

Version

- ☐ Internal Draft for Approval
- ☐ Chair's Draft for Approval
- ☐ Chair's Approved Draft
- ☒ Confirmed

BOARD MEETING: MINUTES

Minutes of Board Meeting held on Tuesday, 10 December 2024

Location: In Person: ARB Offices, 70 Gray's Inn Road, London, WC1X 8NH

Present

Alan Kershaw (Chair)
Mark Bottomley
Will Freeman
Professor Elena Marco
Dr Teri Okoro
Liz Male (Online)
Tom McDermott
Cindy Leslie
Samantha Peters
Adeyinka Adeladun (Boardroom Apprentice)

Apologies

Stephen McCusker

In attendance

Hugh Simpson (CEO & Registrar)
Emma Matthews (Director of Governance & International)
Simon Howard (Director of Standards)
Brian James (Director of Registration & Accreditation)
Rebecca Roberts-Hughes (Director of Policy & Communications)
Marc Stoner (Director of Resources)
Alice Pun (Governance Manager)
Mandy Kaur (Governance Officer, Minutes)
Charlotte Gellatly, Interim Head of Finance), Observer
Jodie James, (Executive Officer and Business Plan Co-Ordinator), Observer
Akua Boateng, (Creative Access), Observer

Private Meeting of the Board

The meeting started with a confidential meeting of the Board members.

The Chief Executive and Registrar had also been invited to join this part of the meeting.

Other ARB staff members joined once the private meeting of the Board had concluded.

Open Session

1. Apologies for absence

Stephen McCusker had provided his apologies for the whole meeting.

Akua Boateng, (Creative Access) was welcomed to the meeting. Ms. Boateng joined the meeting and observed the whole of the open session meeting, to gain insight into how the Board operated.

Charlotte Gellatly, Interim Head of Finance, was also welcomed to the meeting and was provided with the opportunity to introduce herself to the Board.

The Chair noted that Emeritus Professor Anthony Crook had recently and sadly passed away. Professor Crook had been a very valued member of the Board. With his wise counsel which came from his extensive experience of being so heavily involved in the construction and planning world, Professor Crook had been a conscientious Board member at all times. He had championed the work of ARB at numerous levels and across his other roles. In previous years, Professor Crook had been pivotal in handling a particularly challenging period of change at ARB and provided both support and guidance to the Chair during a testing time. Professor Crook's warmth would be dearly missed by all at ARB. A moment's silence was observed to remember Tony.

Members of staff joined the meeting for the relevant agenda items.

2. Members' Interests

All Board members had been asked to declare conflicts of interest in any of the agenda items prior to the meeting. The Register of Interests was noted.

Cindy Leslie and Teri Okoro declared an interest in Item 11 – Appointment of Existing Board Members as Temporary Board members, on the basis that the process would impact them both. It was agreed that, given that the item related to the approval of a process, rather than the appointments themselves, Ms. Leslie and Ms. Okoro would remain in the room, and should speak last, if they wished to contribute to the discussion.

Mark Bottomley declared an interest in Item 8 – Redesignation of the Senior Independent Board Member - on the basis that this related to his role on the Board as Senior Independent Board Member. It was agreed that Mr. Bottomley would need to leave the room for this item, given that he had a direct conflict with the proposal and recommendations for decision.

STANDING ITEMS

3. Update from the Chair

The Chair reported that he had completed the round of Board members' annual reviews for 2024, which were carried out under the revised process agreed in August 2024. An overview of the themes resulting from these meetings would be provided at the February 2025 Board meeting. The Human Resources/Governance team would be seeking feedback from Board members on the revised process, and this would be taken into consideration when preparing for the 2025 round.

The Chair's annual review would take place in early 2025, and appointment of the independent reviewer for the Chair of the Board was under way. Interviews for this appointment would take place during week commencing 16 December 2024.

The RIBA President, Muyiwa Oki, had extended an invite to the Chair to attend an RIBA Council meeting. The Chair was unable to attend the meeting, but the Chief Executive and Registrar and the Director of Policy and Communications would attend and present the ARB research findings on workplace culture in architecture.

