

## WEB Minutes for the 73<sup>rd</sup> meeting of the Board of Trustees

Monday 28 June 2021 at 1330

A virtual Meeting via WebEx

### Board Meeting 5 - Year End Finance and Handover

#### Present:

CHAIR JF	Jane Findlay President	AW	Adam White Immediate Past President	CG	Carolin Göhler Vice President
KB	Keren Jones HonSec	NW	Niall Williams Non Chartered Trustee	CH	Chris House Education & Membership Chair
KB	Kate Bailey Policy & Communications Chair	MvG	Marc van Grieken Technical Chair	JC	Jane Clarke Independent Trustee
MN	Marc Norden Independent Trustee	JS	Jim Smyllie Independent Trustee	WY	Wei Yang (from item 5) Independent Trustee
<b>In Attendance:</b>					
NF	Noel Farrer (from item 7) Incoming Vice President as observer	MH	Mat Haslam (from item 7) Incoming HonTreasurer as observer	BM	Brodie McAllister (from item 7) Incoming President Elect as observer
JaS	Jane Swift CEO	DL	Donna Lawrence Head of Finance	AM	Andy Morris Commercial Director
YM	Yvonne Matthews EA to CEO & Leadership Team	GO	Gideon Opaluwa Head of Professional Regulations	LS	Laura Schofield (item 11) Membership Development Manager
EW	Emma Wood Governance & Regulation Manager				

#### 1. Confidential Closed session

#### 2. Declarations of Interest

There were none

#### 3. Minutes of the Board meeting 16 March 2021

For:	11	Against:	0	Abstain:	0
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**DECISION:** 1 To approve the Minutes of the Board meeting 16 March 2021

#### 4. Year End and FRC

##### 4.1 Year-End Accounts, External Audit and Risk

Jane Swift (JaS) spoke to the paper and confirmed the external audit has been booked with Sayer Vincent for 24 September but as we expect to be ready for audit in August if the auditors have any availability the audit may be brought forwards. The final year end accounts will be presented to the 2021 AGM in December

##### 4.2 Internal Audit Report

JaS confirmed that the recent internal audit report identifies weakness in control and highlights a number of high priority actions. We are currently formulating a management response and some of the

recommendations are already in progress. Finance & Risk Committee (FRC) to monitor progress against the recommendations

**COMMENTS:**

- i. Review of job/role descriptions needs to clarify trustee oversight role of finance processes
- ii. Perhaps consider an annual review of finance responsibility
- iii. FRC could have oversight of a plan to address all the audit issues - Monitoring of internal controls should normally have come under the external auditors and these issues should have been identified previously. Board have the option of an annual focussed internal audit to ensure this doesn't reoccur. The new Head of Finance Donna Lawrence has an audit background and is undertaking a pre audit of all transactions over the last 12 months as an additional assurance

**ACTION:** 1 JaS to draft plan for internal audit process for next 3 years. To be considered at September Board

### 4.3 Updated Business Plan

Board AGREED the recommendation to approve the short version of the updated Business Plan to move to the design stage. JaS to look at reflecting the NCVO recommended framework for future reports

For:	12	Against:	0	Abstain:	0
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**DECISION:** 2 The short version of the updated Business Plan 2021-22 to move to the design stage

**ACTION:** 2 To look at reflecting the NCVO recommended framework for future plans/reports

### 4.4 Financial Policies

FRC recommended both policies to Board:

- i. Financial Delegation Authority Policy
- ii. Procurement Policy

Board approved both policies and agreed that they be reviewed in six months' time

For:	12	Against:	0	Abstain:	0
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**DECISION:** 3 To approve the Financial Delegation Authority Policy and the Procurement Policy.

**ACTION:** 3 To review the Financial Delegation Authority Policy and the Procurement Policy December 2021

- iii. Reserves Policy

The Reserves Policy was presented to FRC on 14 June 2021 and they recommend this policy to Board for approval. Board AGREED

For:	12	Against:	0	Abstain:	0
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**DECISION:** 4 To approve the Reserves Policy

## 5. LI Election 2021

### 5.1 Election Update

Board noted the paper and supported the creation of a joint Elections Working Group with Advisory Council to review the regulations, rules and processes related to LI elections taking into account feedback from the 2021 election and the independent review working groups.

Membership: Chair Keren Jones, Lay Member Jane Clarke, 2 Council members (to be nominated by AdCo) and from the staff team the Head of Professional Regulations and the Governance & Regulation Manager

Board also noted that a procurement process for the LI electoral services provider is to be initiated with the intention that the provider will be confirmed for an initial period of 5 years from 2022

**DECISION:** 5 To approve the creation of a joint Elections Working Group with Advisory Council to review the regulations, rules and processes related to LI elections taking into account feedback from the 2021 election and the independent review working groups

## **6. Governance Matters**

### **6.1 Inter Meeting Voting Record**

The paper was noted

### **6.2 Digital Approach to General Meetings and other activities**

Board considered the paper and AGREED to support the 2 stage approach for the update of the By-Laws and Regulations to fully address digital meetings

