

# Board Meeting

## Minutes of Board Meeting held on 19 October 2022

Location	Present	In Attendance
Video Conference	Alan Kershaw (Chair) Mark Bottomley Derek Bray Will Freeman Professor Elena Marco Dr Teri Okoro Cindy Leslie Liz Male Stephen McCusker	Hugh Simpson (CEO & Registrar) Emma Matthews Simon Howard Brian James Rebecca Roberts-Hughes Marc Stoner Hayley Tucker (Minutes) Mandy Kaur (Shadow Minutes) Catherine Canning (DLUHC) Amy Powell (DLUHC) Jodie James Alice Pun Rosie Fairfax (item 7) Rob Wilson (item 8)

### OPEN SESSION

#### 1. Apologies for Absence

The Chair welcomed Catherine Canning from the Department of Levelling Up, Housing and Communities (DLUHC). Ms Canning joined the meeting for a short period until her colleague Amy Powell joined for the remainder of the meeting.

The Chair welcomed Mandy Kaur, Governance Officer, to her first formal Board meeting. Other members of staff members would join the meeting at the relevant agenda items.

Apologies were received from Tony Crook. He had provided comments on the Board papers prior to the meeting and his comments would be addressed by the Executive on each relevant agenda item. Elena Marco joined the meeting during item 5. Teri Okoro joined the meeting during item 7.

#### 2. Members' Interests

The Chair confirmed that all Board members had an interest in agenda item 9, the Declarations and Conflicts of Interest policy.

### STANDING ITEMS:

### 3. Update from the Chair

The Chair was continuing to visit a range of Schools of Architecture. He had been to the University of Salford earlier this week and would be at the School in Aberdeen later in the week. Visits to Sheffield, Portsmouth and Brighton were scheduled for the CEO & Registrar. The aim of the visits was to educate people on ARB's role, to seek feedback on ARB reform proposals and identify possible champions who could help ARB communicate its work to wider audiences.

The Chair and CEO & Registrar continued to meet regularly with Simon Allford, President of the Royal Institute of British Architects (RIBA), and Jack Pringle, Chair of the RIBA Board. The Chair had been scheduled to meet with the incoming RIBA Chair, Muyiwa Oki, the following week but the meeting had had to be postponed. They were working on finding a new date.

The Executive was currently considering tenders to support the Board with a briefing on Equality, Diversity and Inclusion. While the final scope was to be decided, it was likely to include, amongst other things, an overview of the legislation and training on unconscious bias. This briefing session would form part of the November Board workshop.

The DLUHC were launching a scheme called the Boardroom Apprentice Programme. The programme would run next year and ARB would hear shortly if it had been successful in its application. The apprentice would attend Board workshops and meetings, have access to Board and committee papers, and there would be individual sessions with the Chair. The Director of Governance & International added that there would be an introductory day for host Boards in December 2022 and the programme would start formally from early January 2023 for a year.

### 4. Minutes

The Board approved the open session minutes of the meeting held on 20 July 2022.

### 5. Matters Arising Report

There were no matters arising.

*Elena Marco joined the meeting.*

## MATTERS FOR DECISION

### 6. Registrar's Delegation

The Director of Governance & International explained that, until recently, the Architects Act 1997 stated that there were specific functions which fell under the responsibility of the

Registrar and that must be carried out by the Registrar. These functions, in the past could not be delegated to another individual within the organisation. From 28 July 2022, new legislation had become effective enabling the Registrar to delegate these functions. Following the receipt of legal advice, the practical way to deal with this was to make changes to the Scheme of Delegation and, subject to the approval of the changes by the Board, the CEO & Registrar would then be in a position to start formally delegating to nominated individuals.

The Director of Governance & International explained that the Board needed to agree a date when the Scheme of Delegation would become effective. She suggested that the changes would become effective from the following day, 20 October 2022.

The next step would be to draft an internal operational guidance note and develop clear systems and processes to enable the CEO & Registrar to delegate some of the functions and to ensure that delegates were clear as to who would take decisions and in what circumstances the relevant decisions could be taken.

