making an organisationally-inspired declaration. The Chair commented that the wider issue for the Board to determine was whether the action the Board was currently taking in response to the direction from the Government was appropriate and sufficient from firstly, an organisational perspective and secondly, from a regulatory perspective. The Chair stated that it would be helpful to get the Board's thinking on these issues, and noted that this matter would be addressed further when the Board considered the operational report later in the meeting.

The Chair concluded by addressing the latest evidence that had been presented in the past few days to the Grenfell Inquiry. The Chair noted that while Members would be following the proceedings with interest it was important that Members were conscious of the need for the strictest adherence to statutory functions in this situation, and avoid any temptation to comment in a way that might be prejudicial to any future actions that take place. The Chair confirmed that the Chief Executive would comment further on these matters as part of the Chief Executive's reports in the public and confidential sessions later in the meeting.

Lastly the Chair thanked Richard Parnaby, who was retiring from the Board after eight years, for his personal and professional commitment to the work of the ARB in so many important and far reaching ways.

The Chair was asked if the Board was providing input to the Department ideas on



what ARB's future role could be regarding the industry response to the Hackitt review and the Chair confirmed that it was.

Emeritus Professor ADH Crook suggested that he leave the room while Grenfell matters were being discussed during the meeting: the Board agreed. Professor Crook therefore left the meeting for a section of item 10.

4 Open Minutes

The Chair asked that the Board approve the open session minutes of the meeting held on 27 January 2020.

The Board approved the minutes of the meeting held on 27 January 2020.

The decision was unanimous.

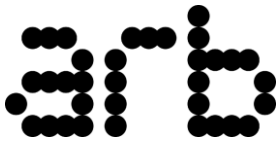
5 Matters Arising Report

The report was presented by the Registrar and Chief Executive who updated the Board on the following:

The Registrar and Chief Executive confirmed that the Head of Qualifications and Governance would be meeting with the Standing Conference of Heads of Schools of Architecture to discuss its consultation response in relation to the Prescribed Examinations which had referenced institutions aligning non-prescribed course programme specifications with the wording within ARB's requirements.

A member of the Board asked whether there had been any further update from the Quality Assurance Agency (QAA) regarding the revised roles of the QAA: the Registrar confirmed that no clarity had yet been provided but that this was expected to be provided by the end of March.

The Registrar and Chief Executive reported that the subject benchmark statement had been consulted upon. The Executive had requested feedback regarding the consultation and its statement on ARB's prescription Criteria. It was confirmed that the QAA would not be including the full ARB Criteria within the statement, but would include the wording that was requested by the Board regarding the ARB's requirements for prescription. It was noted that no further changes had been made



to the subject benchmark statement and it was now in the final draft. Noting that the statement included the eleven points set out in Article 46 of the Qualifications Directive, the Registrar also reported that the QAA had committed to reviewing the statement if the ARB decided to make changes to the structure and content of its Criteria in the future.

The report was noted by the Board.

6 Daily Attendance Allowance of PCC Legally Qualified Chairs

The report was introduced by the Chair who confirmed that the paper asked the Board to agree the proposed daily attendance allowance of the Professional Conduct Committee Chairs.

The following points were highlighted:

- The increase in daily allowances would be an overall net saving in the context of savings already made by removal of legal clerks from hearings;
- It was suggested that section vii. of the paper may need revising as it could be interpreted as meaning that the daily allowance was £100 per day instead of highlighting that the pay had been increased by £100 per day. After discussion, it was agreed that the recommendation as drafted was clear in its meaning and no changes were required.

There was support of the paper and it was noted by the Board.

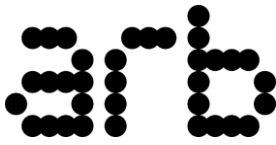
The Board approved the recommendations to:

- Increase the daily attendance allowance for Professional Conduct Committee legal chairs from £495 per day to £595 per day with immediate effect**
- Backdate the increase to May 2019, being the first date on which the legal clerk was removed from hearings.**

The decisions were unanimous.

7 Remuneration and Appointments Committee Terms of Reference

The Registrar and Chief Executive introduced the paper and confirmed that it was for the Board to agree the amended Terms of Reference for the Remuneration and Appointments Committee.



