

**Summary Note of Council Meeting held on 27 March 2020
(by telephone)**

NB Some matters have not been included for reasons of confidentiality

Present	President McKeon	Dame Lin Homer
	Deputy President Burnet	Alan Horn
	Vice President Drysdale	Mark Hoskyns-Abraham
	Sobhan Afzal	Indy Hothi
	Rimla Akhtar	Philip Johnson
	Eleanor Bentley	Suzy Kerton
	Clive Bellingham	Colin McClatchie
	Stephanie Bruce	Peter Mitchell
	Alison Cornwell	Laura Morrison
	Colin Crosby	Catriona Paisey
	David	Bruce Pritchard
	Cruickshank	Jim Robertson
	Bernard Dunn	Ana Stewart
	Annie Graham	Derek Treanor
	Robert Grome	Lord Wallace
	Jason Harvie	
In Attendance	Bruce Cartwright (CEO)	Michelle Mullen
	Mark Allison	Sarah Speirs
	Lesley Glen	Carolyn Spencer
	Frances Horsburgh	
	Vicky Walker	
	Martin Gill, Auditor	

1. BACKGROUND

This meeting was the first Council meeting of 2020. This meeting of Council was held by telephone due to the emergency legislation that was implemented by the UK and Scottish governments to delay the spread of the coronavirus (COVID-19). There were no declarations of interest.

2. PRESIDENT'S REPORT

The President presented a short update on his recent ICAS-related activities.

3. CHIEF EXECUTIVE'S REPORT & STRATEGY UPDATE

The CEO summarised the actions that had been taken in response to instructions from the UK and Scottish governments to safeguard members, students, stakeholders and staff against the spread of COVID-19. He reported that CA House had been closed to all except for the Facilities Team who continued to carry out daily routine maintenance checks on a rota basis. All other staff were working from home and since home-working was fully operational, attention was focused on offering support to firms and members. Several initiatives such as webinars, and fora for groups such as CEOs, were being considered. Members of Council raised a number of queries and wer

3.1 UPDATE FROM DIRECTOR OF LEARNING ON TPE EXAM PROPOSAL DURING COVID-19 SITUATION.

The Executive Director, Learning outlined the actions that the Learning team had undertaken to enable continued delivery of the syllabus and also summarised the proposal for delivering the final TPE level exams during lockdown which had been approved by Qualifications Board.

4. ARRANGEMENTS FOR 2020 AGM & SGM

Council agreed that the 2020 AGM should be held remotely to allow simultaneous attendance and participation by members, but that there was no need to hold a SGM (Special General Meeting) at the same time.

4.1 NOTICE OF AGM

The draft notice of AGM was approved by Council, with final approval delegated to the President and CEO.

5. YEAR-END APPROVALS

5.1 2019 Annual Report and Consolidated Financial Statements

5.2 Auditor's Report on Financial Statement

5.3 Report of the Audit & Risk Committee to Council

5.4 Letter of Representation

Council reviewed the 2019 Annual Report and Consolidated Financial Statements, and considered the auditor's report and the report from the Chair of the Audit and Risk Committee before concluding that the 2019 Annual Report and Financial Statements should be put to Members for approval. Council approved the Letter of Representation and authorised the President to sign it.

6. APPOINTMENT OF AUDITOR

Council, on the recommendation of the Audit and Risk Committee, agreed that the proposed appointment of BDO LLP (represented by Mr Gill) as the Institute's auditor should be put to the Members for approval at the AGM. Mr Gill was not present during the discussion.

7. ICAS ANNUAL REVIEW 2019 (INCLUDING REPORT FROM PUBLIC INTEREST MEMBERS)

Council reviewed the ICAS Annual Review for 2019 and concluded that it was a fair report.

8. REPORTS TO COUNCIL

Council received reports from the Remuneration Committee and the Guthrie Group (the Equality, Diversity and Inclusion Group).

9. RECOMMENDATIONS

9.1 NOMINATIONS COMMITTEE RECOMMENDATIONS

Council approved appointments to ICAS Boards and Committees on the recommendation of Nominations Committee.

9.2 CONSTITUTIONAL PANEL RECOMMENDATIONS

Council approved amendments to the following regulations on the recommendation of the Constitutional Panel:

- PII Regulations
- Client Money Regulations
- Discipline & Appeal Tribunal Regulations

10. RISK APPETITE

Council approved the Risk Appetite Dashboard.

11. DEATHS OF MEMBERS

The President read out the names of those Members that had died since its meeting on 6 December 2019 and a period of silence was observed.

12. 2020 COUNCIL WORKPLAN

Council noted that no amendments to the Workplan had been proposed.

13. COUNCIL EVALUATION – ACTION PLAN UPDATE

Council noted the updated plan showing progress made on completing the agreed actions.

14. OVERSIGHT BOARD MINUTES OF MEETING HELD ON 22 NOVEMBER 2019

The minutes of the meeting were noted.

15. AUDIT & RISK COMMITTEE MINUTES OF MEETING HELD ON 29 NOVEMBER 2019

The minutes of the meeting were noted.

16. ANY OTHER BUSINESS

The President informed Council that as there had been no other nominations for the positions of President or Vice President, other than the Council nominees, Deputy President Burnet would be elected unopposed as President, and Mr Hothi as Vice President Vice for 2020-21. The position of Deputy President would be contested by Vice President Drysdale and Mr Pritchard. The President thanked the outgoing members of Council. Deputy President Burnet gave a vote of thanks to the President.