The Audit and Risk Assurance Committee had considered the proposed changes to the Scheme of Delegation at its meeting on 10 August 2022 and was broadly supportive of the proposed changes. A Board Member had also made some drafting suggestions ahead of the Board meeting and the Director of Governance & International confirmed that his points, which related to other areas of the Scheme of Delegation, would be picked up as part of a wider review of the Scheme, scheduled to take place later in the year.

The Chair of the Audit and Risk Assurance Committee commended the paper and explained there had been a thorough discussion at their August meeting. She had also discussed the Scheme with the CEO & Registrar following the Committee meeting to clarify some points and she was content with the position as set out in the Board paper. She added that the Scheme of Delegation was in place to deal with some situations that would hopefully never happen. The Executive who would be given the delegation would take the responsibility seriously.

Members noted that there was potential for the Scheme to be exploited and asked if there was guidance in place to cover this. The Director of Governance & International proposed that the CEO & Registrar would complete a standard template to record and confirm the delegation, the reasons for the delegation, how long it would be in place for and any other conditions which may apply. There would be clear reporting mechanisms around this. If the CEO & Registrar were uncontactable or incapacitated in any way, the Executive would seek to update him at the earliest opportunity.

The CEO & Registrar thanked the Chair of the Audit & Risk Assurance Committee for the scrutiny at the Committee meeting in August 2022. It was important that the Executive were empowered to make decisions within a clear framework. There would be a process in place to

delegate to the relevant Executive member, depending on the task. If there was a case of gross misconduct then there would be an Executive member in charge in his absence.

The Board approved:

- i. The proposed changes to the Scheme of Delegation, which included details setting out those individuals who could be delegated to and would enable the Registrar to delegate the relevant functions to those individuals as set out in Annexes A and B. These would be effective from 20 October 2022;
- ii. The proposed adjustment to the General Rules as set out in Annexe C be issued for consultation at the next available opportunity.

*Teri Okoro joined the meeting.*

## **7. Professional Indemnity Insurance Guidance**

*Rosie Fairfax, Policy Manager joined the meeting for this item.*

The Director of Standards reported that at the February 2022 Board meeting it had been agreed that ARB would consult on updated Professional indemnity insurance (PII) guidance. He stressed that ARB was not an insurance expert, and that the diversity of practice and risk meant that it was not appropriate for ARB to provide detailed requirements on what cover must be held.

Consultation responses to the proposed guidance were mixed. There was an acknowledgement that the new guidance better reflected the reality of the PI market, and so was an improvement on the existing guidance. It was positively received by professional bodies representing architects and insurers. It was however clear that the difficulties that architects were facing in securing adequate, affordable PII were significant, and that was having an impact on their ability to practise. Consultees felt that ARB's new guidance would have little impact on mitigating those difficulties, and that more leadership was required on behalf of the profession to develop solutions to the insurance crisis.

Prior to the meeting, one Board member had suggested a grammatical change to the wording in paragraph 5.3 of the Guidance. A Board Member had asked why the minimum level of indemnity would remain at £250,000 and not raised by building cost inflation since it was originally fixed. The Director of Standards confirmed there was no data, including feedback from respondents, to suggest that the minimum level should be changed. Members felt that any increase in minimum level of indemnity could seriously impact on smaller practices or sole practitioners.

The Chair reiterated that ARB had a limited role in this area and ARB could not within its remit, provide a full solution to the problem. Ms Canning noted there was a team in the DLUHC who were looking at insurance within the built environment and they would be interested in speaking to ARB about their consultation and findings.

One member referred to paragraph 2.7 of the guidance where it stated, 'Because of that ARB, acting through our Professional Conduct Committee, will view very seriously any failure by an architect in this regard'. She questioned the use of the wording '*will view very seriously*' when it was a fact that some practitioners were unable to secure PII. The Director of Standards was keen to retain the wording as it gave a message to architects that they had to have adequate and appropriate PII. He wanted to make sure architects had some level of insurance and they should not be carrying out the work if they were not insured. This point had not been raised in the consultation. The Chair proposed that the wording be left as drafted.