4. Minutes

The Board unanimously approved the Open session minutes of the meeting held on 9 October 2024.

Report on Actions following the Previous Meetings

Board Members noted a report on actions resulting from the previous meetings.

5. Updates since the Board papers were issued

There were no matters to update on since the Board papers had been issued.

The Director of Registration and Accreditation provided an update on the collection of the retention fee. The direct debit process had now concluded, and around a third of the Register (approximately 13,000 people) had engaged with the new payment process and paid the retention fee. The process for payments had run smoothly, although fewer people had paid by direct debit compared to last year. One of the reasons for this was because all registrants would need to have declared their continuing professional development (CPD) before the payment could be drawn. The deferral rate for registrants to declare that they had completed their CPD, was around 4% this year, which was lower than expected.

58% of registrants had confirmed that they had recorded their CPD with ARB and 38% had recorded their CPD with RIBA. On the whole, there had been considerably fewer issues with the CRM this year, compared to last year, although there were some challenges with our third-party payments supplier and action was being taken for mitigation.

MATTERS FOR DECISION

6. Terms of Reference Review – People Committee and Accreditation Committee

The Director of Governance and International introduced a paper setting out the proposed adjustments to the Terms of Reference for both the People Committee and the Accreditation Committee.

A review of the committees' terms of reference had been undertaken over recent months to ensure that they remained effective, reflected current practice, and clearly articulated the role and responsibilities of each committee. As part of the review, the Chair of the Board, the Chairs of the People and Accreditation Committees and the Committee members had been provided with opportunities to share feedback and to make suggestions. Based on the discussions and feedback to date, some changes to both documents were proposed.

In relation to the People Committee's Terms of Reference, the adjustments had included a small number of additional responsibilities, one of which dealt with people-related risks at ARB.

The proposed changes also reflected feedback from the People Committee on where responsibility for the approval of the Board and Committee annual review process should sit. Following discussion, and noting lessons learned from the previous review of the annual review process, the Committee recommended that the Board allow the Committee to retain the delegation of responsibility for the process.

A detailed discussion took place around responsibility for approving the annual review process for Board and Committee members. The People Committee Chair set out the three main reasons for which the Committee felt that the responsibility should lie with the Committee, which were as follows:

1. The Committee had considered other external governance guidance and had taken advice from the Independent Committee member, who had encouraged the Committee to consider the UK Governance Code and consider performance and reward as the two were linked. Reward should be linked to good performance and poor performance should not be rewarded. The Committee had considered the UK Companies Act, and also the NCVO guidance including the report that was published for ARB in January 2024 which stated that the process should be overseen and orchestrated by the People Committee.
2. The Committee had considered the position from a governance perspective and noted that there needed to be a level of separation, quoting 'the Board could not mark its own homework'.
3. The Committee had considered and tested a range of different 'what if' scenarios and had found, from these scenarios, that to have a degree of separation was a sensible and pragmatic position to take.

The Committee had considered the performance process during the year as it was being revised, and the Board and the Committee had agreed on the changes made to early drafts in 2024. There remained scope for further development, and feedback would be taken from the Board/Committee members and taken into account for the 2025 annual review process. The communication around the way in which the decisions made at the Committee were not reflected fully in the papers originally brought to the Board, could have been better. However, this was due to tight deadlines between Committee and Board meetings.

The Board noted that the People Committee was a sub-Committee of the Board, made up predominantly of Board members. The Committee was therefore not wholly independent of the Board. Board members were of the view that it was appropriate for the People Committee to have the power to make recommendations on the annual review process, but that the final decision should sit with the Board, as the Board held ultimate responsibility for operating in the best interests of ARB.

The Board agreed that both perspectives were valid, but there was a need to settle on a process that was both robust and proportionate. The annual review process system would continue to be reviewed on a regular basis, being adapted and developed as needed. Board members observed that they would not wish any future approach to include any form of scoring system.

