



Subject **Adjustments to ARB's General Rules – Board Decisions and Voting**
Purpose **For Decision**
From **Head of Qualifications & Governance**

If you have any enquiries on this paper, please contact Emma Matthews at emmam@arb.org.uk or on 020 7580 5861

1. Summary

To note the outcome of the six week consultation that took place in relation to proposed changes that the Board wishes to make to its General Rules in terms of its approach to voting when making decisions at its meetings. To approve the proposed changes to the General Rules in this area.

2. Recommendations

It is recommended that the Board:

- i) Notes the representations which were received as part of the six week consultation;
- ii) Approves the changes to the General Rules as outlined in **Annexes A and B**; and
- iii) Agrees that the changes to the Rules will become effective immediately.

3. Open Session

4. Contribution to the Board's Purpose and Objectives

The updating of the General Rules will expedite the work of the Board and will enable ARB to continue the delivery of its strategic aims and fulfil its requirements under the Architects Act 1997 (the Act).

5. Key Points

- i. Under Section 23(1) of the Act, the Board may make rules in order to carry out or facilitate the purposes of the Act. The Board has established a set of General Rules for this purpose.

The Act has previously been interpreted such that the Board makes its decisions, particularly those which have legal significance, by voting.

Schedule 1, Section 8 of the Act states that:

'8. In the event of a tie in any vote of the Board the chair shall have an additional casting vote.'

Schedule 1, Section 10 of the Act goes on to state that:

'10. The Board may make rules governing its meetings and procedure.'

It should also be noted that this interpretation established in the context of a partially elected Board.

Noting the above, the Board's General Rules therefore include the rules by which the Board will vote at its meetings. The Board also has guidance which supports the rules, identifying which decisions are legally significant and which do not require a decision in any formal or legal sense.

The current rules provide for a 'parliamentary' style procedure which includes the formal proposing and seconding of 'motions'. The newly constituted, and wholly appointed, Board has indicated that it would prefer to make decisions by consensus, where possible, in order to expedite its business. The Board's General Rules therefore require some adjustments to be made to them to facilitate this, particularly in relation to the sections of the Rules which relate to the Board's decision making processes.

- ii. The Board is asked to note that when it is establishing or updating its Rules, the Act requires that a revised draft of the General Rules is published to provide the opportunity for representations to be made. The Act does not specify the method of publication nor the length of time any proposed updates should remain available when published. The Board may therefore determine this in line with its [Code of Practice for Consultations](#).

The Board agreed at its meeting on 17 May 2019 to make the draft of the revised General Rules available on its website for a period of six weeks to allow interested parties to provide representations regarding the proposed adjustments. The details were made available on ARB's website on 24 May and the consultation period closed on 5 July 2019.

One response was received during this period. The response stated:

'I am supportive of the general trend of the proposed amendments.

However, I am concerned:

- i. that a minority or dissenting voice may not be adequately heard prior to consensus decision making; and*
- ii. that decisions could in some cases be made without the implications and consequences being made fully clear.*

I therefore suggest that any member of the Board may have a power of veto. This

would have effect so that as to require a formal proposal to be made, seconded and voted upon, generally in accordance with the current voting rules.

I see no objection to excessive or disproportionate use of the power of veto being treated as a matter which could lead to the removal of a member of the Board.

I also suggest that, as remove of a member of the Board could potentially have serious personal and/or professional consequences for the member concerned, no decision to remove a member of the Board shall be taken except by means of a formal vote as set out in the current regulations.'

In considering the representations outlined above, the Board is asked to note that it is each Board member's responsibility to adhere to the Principals of Public Life and to take responsibility for decisions collectively after having discussed and explored the relevant subject matter in appropriate levels of detail. If Board members are fulfilling their responsibilities appropriately and in line with the Principals, then all Board members' voices will be heard and the implications and consequences of decisions should have been fully explored and discussed before any decision is made. Discussions and decisions made by the Board are always minuted and draft minutes always require approval at subsequent meetings. The Board is also asked to note that the General Rules already clearly set out grounds upon which a Board member can be removed from their position as well as the process of removal of a Board member, which includes providing a Board member with the opportunity to provide representations before a final decision is made. The Rules also already state that a majority vote is required before a Board member is removed from their position.

Annex A sets out a tracked changes version of the proposed amendments to achieve this if it is Board's preferred approach to voting. **Annex B** is a clean copy of the proposed changes.

- iii. If the Board does decide to adjust its Rules in line with the Annexes, relevant adjustments will then also be made to the Board's voting guidance, i.e., re-clarifying which decisions are legally significant.

6. Resource implications

The changes will incur very few additional costs. Adjustments to the website version of the General Rules will need to be made. We no longer print hard copies of the General Rules and therefore no printed versions require adjustment.

7. Risk Implications

Rules made under a statutory power are a form of delegated legislation and have to be followed by the Board until the Board changes them by the required processes. It is therefore important that the changes to the General Rules continue to reflect the requirements of the Act but also enable the Board to undertake its business effectively and expeditiously. We have sought advice regarding the interrelationship between the Act and

the Board's Rules relating to making decisions and voting. The proposed approach to decision making and voting set out within the Annexes to this paper will ensure that the correct alignment between the Act and the Rules is maintained. Making the proposed changes to the Rules, in the appropriate way, i.e., publishing and consulting upon the proposed adjustments to the Rules before making changes to them, will enable to the Board to do this, whilst taking account of stakeholder views about the proposed changes.

8. Communication

The Board is making some minor adjustments to its General Rules in relation to the way in which it votes on the decisions it makes. The Board issued a draft of the revised General Rules for a period of six weeks to allow any interested parties to provide any representations they wish to make. Any representations will be taken into consideration by the Board at its meeting of 19 July 2019 before it makes any adjustments to the rules. Details of this opportunity were promoted through ARB's E-bulletin and social media channels following the Board meeting, and were made available via ARB's website.

9. Equality and Diversity Implications

We have looked at whether the changes have any equality and diversity implications and have not identified any.

10. Further Actions

If approved, the revised Rules will become effective immediately. We will update and publish the revised Rules on ARB's website following the Board's meeting on 19 July 2019.