One Board member referred to paragraph 4.4 of the guidance 'It is not acceptable to carry out architectural work which is subject to a complete exclusion from insurance cover.' He disagreed with the drift of the discussion and felt ARB's approach was too strong. As a competent architect, he felt that he had a duty to act appropriately (in the case of public safety) even if he did not have adequate insurance cover to act. He knew fellow architects who could not get insurance cover for any claims related to fire, fire specification and any aspect associated with cladding.

Another Board member understood the argument but he felt the challenge today was for architects to identify areas where they could not secure insurance cover and to inform their clients about these issues so they could choose to take the risk or, alternatively, seek advice from professionals with expert knowledge in those areas and who did have cover. It was not possible to protect the public if these rules were relaxed.

Members acknowledged that it was a challenge for architects, but due to the tragic events at Grenfell Tower there was no option but to take this matter seriously and set the bar high to improve standards. Architects would need to find the right support to help them through the elements where they were not covered. The Director of Standards noted that some architects were leaving the Register due to insurance issues. Exclusions were becoming more nebulous and it was easier for architects to avoid some aspects of work.

In response to a query about who would be most impacted by this decision, and why, members felt the most affected would be smaller practices and sole practitioners as well as members of the public who would not have the knowledge to understand the insurance issues and hire an uninsured architect. ARB's job ultimately was to protect the interests of the public and not the architect. There was also the risk of reputational damage to the profession if architects were carrying out work where they were uninsured. It was important to do what

needed to be done to protect the public and educate architects so they were fully aware of the implications and could notify prospective clients at the start of the process.

The Chair acknowledged that ARB's work in this area was not complete. Once ARB published the consultation report and guidance, it needed to continue working with other partners and departments to try to find solutions. The Chair thanked the Director of Standards and the team for all their efforts and hard work on this important matter.

The Board noted the concerns raised during the discussion.

The Board agreed to publish the consultation report and approved the guidance at Annexe B.

#### **8. Proposed Procedures for UK Adaptation Assessment**

*Rob Wilson, International Manager joined the meeting for this item.*

The Director of Governance & International explained that, at its meeting on 20 July 2022, the Board had agreed to issue the draft UK Adaptation Assessment Procedures for a six-week consultation period. A range of feedback had been received in response to the consultation. There were several points which had been raised in the consultation responses that would be carefully monitored as part of the pilot that would be undertaken before the route was formally launched and there would be a review after the first six months of operation.

Prior to the meeting, a Board Member had queried the use of the word '*not*' in the first line of section 2.6.5 of the UK Adaptation Assessment Procedures. The aim was to ensure that the position was clear in situations when the CEO & Registrar received different, conflicting advice from the assessors and the independent assessors respectively; and also to ensure that where applicants were rejected by the CEO & Registrar in these situations, as indeed with any rejection, reasons should be given in writing. The Board Member also noted that a linked amendment would need to be made to Appendix 1.1 of the Procedures.

In light of these points, some proposed wording had been developed. In order to expedite the change, it was proposed that the wording could be shared with the CEO & Registrar, who could be given delegated authority to approve the final drafting in these areas. The Board agreed that it would delegate the authority to make the relevant changes to the CEO & Registrar.

Another member referred to Annexe B, 2.2.2c requiring 'Applicants whose first language is not English are required to submit a valid International English Language Testing System (IELTS) certificate with no band score below 7.0 with their application for examination'. She

asked the Board to be mindful of the implication of decisions such as this on diversity and inclusion. It was important from an international perspective to try to give more flexibility to candidates to help diversify the profession. She accepted the IELTS score of 7.0 as those coming through the process would be professional architects. The International Manager added that if an applicant was a bilingual English speaker they would not normally be required to provide an IELTS certificate if they declared this upon application.

The Board:

- i. Noted the outcomes of the consultation and the responses of the Executive, and agreed that the outcome document (Annexe A) should be published on the ARB website; and
- ii. Subject to the drafting amendments which had been delegated to the CEO & Registrar for sign off, agreed the UK Adaptation Assessment Procedures (Annexe B), which would form part of the new international routes for registration.

