



ESTATES & INFRASTRUCTURE COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

The Committee was constituted at a full meeting of the Registered Members held on 9 May 2016 in accordance with the articles of association of the Architectural Association (Inc.).

2. DUTIES AND TERMS OF REFERENCE

- 2.1 The Estates & Infrastructure Committee shall have responsibility for monitoring the Architectural Association's properties and property-related contracts, which shall be taken to include (but shall not be limited to) leases, building contracts, and property-related professional advice.
- 2.2 The Committee shall also have responsibility for monitoring the Architectural Association's "virtual" estate, to include its networking, communications, its provision of online resources and programming, and any contracts or professional advice related thereto.
- 2.3 The Committee shall advise Council on the sustainability of the Architectural Association's capital development, estates and infrastructure to ensure the organisation is enabled to effectively deliver programmes and activities in support of the objects of the Architectural Association (Inc.) as set out in its Articles of Association.
- 2.4 On behalf of Council, the Committee shall have authority to review and monitor:
 - (a) The adequacy and current and future needs of the organisation's property, premises and infrastructure; and
 - (b) The policies, plans and procedures in place regarding the acquisition, disposal, development and management of the AA's properties;
 - (c) The systems and controls in place regarding the assessment and improvement of the AA's environmental impact, and the improvement of accessibility to and within its property and premises, and toward use of its resources (e.g., collections, exhibitions, etc.);
 - (d) The systems and controls for the assurance of health and safety and similar matters of statutory compliance, and to receive reports on non-compliance.
 - (e) The statements to be included in the annual report concerning the AA's property transactions and capital development efforts.
- 2.5 If the Committee is not satisfied with any aspect of the AA's plans, arrangements or management in respect of its properties and/or infrastructure, it shall report its views to the Council.

2.6 The Committee shall advise and recommend to Council:

- (a) The acquisition, disposal, development and management of properties, the estate and/or infrastructure as needed;
- (b) From time to time, an assessment of whether the AA's property holdings and infrastructure are, in whole or in part, fit for purpose and in keeping with the overall strategic direction of the AA as determined by the Council.

2.7 The Committee's general responsibilities shall be to:

- (a) Ensure the AA fulfils its obligations as tenant, leaseholder and freeholder as applicable in relation to its various property holdings;
- (b) Keep under review the adequacy and current and future needs of the AA's property, premises and infrastructure;
- (c) Consider strategic planning and policy development matters relating to the physical and virtual estate, making recommendations to Council as appropriate;
- (e) Oversee the AA's health and safety policy, including being notified of any action taken under this policy;
- (f) Make or commission such inquiries, reports or investigations it considers necessary in respect of any transactions made or proposed by the AA in relation to its property and/or infrastructure, including the provision of professional or other services concerning property and/or infrastructure; and
- (d) Review the adequacy and security of the organisation's arrangements for its employees, contractors, and other stakeholders to raise concerns, in confidence, about possible wrongdoing in the use or management of its properties, infrastructure and/or related contractual arrangements, and to ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow- up action.

2.8 The Committee shall review and challenge where necessary the actions and judgments of tenants or other users of the AA's properties (e.g., the AA School) in order to ensure compliance with health and safety, the terms of any tenancy agreements, listed building consents, etc.

2.9 The Committee's responsibilities regarding the management of the AA shall be to:

- (a) Review and challenge where necessary the actions and judgments of management in relation to the management and use of the Architectural Association's properties and infrastructure;
- (b) Comment on the approach proposed by management for prioritisation within the capital programme for the estate and infrastructure in advance of consideration by the Finance & Resources Committee and Council;

2.10 The Committee shall:

- (a) Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and senior staff of the Architectural Association for assistance as required;

- (b) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) Give due consideration to applicable laws and regulations, the provisions of the UK Corporate Governance Code, and relevant portions of the Charities Act and related Charity Commission advice as appropriate;
- (d) Oversee any investigation of activities that are within its terms of reference;
- (e) Arrange for periodic review of its own performance and, at least once a year (ideally at the start of each year), review its constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council for approval; and
- (f) Keep under review and revise as appropriate other policies not specifically dealt with in other Committees.

2.11 The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its remit where action or improvement is needed.

2.12 The Committee shall consider such other matters as may be requested by the Council.

3. MEMBERSHIP

3.1 The Council shall appoint the members of the Committee at the first meeting of each Council Session, and as may be needed at other times in the year.

3.2 The Committee shall have at least three members who are elected members of the Council, and a quorum shall be at least two such members. Additional members, who may or may not be elected members of the Council shall be appointed to ensure the Committee is able to operate effectively. At least one member should have recent relevant experience in property development or management.

3.3 At least one member of the Committee shall also be a member of the Finance & Resources Committee.

3.4 Appointments to the Committee shall be for a period of one year, renewable at the discretion of the Council.

4. BUSINESS OF MEETINGS

4.1 At the first meeting of each session, the Committee shall select from among its members a member who shall be Chair of the Committee. Where the appointed Chair is unavailable to Chair, the Committee shall select a Chair from the members attending. If there is disagreement among the Committee, the matter shall be put to vote and the Chair selected by majority.

4.2 If a matter that is considered by the Committee is one where a member of the Committee, either directly or indirectly has a personal interest, that member shall declare the interest and, at the discretion of the Committee, remove him/herself from the discussion and any voting.

4.3 In accordance with Article 39 of the Articles of Association, all acts and proceedings of the Committee must be fully reported on a timely basis to Council.

5. ATTENDANCE AT MEETINGS

- 5.1 The Committee shall meet at least three times in each Council session (i.e., between 1 June and 31 May), and may meet at other times during the year as agreed between the members of the Committee or as required for the Committee to responsibly carry out its duties.
- 5.2 Outside of the formal meeting programme, the Chair will maintain a dialogue with key individuals involved in the Architectural Association's property and infrastructural management and development, including the President, School Director, Head of Facilities, Data Protection Officer, and other members of senior staff.
- 5.3 Only members of the Committee have the right to attend Committee meetings. The School Director shall attend Committee meetings at the discretion of the Committee. Other individuals may be invited to attend all or part of any meeting as and when appropriate.
- 5.4 The Company Secretary or his/her nominee shall be the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to all issues.

6. NOTICE OF MEETINGS

- 6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the external auditors if they consider it necessary.
- 6.2 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 three working days before the date of the meeting. Any supporting papers shall be sent to each member of the Committee and to other attendees (as appropriate) at the same time.

7. AUTHORITY

The Committee is authorised by the Council to examine any activity within its terms of reference and to obtain, at the Architectural Association's expense, professional advice on any matter within its terms of reference. The Committee is authorised to seek any information it requires from any employee or director, and all such employees or directors will be directed to co-operate with any request made by the Committee.

8. REPORTING

- 8.1 In accordance with Article 39 of the Articles of Association, all acts and proceedings of the Committee must be fully reported on a timely basis to Council. Such report shall be made by the Chair, or other nominated member of the Committee.
- 8.2 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted. The minutes of each meeting will be circulated with the papers of the next subsequent meeting for review and approval. Once approved, the minutes of each meeting will be kept on file by the Company Secretary for inspection by any other member of the Council.

9. GENERAL MATTERS

The members of the Committee should make themselves available at each Annual General Meeting of the Architectural Association to answer questions concerning the Committee's work.