The Board agreed that the wording in *paragraph 2.4* of the Terms of Reference be amended to the following:

“Provide advice and make recommendations to the Board regarding the performance process for the Board and Committee members”

A query was raised in relation to the Accreditation Committee’s Terms of Reference about the Board’s remit to intervene when an institution continued to have additional conditions assigned to them over a considerable length of time. It was noted that the Board had delegated responsibility to the Accreditation Committee to make such decisions. It was included within the Terms of Reference that any important issues must be reported to the Board in a timely manner. However, given the delegations which had been made, the decision of the Accreditation Committee would be final.

A Board member sought clarification as to whether there was provision for the Board to request a report from the Accreditation Committee in the event there was an occasion where the Board felt uncomfortable about a particular decision. Clarification on this point would be provided following the meeting.

The review of the Audit and Risk Assurance Committee Terms of Reference would be taken forward once the outcomes of the financial governance review had been considered. It was likely that this would take place in early 2025.

The Board **unanimously agreed** to:

- i. approve the revised Terms of Reference for the Accreditation Committee and that these should become effective from 1 January 2025
- ii. approve the Terms of Reference for the People Committee subject to the agreed amendment being made to paragraph 2.4 of the Terms. The Terms of Reference should also become effective from 1 January 2025.

[Mr. M Bottomley left the room for the following item]

7. Re-designation of the Senior Independent Board Member

The Governance Manager explained that Mr. Bottomley would need to step down from the Board at the end of February 2026. It was recommended that the Board should discuss and agree to appoint, at its meeting in October 2025, a successor to take over from Mr Bottomley with effect from 1 March 2026. This would ensure that there was a clear succession plan in place, as well as a suitable handover period.

In line with the review of the Board and Committee members' annual review process, all Board member-related role profiles and specifications, including that of the Senior Independent Board Member, had been reviewed and updated in 2024.

Over the last two years, Mr. Bottomley had met regularly with staff and the Board, and there had been no concerns raised during this time.

The Board **unanimously agreed** that:

- i. Mark Bottomley should be re-designated as the Senior Independent Board Member (SIBM) until the end of his tenure as a Board Member, i.e., to 28 February 2026; and that
- ii. The Board should consider and appoint a replacement to take over from Mr. Bottomley in the role, i.e., with effect from 1 March 2026, at its meeting in October 2025. This would allow for a suitable handover period to take place before Mr. Bottomley stepped down from the Board and the end of his tenure.

[Mr. M Bottomley re-entered the room]

8. Business Plan 2025

The Chief Executive and Registrar reported a suggested addition to the paragraph relating to the transformation of systems following helpful feedback from a Board Member. The draft Business Plan should be updated to reflect work needed to enhance data reporting and analysis to the Board and Committees as part of the assurance framework.

There had been work ongoing on the Equality, Diversity and Inclusion (EDI) Strategy, following the recent Board Workshop. An updated version of the Strategy would be brought to the Board in February 2025. A question was raised about the reference to the senior leaders' taskforce. It was noted that this idea was proposed within the piece of work that had recently been carried out with Purpose Union. In terms of the development of the discrimination resource hub, this was an area that required further work. The idea was that those who required it, could be signposted to receive further support.

As referenced within the business plan, there could be considerable work around delivering the recommendations from the Grenfell Inquiry Report, particularly in the second part of 2025 depending on the Government's response and any further relevant legislation. There was a need to be reactive and agile based on the government's response. EDI would be included as a clear thread throughout this work.

The Board **unanimously agreed** to:

- i. To approve the proposed Business Plan for 2025.
- ii. To delegate to the Chief Executive and Registrar responsibility for making any necessary changes as a result of feedback from the Board.

9. Board and Committees Briefing and Development Plan 2025

The paper provided an overview of the briefing and development that the Board and its committees had undertaken during 2024. A proposed approach to briefing and development had also been set out within the paper, including how this could be taken forward, based on queries that Board and Committee members had raised to date. The proposals had been considered and were supported by the People Committee.