## 9. Declarations and Conflicts of Interest Policy

*Aimee Powell, DLUHC, joined the meeting at this stage. Catherine Canning, DLUHC, left the meeting.*

The Chair noted that all members had declared an interest in this item.

The Governance Manager explained that, at its meeting of 20 July 2022, the Board noted that the current Declarations and Conflicts of Interest Policy was due to be reviewed and updated, and agreed a set of overarching principles and an approach to underpin the development of an updated policy. Subject to the Board's approval of the updated policy, it was recommended that it become effective immediately.

The Director of Governance & International noted that a Board Member had raised a point in Annexe A, paragraph 3.3 'These interests must also be declared for interdependent relatives...' and suggested the word '*interdependent*' should be changed to '*dependent*'.

A member noted the policy was to deal with matters relating to bias and the perception of bias. She referred to the table in Annexe A, paragraph 3.2 under personal and social relationships and suggested the policy also include '*indirect non-financial interest*'.

Another member referred to the table in Annexe A, paragraph 3.2 under full and part time employment as a consultant and asked if ad hoc work had to be declared on every occasion. The Governance Manager suggested that for ad hoc work, members declared their interest in the Register of Interests and, depending on the agenda items, any conflicts would be handled



on a meeting-by-meeting basis. The Chair asked that ARB be notified if members were speaking at an external event or had expressed any strong views.

Under Annexe A, paragraph 1.2, 'Board Members and all Independent Non-Executives undertaking activities for ARB are asked to provide information...', the Chair asked that the wording be changed from '*are asked to*' to '*required*' or '*must*'. Under 1.3, the word '*is*' was missing in the first sentence. He also asked that any '*For e.g.,*' be changed to '*For example*'.

The Board approved the updated Declarations and Conflicts of Interest Policy as set out within Annexe A and agreed that it should become effective immediately.

#### 10. Prescription Committee Terms of Reference and Membership

The paper proposed amendments to the Prescription Committee Terms of Reference to ensure suitable governance and management of prescription items was in place over the next six to twelve months while the new Accreditation Committee was established. Details about the set up and establishment of the Accreditation Committee would come to the Board in December 2022.

Members asked for assurance that ARB was permitted to use the word '*accreditation*'. The CEO & Registrar confirmed that whilst the Act referred to '*prescription*', ARB could use the word '*accreditation*' and there had been a conscious move away from the use of '*prescription*'.

One member referred to section six of the cover paper where it stated that there were 'no equality or diversity implications relating to this change'. She felt that this meant the thinking behind the proposals had not paid sufficient attention to inclusivity. The Chair confirmed that equality and diversity would be given prominence when making appointments to the new Accreditation Committee.

Members thanked Tony Crook for stepping in as temporary Chair of the Prescription Committee from 3 November 2022 and thanked the Accreditation Team for finding an intermediate solution.

The Board:

- i. Reviewed and approved Terms of Reference for the Prescription Committee set out in Annexe A for use from 3 November 2022 until it disbanded this Committee in 2023;
- ii. Agreed the temporary appointment of Professor ADH Crook as Chair during this period;



- iii. Agreed that Stephen Brookhouse be co-opted onto the Prescription Committee on the basis of his expertise from both architectural and higher education quality assurance and delivery areas, to supplement the Committee's membership during the transitional phase; and
- iv. Agreed to carry the lay member vacancy that would arise as a result of the departure of Alison Edridge.

## MATTERS FOR NOTE

### 11. Performance Monitoring Report

The CEO & Registrar provided the Board with an overview of ARB's operational performance and noted that in the final quarter of this year there had been a 20% increase in the number of complaints about registrants logged than at this time in the past two years. At the moment this was manageable, but the Executive would need to keep this under review. The large Professional Conduct Committee caseload was also causing unavoidable delays, within ARB's current capacity plan, in listing and concluding cases.

