

Future Directions

February 2018 Update

Members will have been concerned by articles in the press and may be aware that 'A New Chapter' has published its views on RIAS and its future direction. RIAS has been silent on these matters until now as the staff and Council Members have been working hard to put in place mechanisms to ensure that governance issues and wider concerns are addressed, while at the same time ensuring the core business and Membership obligations of the RIAS continue. Below we provide background on work to date.

BACKGROUND

Strategy and Vision- In February 2017 work commenced on the review of the RIAS Five Year Strategy 2017-22. The then President Elect, Stewart Henderson and a number of other Members were interviewed initially. They highlighted that a review of governance should be a key priority. The first draft of the strategy was reported to RIAS Council in June 2017 and was subsequently considered by the Chapters and then the wider Membership during the consultation period, with an update of key themes and priorities for action reported to RIAS Council in December 2017. Governance was identified as a key priority.

A Mandate for a Governance Review- The President moved to set up a Governance Review Group in June 2017 to take forward the review of RIAS governance and undertook to prepare a health check of the constitution and policies that govern the RIAS. Turcan Connell, the leading charity lawyers, confirmed their support for the review in a letter to the RIAS and offered to assist. The Review Group consisted of Past Presidents who were able to provide details about the operation of the RIAS. The work of the group was assisted by the secretariat. Karen Anderson who, based on experience at

Architecture and Design Scotland, was asked to provide the Group with specific support and advice on governance documents in place and required. An initial report of findings in this regard and new policies was presented to RIAS Council in September 2017. The Governance Review Group met formally on the 4th June 2017 and then 15 times up until December 2017.

Independent Inquiries and Investigation of Historical Issues- In May 2017, correspondence received from Kerr Robertson FRIAS (Trustee) raised concerns about the running of the secretariat by the Secretary and Treasurer. The RIAS Legal Adviser, Peter Anderson Hon FRIAS along with the RIAS secretariat staff were consulted. Some points were raised by staff, and to establish the facts, on the Legal Adviser's suggestions, the President, in agreement with the Governance Review Group, determined that an independent investigation was required and agreed to instruct Grant Thornton (forensic investigation specialists) to undertake a forensic investigation into the RIAS accounts since 2010. It also became apparent that RIAS would need to have the advice of employment law specialists to consider the implications of issues apparently affecting the Secretary and Treasurer. A specialist employment partner of Brodies, Solicitors, Edinburgh was appointed to consider the findings of the Grant Thornton report and provide employment related advice and recommendations to the Trustees of the RIAS.

The RIAS Council held a Special Meeting on 22nd November 2017 at which they were presented with the recommendations whereby the Incorporation agreed to the resignation of the Secretary and Treasurer and to a Settlement Agreement. The Council nominated Brodies to act along with the RIAS Hon. Legal Adviser, Peter Anderson on their behalf to agree the terms and arrangements for the Secretary and Treasurer's departure. As a result of these terms, both the Grant Thornton Forensic Report and the Settlement Agreement agreed with the

Secretary and Treasurer were legally protected and subject to a non-disclosure agreement. Confirmation of the agreed Settlement Agreement was reported to RIAS Council at its meeting in December 2017.

At the June Council Kerr Robertson raised queries regarding the validity of the Accounts as submitted to OSCR. Advice from Springfords, the RIAS Auditors, and Grant Thornton have confirmed the validity of the RIAS accounts. Council has approved them retrospectively, and took the recommendation to revise the procedure for approving the accounts at December Council.

OSCR and Police Inquiries- Prior to the conclusions of RIAS Council, Kerr Robertson raised concerns with OSCR, the charities regulator, and with others outside Council. OSCR subsequently requested details about the accounts, constitution and operating practices of the RIAS, under their Inquiry Policy procedures in order that they may determine if an investigation is required. The Council asked specialist charity law solicitors, Turcan Connell, to prepare the response on their behalf, which was sent to OSCR on the 12th January 2018 with supporting reports and details including the Grant Thornton forensic report which although confidential, can and is expressly made available where there is a requirement of law to do so. The Incorporation has received notification of receipt of the submission, and the offer the RIAS has made to assist with any further information that OSCR may require. The RIAS has not received notification of an investigation.

Following a complaint to Police Scotland by Kerr Robertson, the RIAS was advised in December 2017 that Grant Thornton was asked for a copy of their Forensic Report by Police Scotland and that was made available. No direct communication has been made with the RIAS by the Police.