The Board had recently received a briefing on their responsibilities relating to cyber security. Board members fed back that it would be helpful if similar sessions on specific topics were run in future, for external training providers to be briefed on ARB's relevant systems and processes. The Board would also welcome details as to what ARB already had in place in relation to particular topics. This would support a more tailored approach, providing more context and valuable information to the Board and committee members.

A discussion was held around the recognition of prior learning, as there was a risk of this becoming burdensome for those who had completed similar training at external organisations. It was noted that the mandatory briefing sessions sourced by ARB were adequately quality assured for ARB's requirements. There would be considerable challenges in additionally quality assuring other external sessions undertaken by Board and committee members.

There was currently no standard benchmark in the UK around certain subject areas and different organisations had different views about the levels of briefing required. There was a need to ensure that all Board, committee members and associates had the same level of knowledge in a specific area. The People Committee strongly supported this approach.

Where individuals had undertaken multiple training sessions, they were encouraged to

share the prior learning with their Board and committee colleagues to ensure a richer understanding of that area.

The Board **agreed** with the proposed approach, detailed within the Board paper, to Board and Committee members' briefing and development, as well as the briefing and development plans for 2025.

10.Appointment of Existing Board Members as Temporary Board members

The paper set out proposed contingency plans, in the event that the reappointments of two of the existing Board members were not confirmed before the end of their current tenures. The paper set out the process and timelines that would need to be followed, should this be required.

The Governance Team were working with the Ministry of Housing, Communities and Local Government (MHCLG) and the Privy Council to support the reappointment process so far as possible. There had been a series of delays with Government, and there was a possibility that the reappointments may not be confirmed by the required date.

The Governance Team would keep the Board updated and would confirm as soon as it was known whether the precautionary route would be required.

The Board **unanimously agreed** that in the event that the relevant re-appointments were not completed before the expiry of two of the current Board members' tenures:

- i. A selection panel consisting of three Board Members (including the Board Chair) to identify candidates, should be formed;
 - ii. The selection panel should consist of Alan Kershaw (Chair), Liz Male (Lay Board Member, Chair of the People Committee) and Stephen McCusker (Architect Member, member of the People Committee);
 - iii. The Panel would consider the suitability of candidates for appointment;
 - iv. The Panel would then make its recommendations to the Board for discussion at its meeting on 11 February 2025; and
 - v. The final decision to make the temporary appointments would be carried out via write round on Monday, 3 March 2025 (the temporary appointments could only be made once the positions become vacant on 1 March 2025).
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ITEMS FOR NOTE

11. Update on Board and Committees Effectiveness Review 2023 Recommendations and Actions

The Governance Manager introduced a paper providing an update on the agreed recommendations and actions that had resulted from the externally facilitated Board and Committees Effectiveness Review Report 2023. The paper also included recommendations regarding the next set of actions and timelines that should be taken forward in 2025.

The 2023 review has been undertaken by an external company, and the 2024 review was facilitated by ARB. An external consultant had been appointed to support the development of the internal review questions, so that these could then be used year on year in future to track trends.

The Board noted the update on the recommendations and actions of the externally facilitated Board and Committees Effectiveness Review Report 2023, as well as the next set of actions that would be taken forward.

12. Chief Executive's Report

The Board noted a report from the Chief Executive and Registrar on matters relating to the running of the Board's business, including a summary of recent Workshop discussions.

Modernisation of Initial Education and Training

A query had been raised about the process undertaken by ARB on the withdrawal of accreditation, as a result of non-payment of the accreditation fee. The Chief Executive and Registrar advised that several steps and different escalation points were taken before reaching the point of removal of registration. The Director of Registration and Accreditation provided further feedback that a consistent process was taken with active communications with institutions over a period of months. Formal notification was provided ahead of the withdrawal, with a requirement for ongoing communication to students and the institution.

13. Any Other Business

There was no other business.

14. Dates of Future Board Meetings

The next meeting would take place on Tuesday, 11 February 2024.

The meeting would be held online.

The offsite Board Workshop/meeting would be held on 9 and 10 September 2025 in Glasgow. Further information with regards to the plan and activities on these dates would be provided in due course.