It was noted that a slight change had been made to the proposed amendments as a result of discussions with Committee members, and that the version as presented on Diligent was what the Board was being asked to approve.

A Board Member commented that the reference to the staff 'annual cost of living' pay rise in the Committee Terms of Reference might commit the Committee to look at proposals for pay rises in relation to the cost of living changes. It was recommended that the text be revised to replace the phrase 'annual cost of living' for 'annual pay rise'; this was approved by the Chair.

The Board approved the revised Remuneration and Appointments Committee Terms of Reference, subject to 'annual cost of living' being amended to read 'annual pay rise'.

The decision was unanimous.

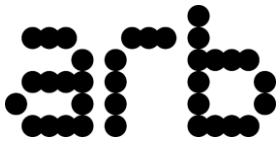
8 Governance Follow up/Governance Review: Annual Review Scheme for Non-Executives within the Governance Structure

This report was presented by the Head of Qualifications and Governance.

The Head of Qualifications and Governance commented that the Executive had highlighted two areas that they would need to look at should the Board approve the revised review scheme: the tax status and implications for non-executives undertaking work for ARB and who would undertake the annual reviews for the 72 non-executives who are neither Board nor Committee members. It was confirmed that this was further explained in the risk section of the paper. The Chair concluded that these matters would be discussed with the Registrar.

A Board member asked for clarity on the requirement of feedback from two colleagues in regards to what was expected. The Chair confirmed that the feedback was expected to be self-directed and needed to be valuable feedback. It was further raised that the feedback did not need to be from a Board member, but rather anyone who had observed them in their role. It was also noted that the feedback could not be given by the same two colleagues each year.

The Registrar commented that the Executive found the reviews helpful as they were able to identify any briefings that the Board members felt they needed to further



their knowledge. It was confirmed that these reviews had been carried out in the past and the Executive were able to create general overarching action plans based on the outcomes of the reviews, which could then be brought back to the Board and discussed.

It was noted that the proposed scheme would replace Annex G of the current Board Handbook. A question was raised as to whether the appendix on Diligent would be circulated via email going forward and the Head of Qualifications and Governance confirmed that the annex to the Board Handbook would be updated on Diligent rather than being circulated via email.

The Board approved the revised annual performance and development review process for all Board/Committee members.

- i) Noted the key features of the annual performance and development review process for non-executives within the ARB governance structure;**
- ii) Agreed the revised process, as outlined in Annex A;**
- iii) Agreed that the process should become effective subject to a review of the implications of the changes being made to the scheme being explored further with our legal advisers and further discussions taking place as to who will undertake the annual review for the other non-executives referred to in paragraph 6b of Annex A.**

The decisions were unanimous.

9 Board Effectiveness Review 2020

This item was introduced by the Head of Qualifications and Governance who gave a summary of the paper.

No queries were raised.

The Board:

- i) Agreed the process for the Board Effectiveness Review 2020;**
- ii) Noted the timeline for the 2020 review; and**
- iii) Noted that a policy for future reviews will be developed for implementation in 2021 and beyond.**

The decisions were unanimous.



10 Operational Activities Report

The report was introduced by the Registrar and Chief Executive. The following points were highlighted:

The Head of Qualifications and Governance provided an update on the meeting of the European Network of Architects Competent Authorities (ENACA) and the meeting with the Professional Qualifications Directive/Professional Practical Experience/Continuing Professional Development Working Group, both of which occurred in late February 2020. It was noted that both organisations were very welcoming and stated that they would like the ARB to continue to attend meetings of their respective organisations.

The Head of Qualifications and Governance informed the Board that questions were asked regarding ARB's position on the UK's exit from the EU to which the Head of Qualifications and Governance had confirmed that we did not yet know. Once the UK's position was clearer, then ARB would be able to confirm the UK's position and engage in further discussions. It was also noted that the ENACA meeting had involved discussions on efficiency and how to streamline day-to-day processes. The meeting also included discussions on the European Commission's proposed revisions to the guidance on mixed qualifications. The Head of Qualifications and Governance confirmed that a further update on this would be given in the confidential session.

