

Document Title: Terms of Reference for the Estates and Infrastructure Committee
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Terms of Reference for the Estates and Infrastructure Committee

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1. Constitution and Authority

The Estates & Infrastructure Committee (the “Committee”) was constituted upon the basis of these terms of reference at the Ordinary General Meeting of the Council held on 3 June 2024 in accordance with the articles of association of the Architectural Association (Inc.). These terms of reference replace any previous versions.

2. Purpose

- a) The Committee shall ensure the Architectural Association (AA) is effectively managing, and developing its estate and infrastructure for the benefit of the AA staff, students and members, and in ways that further the Strategic Direction of the AA.
- b) The Committee shall ensure the AA is identifying and responding to risks arising from its estates and infrastructure and fulfilling its legal and regulatory responsibilities.

3. Role and Responsibilities

- a) Overseeing the long-term planning of the estates and infrastructure of the AA and ensuring it aligns with the 5-year strategy as adopted by Council.
- b) Ensure that risks identified in the corporate risk register relating to the management of capital projects, their procurement and related contracts are being addressed by management.
- c) Ensure that procedures are being followed by management in the implementation of capital projects, their procurement and contracts and agreed budgets being adhered to.
- d) Ensure appropriate procedures are being maintained and effectively implemented to monitor compliance with lease and licencing requirements, and that rent reviews form part of long-term estates’ planning and related risks are being managed.
- e) Make decisions on the scoping and prioritising of capital projects in line with the capital expenditure budget approved by Finance and Audit Committee.
- f) Oversee the development and implementation of a plan produced by management for improving diversity of access to the AA premises and allocate the capital expenditure budget approved by Finance and Audit Committee, to enable the implementation of the plan.

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- g) Oversee sustainability of the estate and infrastructure, including environmental sustainability, and the related policy or procedures of the AA and any related risks, and make recommendations to Council on priorities and resource requirements in responding to risks or any legal or regulatory changes.
- h) To ensure that procedures and control mechanisms are being maintained and implemented effectively by management, in respect of information security, and cybersecurity, and that related risks are being identified and mitigation measures addressed by management;
- i) To ensure that procedures are being maintained and effectively implemented in respect of data protection and that related risks are being identified and mitigation measures addressed by management;
- j) Scrutinise and approve, subject to spending approval from F&A Committee, acquisitions and disposals, and ensuring such acquisitions or disposals align with the AA strategy approved by Council;
- k) To ensure that foreseeable risk of harm to students, staff or anyone visiting AA premises are being mitigated, with lessons learned from incidents and near misses, and Health and Safety legislation is being complied with, and appropriate resources to support this compliance are allocated, by management, and where resources are considered inadequate to mitigate the risks identified by management, recommendations are made to the Finance and Audit Committee to allocate resources accordingly.
- l) Receive assurance that the AA staff are keeping abreast of legal and regulatory responsibilities that fall within the responsibilities of the Committee and are responding to changes that have implications for the AA, its students or staff;
- m) To ensure that a Business Continuity Plan in respect of the estates, physical and digital infrastructure is being maintained and tested for its effectiveness;

n) Legal and Regulatory Compliance

The Committee shall receive annual reports on compliance with and, approve the relevant policies or procedures for:

- Health and Safety (as required by Health and Safety at Work Act 1974, and other legislation and regulations set out in the AA Health and Safety Policy)
- Capital Projects Procurement;
- Contract Management;
- Accessibly (as required by the Equality Act 2010);
- Data Protection (as required by the Data Protection Act 2018 and UK General Data Protection Regulations)
- Building Regulations (as required by Building Regulations 2010 and The Planning (Listed Buildings and Conservation Areas) Regulations 1990);
- Sustainability;
- Cybersecurity and Information Security (aligning Universities UK Cybersecurity Guidance).

4. Committee Membership

- a) The Council will appoint the members of the Committee and its Chair from time to time as required, upon the recommendation from the Nomination Committee.
- b) The Committee will have at least three independent members of the Council, and a quorum of least two members.
- c) At least one member of the Committee will be a member of the Finance and Audit Committee.
- d) At least one member who has recent relevant property experience.
- e) Additional non-Council members as deemed desirable by the Committee to enable it to operate properly.

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- f) Other than the staff member of Council, the members of the Committee will not have executive responsibility for the management of the AA.
- g) Appointments to the Committee will be for three years, renewable at the Council's discretion.

5. Reporting and Authority

- a) The Committee will make whatever recommendations to the Council it deems appropriate on any area within its remit, for example, where action or improvement is needed or risks have been identified that are not being effectively mitigated.
- b) The Committee will report at least annually to Council on the fulfilment of its responsibilities as set out in this term of reference, and on such other matters delegated to it by the Council. The report shall be made by the Chair, or other nominated members of the Committee.
- c) The Committee will approve such other matters as delegated to it in accordance with the Council's Scheme of Delegation.

6. Meetings

- a) The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, will be minuted. Each meeting's minutes will be circulated with the next subsequent meeting's papers for review and approval by the Chair. Once approved, the minutes of each meeting will be kept on file by the Company Secretary for inspection.
- b) The Committee will meet at least two times per year.
- c) The members of the Committee will make themselves available at each Annual General Meeting of the Architectural Association to answer questions concerning the Committee's work.
- d) Meetings of the Committee will be called by the secretary of the Committee at the request of any of its Chair or at least two members of the Committee.
- e) Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than five working days before the date of the meeting.
- f) Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. Attendance

The attendees at the Committee shall be:

- the School Director;
- the Head of Finance;
- the Head of Estates & Facilities; and,
- the Company Secretary.

And such other members of staff required for the conduct of the Committee's business as reasonably deemed necessary by the Committee.

8. General

- a) The Council will ensure that the Committee: -
 - Has access to sufficient resources to carry out its duties, including access to the Company Secretary and senior staff of the AA, as required;

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- Is provided with appropriate and timely training, both in the form of an induction programme for new members and annual training for Council members. The Committee may request specialist training on new or developing areas of responsibility, via the Company Secretary.
- b) The Committee will ensure that it adheres to the governing documents of the AA including the Articles of Association, By-laws, Standings Orders and AA Code of Behavioural Expectations in undertaking its business.
- c) The Committee will consider the provisions of the UK Corporate Governance Code, the CUC Higher Education Code of Governance and the Charity Governance Code and observe applicable laws and regulations including but not limited to relevant portions of the Charities Act 2011 and Higher Education and Research Act 2017 (as may be amended, from time to time).
- d) The Committee will regularly review its own performance and, at least every two years (ideally at the start of each year), review its terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council for approval.
- e) The Committee is authorised by the Council to examine any activity within its terms of reference and to obtain, at the AA's expense, professional advice as deemed reasonably necessary by the Committee on any matter within its terms of reference. The Committee is authorised to seek any information it requires from any employee or director as reasonably deemed necessary by the Committee,

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