

## Minutes of Board Meeting held on 17 May 2019

Location	Present	In Attendance
8 Weymouth Street London W1W 5BU	Alison White (Chair) John Beckerleg Derek Bray Emeritus Professor ADH Crook (until 12.45pm) Will Freeman Suzanne McCarthy Stephen McCusker Liz Male Richard Parnaby	K Holmes (Registrar) E Matthews M Stoner S Howard R Jones K Howlett (Minutes)

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Note	Action
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### 1. Apologies for Absence

Apologies had been received from Mark Bottomley and Elena Marco. It was noted Tony Crook would leave the meeting at 12.45pm.

### 2. Members' Interests

It was agreed that there were no declarations relevant to the agenda items in the open session of the meeting.

### 3. Statement from the Chair

The Chair welcomed all to the meeting and highlighted the agenda had been structured to provide briefings in good time so the Board members had the information and time they needed to prepare ahead of key decisions.

The Chair remarked on the value of the pre-Board session held with the Ministry of Housing, Communities and Local Government (MHCLG), one of ARB's most important stakeholder relationships.

The Chair addressed a number of administrative matters beginning with the Board's expressed interest in moving away from the practice of voting in all decisions to a culture of consensus decision making. It was highlighted that the current approach to voting was set out in the General Rules and that a period of consultation would need to take place before any changes could be made. It was explained that, for the meeting ahead, the Chair would identify when a vote was required and that Richard Parnaby and Derek Bray would act as Proposer and Seconder as default unless any concerns arose during the course of the meeting. It was emphasised that it remained the case that the Board could hold a vote on any issue should it wish to.



The Chair confirmed the preferred future approach to dealing with minutes of Board meetings and the Board agenda. Going forward minutes would be reviewed and approved by the Chair before being uploaded to the Board portal. They would remain 'draft' until approved by the Board at the next available meeting. Any significant amendments should be raised during the meeting to enable the Board to effectively keep track of decisions and their rationale. It was clarified that minor matters, such as typos, could be dealt with outside of the meetings and the final version agreed at the subsequent meeting.

The Chair explained that, to provide clarity to the Board on what would be discussed, in future all Board papers would be uploaded to the Board portal seven days prior to the meeting and that no further changes to papers or the agenda would be made once issued. The Chair and Registrar would determine if something critical beyond this required inclusion and if so it would be tabled as part of the meeting.

The Chair set out initial aspirations to reform the structure and operation of the Prescription Committee in order to further streamline its activities. An approach would be presented at the first meeting of the Governance Working Group ahead of bringing recommendations to the Board in July. The Chair also highlighted plans to explore expanding the remit of the Remuneration Committee to include appointments. Initial direction had been given to the Executive and the MHCLG would be engaged on these matters. The Chair added that revised Terms of Reference for the Audit Committee were also in development in order to ensure decision making processes are as effective as possible.

The Chair drew the Board's attention to plans to review the purpose and governance of the Staff Benevolent Fund and report back to the Board with the findings in due course.

The Board congratulated the Chair on the progress made to date.

#### **4. Minutes of the open session meeting of 1 April 2019**

It was noted that the draft minutes provided to the Board featured two amendments, a proposed change to the minute on the format of Board papers on p4 and a small grammatical change at the end of p5.



**The Board approved the minutes of the meeting held on 1 April 2019.**

**Proposer: R Parnaby**

**Seconder: D Bray**

**The decision was unanimous.**

## **5. Matters Arising Report**

It was noted that the Governance Review should have included actions to review Committee minutes and how Committees interact with Board. It was confirmed this would be added to the Governance Review group's terms of reference.

The written matters arising report was noted by Board members.

## **6. Consultation on the General Rules**

Before it was introduced, the Chair confirmed with the Board that they had sufficient time to review the paper.

The paper was introduced by the Head of Qualifications & Governance who confirmed the paper asked the Board to consider amendments to the Board's General Rules and whether to agree to publish a revised version for consultation.

The following points were highlighted:

- The key changes were to section 5 (vote taking at Board meetings).
- The changes would effectively take away the need for a Proposer and Seconder.
- The Chair would determine if a vote was needed and the terms of the vote, and would have a casting vote.
- It is hoped the changes would result in a straight forward transition to a more effective and expedient approach.

Further explanation of 5ii (h) on p3 of Annex A was requested. It was clarified that Board members would be able to propose amendments to what was being voted on. A preference for operating by consensus was agreed. The Chair highlighted that decision by vote would be appropriate and remain possible in order to determine clarity where there are split views, and that it was critical the Board did not feel the



changes would override the Board's functions or ability to make properly informed decisions.