A Board member asked if the profession was aware of the positive discussions taking place with our stakeholders regarding the future of the profession to which the Head of Qualifications and Governance confirmed that it was unlikely that they were aware of the work that ARB did in this area.

The Registrar and Chief Executive confirmed that the presentation from the Black Females in Architecture (BFA) lunch and learn session with ARB staff would be circulated to the Board following the Chair's request.

The Chair then discussed whether it was appropriate and/or desirable that the ARB make a declaration on climate change separate to the statement which had already been issued by Government. It was suggested that a statement from ARB would benefit architecture students as it would demonstrate ARB's awareness of the climate emergency. The Head of Professional Standards commented that as stakeholders had invited the Board to issue a statement, if a decision were made not to make one, then there would need to be an explanation as to why that decision was taken, as not making declaring a climate emergency was as much a statement as not declaring one.



The Chair concluded that it is not the Board's role to react to stakeholder requests, but to make sound strategic decisions.

The discussion then moved to Equality and Diversity (E&D) training and a Board member informed the Board that they had benefited from some excellent E&D Unconscious Bias training and queried if it would be possible for non-executives to have the training too. The Chair confirmed that training for non-executives was being considered. The Head of Professional Standards further explained that a discussion would be had regarding what Equality and Diversity training was most relevant to the roles.

Another Board member commented that he would circulate information on the training he had received as he found it very helpful regarding Health and Safety, E&D and Data Protection.

The Head of Professional Standards then went on to say that an update on the working groups that were looking at the Criteria in respect of life/fire safety and climate change would be given in the confidential session. It was highlighted that more work was being done to collaborate across the different working groups in order to streamline the approach to all of the competencies.

It was noted that the working groups were expected to create the final part of their report by spring. Richard Parnaby, in his capacity as chair of the working groups, informed the Board that one of the working groups was due to reach a conclusion on the work that was needed but had yet to discuss how the output would be implemented by both institutions and the ARB. The Head of Professional Standards confirmed that this was an area that the professional bodies would also need to be involved in.

The Chair informed the Board that the focus groups' recommendations needed to be completed by the end of March and they would then be presented at the first meeting of the Policy Committee where the Committee would examine what had been proposed. The current terms of reference would then have been completed and the Board would then need to consider what next steps should be taken. It was expected that this would be addressed at the Board meeting in May.

The Head of Professional Standards gave a more detailed update on the Grenfell Tower Inquiry, at which point Emeritus Professor ADH Cook left the room. He made the decision to leave the room because he was a core participant.



The Head of Professional Standards highlighted that phase two of the Inquiry had recommenced and discussions were taking place about the actions that led to the refurbishment of the Tower during 2012-2015. This had created a number of queries on competence and ARB staff had been answering queries regarding what the obligations were for an architect to maintain their competence. The Board was advised to pass any queries they receive regarding competence to ARB staff to answer to ensure a consistent message was being put out.

There were no further questions from the Board regarding the Grenfell Inquiry and Emeritus Professor ADH Cook re-joined the meeting.

11 Financial Update

The Head of Finance and Resources informed the Board that the external auditors would be attending the office the following week after which the audit report would be passed to the Audit and Risk Assurance Committee, before being presented to the Board for final approval.

The Head of Finance and Resources then went on to give a verbal update on the 2019 Year End and confirmed that there were no significant variances to report. It was noted that there was a slightly higher income during the retention fee campaign due to a higher intake of applicants being registered at the end of the year which was referenced in the paper.

There was nothing further to report on the 2020 management accounts.

The Board noted the paper.

12 Minutes

The Chair asked the Board to note the draft minutes of the Remuneration and Appointments Committee meeting which was held on 2 December 2019 and explained that these had yet to be approved by the Committee itself, as no follow up meetings had yet taken place. The Board noted the minutes.

The Chair also asked the Board to approve the draft minutes from the Audit and Risk Assurance Committee meeting held on 24 January 2020. No questions were raised and the Board noted the minutes.



13 Any Other Business

No other business was raised.

Derek Bray left the meeting at 12pm.

14 Dates of Future Board Meetings:

14 May 2020

19 June 2020 (development day)

10 July 2020

2 October 2020

20 November 2020 (development day)

3 December 2020