He flagged that there was a successful implementation of key people-focused initiatives across ARB and the new induction process was up and running. Year on year sickness absence figures had dropped significantly and there was a marked drop in staff turnover. ARB staff turnover was now 9.9% compared to the previous few years where it had been consistently between 22% and 26%. These figures indicated that the shift to the new performance management scheme and the new holistic approach to pay and awards were beginning to provide positive results.

Members asked if there was a particular reason or theme for the increase in complaints. The Director of Standards noted that there had been an upward trend in complaints over the last five years but there were no particular trends in themes, although the complexity of complaints had increased.

Members referred to the communications policy evaluation and were assured by the number of responses to consultations and surveys. They would like to see more data on website and social media engagement. The ARB E-bulletin was now achieving a high percentage of open rates which was an excellent outcome. They would like to see more data on the annual report and learn lessons for the next annual report. The overall evaluation on communications was a measured shift in levels of awareness and understanding.

In response to a question about the timing for the stakeholder perception survey, the Director of Policy & Communications did not feel that this was the appropriate time to carry out the survey but it would be revisited at the right time. She confirmed that they were using the

budget set aside this year for the survey on some work on the Code of Conduct and professionalism as discussed at the November Board workshop.

Members asked if there was any data on how ARB was viewed as an employer both internally and externally. The CEO & Registrar explained that staff had been consulted during the creation of the new ARB values and behaviours. The external facilitator had involved staff in a series of workshops and surveys. Feedback had been very good but there were areas for development. Ways to gain an understanding of external perception would need to be explored. The Director of Resources added that ARB received candidate feedback from recruitment agencies and there were exit interviews if a contract was coming to an end. The staff feedback generally remained positive.

The Chair reiterated that he was receiving positive feedback regularly from partners and stakeholders about the changes that ARB were making.

Members asked about spikes in registration applications. The Director of Registration & Accreditation explained that the number of applications each year followed a similar pattern. More than half of registrations occurred during October to December when students had just qualified. His team had just started on the busiest period for processing applications but they had planned well for it.

Members queried the large amount shown in the management accounts for printing and records. The Director of Resources explained that the majority of the cost was around the printing and postage costs for the annual retention fee and follow up letters as well as printing hard copies for some PCC cases. The records element covered the off-site storage costs. He was confident these costs would be reduced once the IT transformation programme was completed.

The Board noted:

- i. The Performance Monitoring Data; and
- ii. The Management Accounts and forecast year end outturn for 2022.

## **12. Update on Review of Committee Terms of Reference and Membership**

The Director of Governance & International updated members on the processes that would be undertaken to review the Committee Terms of Reference and Membership this autumn.

Members were pleased to see the Terms of Reference were being reviewed and felt it was a good opportunity to introduce new members and fresh thinking.

The Chair asked Board members to think about their contribution to the committees and the Board and he wanted to use the forthcoming skills audit and annual review meetings to discuss this further. He was pleased to report that two interviews had taken place earlier in the week for the Lay Board member vacancy and there were a further two interviews the following week.

The Board noted the proposed plans for the review of the Committee Terms of Reference and Membership.

### **13. Prescribed Examinations Annual Report**

The Director of Registration and Accreditation explained that the report was an update position on the Prescribed Examinations held from January to end September 2022. More examinations had been booked up until the end of November 2022, and this would mean that more examinations would be taking place during 2022 in comparison to previous years.

The Prescribed Examination would be changed to adopt any of the outcomes of the Initial Education and Training (IET) work.

The outcomes of the UK Adaptation Assessment pilot and the subsequent review of the Assessment process following its first six months of operation would also be fed into a review of both the Examination and the Assessment processes. It was expected that new processes would be developed by 2024. They were looking internationally at pass rates but it was clear that they were variable depending on the type of activity.

The Board noted the paper.

### **14. Chief Executive's Report**

The Board noted the report from the CEO & Registrar on matters relating to the running of the Board's business.

### **15. Any Other Business**

There was no other business.

### **16. Dates of Future Board Meetings**

The Chair confirmed that future Board and Committee dates for 2023 had been set. The Board and Committee meetings would be online and Board workshops would be in person. This may change on occasion and members would be given appropriate notice.