There was support for the paper, subject to the removal of an errant word ('the') within 5ii (k).

**The Board:**

**Agreed the proposed changes which should be made to the General Rules in connection with the Board's approach to voting at its meetings as set out in Annexes A and B;**

**Agreed to publish a revised draft of the General Rules, detailing the proposed changes, on ARB's website for a period of six weeks to allow any interested parties the opportunity of providing any representations they wish to make in relation to the changes; and**

**Noted that the details of any representations would be brought back to the Board for consideration at its meeting of 19 July 2019, when the Board would be asked to finalise a revised version of its Rules.**

**Proposer: R Parnaby**

**Secunder: D Bray**

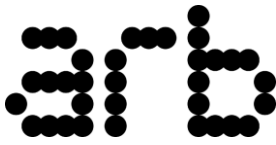
**The decision was unanimous.**

## **7. Operational Activities Report**

The paper was presented by the Registrar.

The following points were highlighted:

- ARB have received a formal letter from SCHOSA regarding the business as usual Procedures review which raised concerns about the current draft and requested the Board be made aware of the letter.
- RIBA were content with the current draft Criteria.
- The Chartered Trading Standards Institute Symposium was a one day event, outcomes would be reported to the Board in due course.



It was noted that a figure in item 9 on p5 should read 1,096 and not 1,090.

The content of the report was noted by the Board.

Professor Emeritus ADH Crook departed the meeting.

## **8. Report against the 2018 Business Plan**

The paper was introduced by the Head of Professional Standards who confirmed performance was reviewed against a RAG rating. It was also highlighted that the design of the Business Plan had since changed and this would be the last report the Board would receive in this format.

A Board member suggested more frequent engagement with the Business Plan in conjunction with the Risk Register might assist the Board in monitoring ARB's operations. Another Board member concurred with this suggestion. It was suggested the Board's engagement with the Business Plan and Risk Register be covered as part of the Governance review.

It was confirmed that this report related to the 2018 Business Plan and that the next report against the 2019 Business Plan should be presented at the next Board meeting in July.

It was clarified that some of items marked as incomplete or on hold in the Report on the 2018 Business Plan had since been progressed and that others remained on hold in light of Brexit.

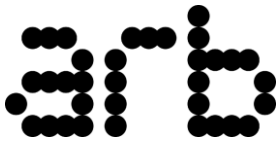
The Chair congratulated the Executive on accomplishing a tremendous amount of work in the context of unexpected work demands.

The content of the report was noted by the Board.

## **STANDING ITEMS FOR NOTE**

### **9. ARB's Finances 2019**

The paper was introduced by the Head of Finance and Resources who confirmed the accounts were on course as forecasted and there were no significant issues.



The following points were highlighted:

- The year-end forecast and budget figures in the second paragraph of 4.iii were in the wrong order, the forecast should read £4,643k against a £4,635 budget.
- Annex A showed an increase by £31k to the surplus, which had been budgeted for to bring reserves back up.
- £200k was set aside as contingency for project work in relation to the Hackitt Review, the UK's departure from the EU and Mutual Recognition Agreements.

The Chair asked for clarification on the process and stage within the financial year that had been reached. It was explained that ARB's financial year end is 31 December and that sign off of accounts was required by the end of June.

It was confirmed that the £8k overspend referenced in 4.iii was in one area of spend and that overall there was additional income and a surplus that would cover this at year end. If a significant overspend was ever predicted the Executive would bring this to the Board for consideration or to note if it was within the Registrar's delegated authority.

It was also confirmed that the paper and Annex were in the public domain, and that suggestions for the 2020 budget would be made in due course.

It was suggested that the:

- Board consider their approach to contingency funds
- presentation of the information to the Board be reviewed so that it was clear on what points the Executive would like the Board to engage

The content of the report was noted by the Board.

## **10. Minutes**

There were no minutes to note.

## **14. Any Other Business**

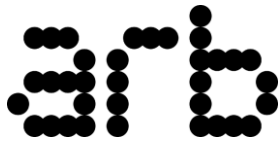
No other business was raised.

### **Dates of future meetings**

19 July 2019

29 July 2019

11 September 2019



Note

Action

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25 October 2019 (development session)

9 December 2019

27 January 2020

5 March 2020

14 May 2020

19 June 2020 (development session)

16 July 2020

2 October 2020

3 December 2020