Future Operations, Conduct and Governance- These events

and findings have established that the RIAS requires to consider its future Governance in its widest sense. We had a successful celebration of the Incorporation's 100th year anniversary in 2016, but now we need to reflect, learn, look ahead and use 2018 to put in place change and improvements to ensure RIAS is best-placed to serve the profession into the future.

UPDATE ON PROGRESS

Since December 2017 the following has happened:

A Finance and Audit Committee is being constituted and its remit developed. Proposed members of this Committee are, Martin McKay FRIAS RIBA (Chair), Jocelyn Cunliffe FRIAS RIBA, Jude Barber RIAS RIBA, Gordon Gibb FRIAS RIBA, and Donald Canavan FRIAS RIBA.

A Governance Committee has been identified and its remit developed. Proposed members of this Group are Karen Anderson FRIAS RIBA (Chair), Richard Atkins FRIAS RIBA, Allan Murray FRIAS, Kerr Robertson FRIAS RIBA and Stephen Miles RIAS RIBA.

A Strategy Working Group is proposed. Following discussions with some Chapter representatives it is proposed that a key sub-group is set up to consider strategy and communications. The Strategy Working Group will have representation from each Chapter and will assist with the review and consult with the Membership on the new strategy and communications priorities.

Proposed Consultation and Reporting

The Governance and Strategy consultation process is intended to be wide-ranging and inclusive; carried out in a way that engages all those who care for and want to see the Incorporation grow and be stronger. A key aspect of the work will be learning from past issues, considering other

organisations and best practice, and enlisting the support and skill of the profession's greatest assets- our Membership of all ages and categories, with their diverse experience and views. The views of younger Members, as they are the future, are particularly important.

The Committees consist of volunteers from the wider Membership and Council and bring relevant experience of Charity/Board/Practice working. A core requirement will be to work transparently and with a positive attitude to the task going forward.

The Committees will present recommendations and report to RIAS Council. The Governance Committee's work will be supported by others (Members and non-Members as required) with specialist experience and will report in the first instance to Chapters who will liaise with Members to provide feedback on proposals. These will form a key part of the final reports and recommendations presented to Council. To be clear all Members will be able to access all reports.

Timescales

The Committees and working group will remain in place whilst review and change is on-going. The time required to undertake the reviews is anticipated as being at least 9 months -1 year, but flexibility is required.

GOVERNANCE/ FINANCE AND AUDIT COMMITTEES

Committees- Key Tasks

The specific remits of each Committee will be developed by them and will be published following agreement by Council. In summary they will together:

- **Put in Place Best Practice Policies-** Initial work by the Governance Review Group identified policy and guidance gaps. New policies require to be agreed and put in place.

- **Consider Constitutional Change and Organisational Structure-** To best ensure support for the Membership; improve the work of the Incorporation; help it carry out its responsibilities; communicate best with Members and respond to the rapidly changing demands on, and opportunities for, our profession.

- **Senior Staff/ Chief Executive Role-** Consider the future needs of the RIAS for senior/executive staff and develop roles and responsibilities that best fit changing organisational needs will be explored and agreed.

- **Finance and Audit procedures-** To ensure that all finance and audit procedures are updated and ensure that mechanisms are put in place to closely monitor financial responsibilities.

Future Strategy and Communications

The Chapters will lead and build on developing last year's work on Strategy to identify Membership priorities, obtain the views of stakeholders and agree organisational values. We are particularly grateful for the contribution members have made to date by attending workshops and responding on the Strategy.

Member contributions and good communication will be at the heart of all this work and it is hoped that we can learn and benefit from the web based platforms like *Basecamp* that Members are already using, and build on the workshop-working carried out by others. In this way we will explore and pilot how RIAS can imbed better Member and public outreach and communication in all its work.

In the future, subject to the governance review, it is likely that communications and strategy will be taken forward by separate committees or sub-committees.

Ends.

The Royal Incorporation of Architects in Scotland
15 Rutland Square
EDINBURGH
EH1 2BE

Tel: +44 (0) 131 229 7545

Fax: +44 (0) 131 228 2188

Email: communications@rias.org.uk

Web: www.rias.org.uk

Charity No: SC 002753

Reg No: RC 000483