

**Summary Note of Council Meeting held on 3 December 2021
(hybrid meeting held in CA House and by Teams)**

NB Some matters may not have been included for reasons of confidentiality

Present	President Pritchard	Dame Lin Homer
	Deputy President Hothi	Mr Alan Horn
	Vice President Bellingham	Mr Philip Johnson
	Mr Sobhan Afzal	Mr Michael Kay
	Dr Rimla Akhtar	Ms Suzy Kerton
	Mrs Eleanor Bentley	Mr Nick Lander
	Mrs Margaret Bunyan	Mr Colin McClatchie
	Mr Chris Campbell (Items 1998–2014 inclusive)	Mrs Louise Page
	Ms Alison Cornwell	Mr Jim Robertson
	Mr David Cruickshank	Dr Philip Rycroft
	Mr Bernard Dunn	Mrs Tracey Rob Perera
	Mrs Annie Graham	Mrs Ana Stewart
	Mr Robert Grome	Mr Derek Treanor
	Mr Jason Harvie	

In Attendance	Mr Bruce Cartwright (CEO)	Ms Michelle Mullen (Executive Director, Standards)
	Mrs Alice Deakin (Executive Director, Learning)	Mrs Sarah Speirs (Executive Director, Member Engagement and Communications)
	Ms Lesley Glen (COO)	Mrs Carolyn Spencer (Executive Director, Customer Experience)
	Mrs Frances Horsburgh (ICAS Secretary)	

Attendees Mr Craig Ashall, Finance Director (Items 1997-2005)
Dame Elish Angiolini, Chair of Discipline Board (Item 2014)

1 BACKGROUND

There were no declarations of interest. Apologies were received from Ms Muendo, Ms Cheyne and Mr Watson due to conflicting commitments.

2 President's Report

President Pritchard reported on his recent Presidential activities as President. He and Mr Cartwright had visited the Channel Islands and had enjoyed a well-attended dinner with members in Guernsey. 160 members attended the drinks reception at the Signet Library. Meetings of Group A firms and members in Business in Scotland had also been held. The Past Presidents' meeting and dinner was held on 18th November. He had also attended Robert Black's (a former PIM) memorial service with Mr Cartwright and Mr McClatchie.

3 2022 Business Plan & Budget

The CFO advised that the business plan had been prepared in tandem with the budget. Mr Ashall took Council through the plan outlining the key assumptions applied to staff costs, FRC fees, travel and subscriptions. Council approved the business plan and budget.

4 Update from Chairs of Oversight Board and Audit & Risk Committee

The Chairs of the Oversight Board and Audit & Risk Committee reported on the meetings held on 12 and 15 November respectively. See summary report of the Oversight Board meeting. Mrs Cornwell summarised the Board's annual report. She highlighted the positive outcome of the self-evaluation report, and the governance and learning transformation discussions. She went on to say that the Board had followed BEIS and the OPBAS report discussions and had received a presentation from Mrs Rob Perera (Chair of the EDI Committee) and the EDI manager on EDI strategy.

Mr Treanor noted the changes in risk profile and evolving risks and said that the ARC had been looking for improvements and had set an objective to get closer to the work of other Boards and Committees. The ARC had conducted deep dives on cyber security, Learning and Regulation.

- 5 Chief Executive's Report**
The matters highlighted (which can be disclosed) included:
- Recruitment of the new Executive Director, Learning
 - Recent exam results
- 6 Finance Update**
The finance report was taken as read. No questions were raised.
- 7 Triennial Review of PIM Remuneration**
President Pritchard summarised the paper and outlined the recommendations. There were no objections and Council approved the recommendations..
- 8 Update from Chair of Remuneration Committee**
Mrs Cornwell summarised the report.
- 9 Risk Appetite**
Council approved the Risk Appetite subject to some changes being made.
- 10 Council Self-Evaluation Survey – Results & Actions**
President Pritchard summarised the main outcomes from the recent self-evaluation survey and outlined the actions to be taken.
- 11 Matters Approved out of Meeting**
All matters circulated for approval out of meeting were approved by Council. They included:
- Appointments commended by the Nominations Committee
 - The Council Code of Conduct.
 - The Qualities Expected of an Office Bearer.
 - The Terms of Reference of the Presidential Nominations Committee
 - The 2022 Notice of Council Election
- 12 Deaths of Members**
President Pritchard announced the names of each deceased member (including that of Robert Black, who had been a Public Interest Member of Council) whose death had been intimated since the last Council meeting and invited members of Council to join him in a short period of reflection.
- 13 2022 Council Workplan**
Council noted the 2022 Workplan.
- 14 Strategy Session I – Text Redacted**
- 15 Strategy Session II – Text Redacted**
- 16 Discipline Board Annual Report to Council**
Dame Elish Angiolini was welcomed to the meeting. Dame Elish discussed highlights from the report and summarised the workplan for 2022.
- 17 Strategy Session III– Text Redacted .**
- 18 Strategy Session IV– Text Redacted .**
- 19 Any Other Business**
No other business was raised. President Pritchard thanked those present for attending and then conveyed thanks on behalf of Council to those members of the Executive (Mrs Deakin, Ms Mullen and Mrs Horsburgh) who were leaving ICAS for their assistance, guidance and support.