**DECISION:** 6 To support the 2 stage approach for the update of the By-Laws and Regulations to fully address digital meetings:

Stage 1:

- a. the simple mark up of Regulations 8.2 and 8.6
- b. that the proposed draft Regulations 8.2 and 8.6 go to Advisory Council for comment at the November strategy sessions

Stage 2:

- a. To consider the more extensive redrafts at the September Board and agree in principle
- b. If agreed in principle the redrafts to be batched together with any other additional proposed governing document amendments ready to go to a single AGM (or EGM as appropriate)

### **6.3 Honorary Officer Roles Update**

KJ spoke to the paper noting that there has been ambiguity on the detailed roles of the elected officers, how the various roles overlap and how the officers support each other, what is expected of them and what authority has been delegated, or assigned, to them. The paper includes a scheme of delegations, roles and responsibilities and reflects the governing documents, job descriptions etc

The Board considered and approved the proposed plan and priorities for the Hon Officers for the Business year 2021-22 - any capacity issues to be considered with Board approval of specific tasks that are agreed to progress.

COMMENTS:

- i. Really helpful document
- ii. Finance and business development row doesn't show the responsibilities – This is a formatting issue and will be made clear
- iii. There is no overall lead highlighted for Finance and Business Development
- iv. Highlights the heavy load on officers
- v. These tasks are many and various and need to be shared with other trustees
- vi. Helpful to make clear what the benefits are to trustees, trustee training and support
- vii. Under responsibilities change abbreviation FA6 iii
- viii. More clarity needed around investments, carbon zero
- ix. We should make use of e-learning opportunities and via LI Campus

The incoming President Elect Brodie McAllister, Vice President Noel Farrer and HonTreasurer Mat Haslam joined the meeting from this point as observers

JF welcomed the newly elected trustees as observers to the meeting and congratulated Keren who continues as HonSec

## **7. Regulations**

Head of Professional Regulations Gideon Opaluwa (GO) spoke to the paper and confirmed that these final draft policy documents reflected previous Board feedback

### **7.1 Conflict of Interest Policy**

Board approved the policy and requested developing proportionality for process for smaller work groups to implement the policy in the future

**DECISION:** 7 To approve the Conflict of Interest Policy

### **7.2 Whistleblowing Policy**

**DECISIONS:** 8 To approve the Whistleblowing Policy

9 To approve the delegation of responsibility for signing off the staff Whistleblowing Policy to the CEO

10 To appoint Jane Clark as lead trustee for Whistleblowing

### **7.3 Trustee Code of Conduct**

**DECISION:** 11 To approve the Trustee Code of Conduct

### **7.4 President's Declaration**

**DECISION:** 12 To approve the President's Declaration

### **7.5 Vexatious Complaints Policy**

**DECISION:** 13 To approve the Vexatious Complaints Policy

Board recorded their thanks to GO, KJ and JC for all their work in developing all these documents and noted the importance of not overloading the team going forwards

## **8. President's Report**

JF gave a presentation updating on recent activity. Highlights included:

- i. Landscape for 2030 paper
- ii. Video message for students - to congratulate those graduating and to welcome the new. Hoping to make an annual event
- iii. Building relationships, working to improve collaboration with other professional bodies
- iv. Collaboration with members (Registered Practices, branches, groups)
- v. CEO recruitment

JF gave a 'Huge thank you and goodbye' to Adam, Carolin and Niall as they depart the Board

## **9. Independent Review Implementation Steering Group Progress Report**

JaS spoke to the paper giving a brief introduction to the IndRev and an update on the steering Group and 5 working groups

Board noted that the end of phase 1 has moved to end July 2021 and next steps before considering whether the Standing Committees need to play an active role in making recommendations to Board as part of this review or whether the IRISG should report directly to Board without taking recommendations to Standing Committees first

Board AGREED Steering Group to report direct to Board.

Board AGREED to dissolve the JWG with any further work being addressed as part of the Independent Review

**DECISIONS:** 14 The IRISG to report direct to Board

15 To dissolve JWG with any further work being addressed as part of the Independent Review

## **10. CEO Report**

### **10.1 Staff restructure**

Jas confirmed that when Amina Waters resigned the decision not to recruit a replacement COO led to a staff restructure. As part of phase 2 of the project we will undertake a review of job titles, job descriptions, undertake benchmarking by end August and implement a new grade and pay structure

### **10.2 P2C update**

Due to a range of issues there was a significantly larger waiting list than usual for the May exams. Whilst we managed to reduce the exam waiting list from 29 to 9 a formal complaint was made regarding the management of the May exams. This has now been investigated and a communications plan is in place to ensure all P2C students are fully updated on whats happening. The communications will be shared with Board so all are aware of what messages are going out around this issue

### **10.3 C-19 related issues**

Recent communications have gone out to all members confirming that the decision not to hold any in person events during the 2021-22 financial year remains and will be reviewed in September. We have appointed consultants Ellis Whittam as our health and safety experts and they will provide H&S related guidance when in person activity resumes

## **11. Confidential item**

## **12. Any Other Business**

i. Papers for Information – all were noted

## **13. Close**

There being no other business the meeting closed at 1728