

Summary Note of Council Meeting held on 25 March 2021

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

Present	President Burnet Deputy President Pritchard Vice President Hothi Mr Sobhan Afzal Dr Rimla Akhtar Mrs Eleanor Bentley Mrs Margaret Bunyan Ms Alison Cornwell Mr David Cruickshank Mr Bernard Dunn Mrs Annie Graham Mr Robert Grome Mr Jason Harvie Dame Lin Homer	Mr Alan Horn Mr Philip Johnson Mr Michael Kay Ms Suzy Kerton Mr Nick Lander Mr Colin McClatchie Mr Peter Mitchell Professor Catriona Paisey Mrs Louise Page Mr Jim Robertson Mrs Ana Stewart Mr Derek Treanor Lord Wallace of Tankerness Mr John Watson
In Attendance	Mr Bruce Cartwright (CEO) Mrs Alice Deakin (Executive Director, Learning) Ms Lesley Glen (COO) Mrs Frances Horsburgh (ICAS Secretary)	Ms Michelle Mullen (Executive Director, Standards) Ms Sarah Speirs (Executive Director, Member Engagement and Communications) Ms Carolyn Spencer (Executive Director, Customer Experience)
Attendees	Mr Craig Ashall (Finance Director, Items 3 – 6 inclusive) Mr Martin Gill (BDO LLP, External Auditor Item)	

1. BACKGROUND

The meeting was held by Teams audio/video conference due to lockdown restrictions. There were no declarations of interest. Apologies were received from Mr Clive Bellingham and Dr Rimla Akhtar.

2. PRESIDENT'S REPORT

The President presented a short update on her recent ICAS-related activities. She had continued to attend and participate in online events including the BEIS consultation round-table session and the Hidden Disabilities webinar which Ms Cheyne had also featured in. In addition, she was a member of the Corporate Auditor Working Party the output from which would be relevant to ICAS.

3. CHIEF EXECUTIVE'S REPORT & STRATEGY UPDATE

Mr Cartwright discussed the headline items and outlined key activities since the last meeting. Council was informed that the EDI strategy would be presented at the next meeting. Council queried whether membership renewals had decreased as a result of Covid-19 and was advised that the final figure was not yet known, but it was not believed to be significantly different from previous years. The Finance Director presented the financial outturn for 2020.

4. LEARNING TRANSFORMATION UPDATE

Mr Cruickshank (Chair of the Qualifications Board) and Mrs Deakin shared the plan for evolving the Learning offering over the next three years to 2023. Council was supportive of the approach.

5. 2020 YEAR END APPROVALS

5.1 2020 Annual Report and Consolidated Financial Statements

Council was informed that the ARC had reviewed the detailed statements and commended them to Council to approve they be put to the members for approval at the AGM. In addition, there had been

no significant changes to accounting principles in preparing the financial statements and no provision required to be made for FRC disciplinary cases.

5.2 Auditor's Report on Financial Statements

Mr Gill reported that the audit had been straightforward, key judgements had been made on two issues and materiality had been calculated on the same basis as the previous year.

5.3 Report of the Audit & Risk Committee to Council

The Chair of the ARC (Mr Treanor) presented the ARC annual report.

5.4 Letter of Representation

Council considered the letter and noted that there had been no significant changes to the previous year's letter, and the Executive Team had completed the assurance process.

Council, having considered the auditor's report and the report from the Chair of the Audit and Risk Committee, concluded that the 2020 Annual Report and Financial Statements should be put to the membership for approval at the AGM.

6. Appointment of the Auditor

Council noted that a tender process had been run and three firms had been short-listed. The outcome, based on the scoring of the Selection Panel, and subsequently endorsed by the ARC, was to recommend the re-appointment of BDO.

7. 2020 ANNUAL REVIEW AND PIMS REPORT

Council noted the 2020 Annual Review and PIMS Report. President Burnet thanked the Public Interest Members for their hard work and willingness to support ICAS.

8. ICAS BRAND AND COMMS PLANNING STRATEGY

Mrs Speirs presented the item and explained the aim of the strategy was to show the link between content planning and strategic objectives, to give members a more joined-up experience.

9. SUBSCRIPTIONS MODEL

Council noted that the review of the subscription model had been a Members Board priority project and approved the recommendations to be progressed by the Executive Team.

10. APPOINTMENT OF OFFICE BEARERS FOR PRESIDENTIAL YEAR 2021-22

The Chair of the Presidential Nominations Committee (Mr McClatchie) reminded Council that the 2020/21 process had transitioned to the new process after Privy Council approval of the amended Rules (approved by the members at the SGM on 30 November 2020) had been granted. Mr McClatchie reported that all eligible ICAS members had been invited to submit a nomination for any of the Office Bearer positions in January, but no nominations had been received. The PNC had considered suitable candidates and concluded that Deputy President Pritchard and Vice President Hothi should graduate to President and Deputy President, respectively. The PNC had prepared a short-list of candidates for Vice President and had run a formal selection process. Mr McClatchie then presented the PNC's recommended candidates for the Office Bearer positions to Council. Each was approved unanimously by Council. Deputy President Pritchard was duly declared President, Vice President Hothi was duly declared Deputy President and Mr Bellingham was duly declared Vice President with effect from the close of the 2021 AGM.

11. REMUNERATION COMMITTEE UPDATE

The Chair of the Remuneration Committee (Ms Cornwell) reported that the committee had considered the proposed Discretionary Pay Awards for the Executive Team (including the CEO), and was satisfied that they were all in line with the ICAS Remuneration and Reward Policy.

12. CONSTITUTIONAL PANEL RECOMMENDATIONS

The proposed amendments to the Investigations Regulations were approved by Council.

13. NOMINATIONS COMMITTEE RECOMMENDATIONS

The appointments commended by the Nominations Committee, which included the appointment of Dr Philip Rycroft as a Public Interest Member (and chair of Regulation Board) and the co-option of Mrs Tracey Rob Perera (chair of the EDI Committee), were approved by Council.

14. NOTICE OF 2021 AGM

Council approved the AGM notice for issue to members.

15. DEATHS OF MEMBERS

The President invited members of Council to observe a period of silence to reflect on deceased members whose deaths had been notified to ICAS since the last Council meeting.

16. 2021 COUNCIL WORKPLAN

Council noted the 2021 Workplan.

17. OVERSIGHT BOARD MINUTES OF MEETING HELD ON 20 NOVEMBER 2020

The draft minutes of the meeting were noted.

18. ANY OTHER BUSINESS

President Burnet thanked retiring members Lord Wallace, Professor Paisey and Mr Mitchell for their support and service to ICAS.

Deputy President Pritchard then thanked President Burnet for the support and service that she had given ICAS over many years, and congratulated her on completing her year of office during such a difficult year.

Mr Cartwright thanked President Burnet on behalf of ICAS staff and congratulated Mr Bellingham on his appointment as Vice President.