

## Minutes from Online Remuneration and Nominations meeting - Non-Confidential held 15<sup>th</sup> September 2022

Attendance	Trish Blain (TB) (Chair), Beverley Grimster (BG), Jason Langley (JL), Steve Slater (SS), Rhian Watts (RW)
Recorder	Jude Davies (JD)
Apologies	Adam Waller (AW), Sarah Godfrey (SG)
Quorate?	Yes

Item	Notes	Action for
1	<p><b>Meeting commenced at 18.15</b></p> <p>Apologies received from AW and SG.</p> <p>No declarations of interest.</p>	
2	<p><u>Agree non-confidential minutes of the 15.09.22 meeting and to note progress on current action points</u></p> <p><b>The Committee agreed the non-confidential minutes of the 15.09.22 meeting were a true record and noted progress on current action points.</b></p>	
3	<p><u>Review Effectiveness of the Remuneration &amp; Nominations Committee and Committee Terms of Reference</u></p> <p>RW introduced the report and explained that it is a requirement of NHF Code of Governance that we review the effectiveness of Board and committees each year. She noted that normally we will do this earlier in the year as the review covers the Committee's activities from April 2021-March 2022. RW highlighted that the Committee's activities have been reviewed against the 7 criteria established by the NHF and against the duties set out in the Committee's Terms of Reference. She explained that this had led to 1 recommendation to</p>	

	<p>increase Committee membership which had been completed with the appointment of Sarah Godfrey in July 2022.</p> <p>RW explained that we also review the Committee’s Terms of Reference annually alongside the effectiveness review. She highlighted that most changes are to ensure better alignment with the Board and Audit &amp; Risk Terms of Reference, including the addition of new clauses to allow co-optees to serve on the committee if desired. RW added that clauses have also been updated to reflect the approval of remuneration in 2022.</p> <p>TB commented that in her view the Committee is very much needed and is proving to be effective in its purpose.</p> <p>No additional comments or thoughts were presented.</p> <p><b>The Committee:</b></p> <ul style="list-style-type: none"> <li>• <b>Considered and provided feedback on the final draft and approved, as is, the annual effectiveness review of the Committee.</b></li> <li>• <b>Reviewed the Draft Remuneration &amp; Nominations Committee Terms of Reference and recommended it to Board for approval, as is.</b></li> </ul>	
<p>4</p>	<p><u>Board Learning &amp; Development Review:</u></p> <p>RW introduced the report and explained that the NED Learning and Development Policy was reviewed with the Committee in March and a number of changes requested. She noted that an updated version of this policy has been included in Appendix 1 with these additions. RW highlighted that 1 further addition had been recommended to the Policy following the publication of a model Code of Conduct by the NHF. She added that at the March meeting the Committee had also discussed the difficulty working NEDs had with attending Board InSight Programme sessions and noted that an updated schedule was included, with Core sessions rescheduled to later in the evening.</p>	

	<p>RW highlighted that the report also includes a review of progress against learning and development aims since the last report in December 2021. She explained that there had been good attendance at Board InSight Sessions on the day but consideration should be given to raising the profile of the videos of older sessions available on the Board Portal as most current NEDs haven't seen them. RW added that there has been great improvement in the use of the CBH Learning Zone but that a number of NEDs still had outstanding mandatory modules and may need additional support. JL commented that it was important to understand the reasons that individual NEDs might not have completed mandatory training or attended sessions. He suggested that it would be good to set up 1:1 sessions with the new Chair of the Board to discuss attendance and training and reset expectations. BG agreed that it was important to consider the expectations placed on NEDs and noted that she would like to see a review of what's expected when on Board ('who are we and where are we'). She added that, in her case particularly, it can be difficult to get to meetings on time due to work constraints and it can mean there is a feeling of not being able to be as effective a member as she would like to be, which creates a feeling of disconnection to CBH. TB suggested that consideration should also be given to scheduling meetings later in the evening but noted that there also needs to be consideration for colleagues who will have worked the full day ahead of the meeting.</p> <p><b>ACTION</b> – Consider rescheduling Committee meetings for later in the evening.</p> <p>RW explained that there has been a significant increase in attendance at external sector opportunities on a range of different themes. She noted that in-house training sessions around property compliance (following a recommendation from Pennington's Choices) and on housing sector regulation (based on the skills matrix) will be scheduled for later in the year. RW highlighted that to support this activity a recommended budget for learning and development of £6,000 would be included as part of the 2023-24 budget setting process. The Committee agreed that positive</p>	<p><b>AW/RW</b></p>
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	<p>progress had been made with learning and development and approved the recommended approach.</p> <p>The Committee discussed progress made on appraisals and noted that 1 appraisal was still outstanding. JL commented that this should be scheduled before his departure. RW suggested that a meeting should also be set up for JL, TB and John Rawson (JR) to discuss Chair of the Board appraisals and to allow JL to share his experience.</p> <p><b>ACTION</b> – Schedule remaining appraisal meeting</p> <p><b>ACTION</b> – Schedule meeting for JL, TB and JR to discuss the process for Chair of the Board appraisals</p> <p><b>The Committee:</b></p> <ul style="list-style-type: none"> <li>• Reviewed the updated NED Learning and Development Policy and recommended it to Board for approval.</li> <li>• Considered progress made on Board Learning and Development since the last report in December 2021.</li> <li>• Considered the proposed Board development budget for 2023-24.</li> </ul>	<p>RW RW</p>
<p>5</p>	<p><u>Review of NED Code of Conduct</u></p> <p>RW introduced the report and noted that this was the first review of the Code of Conduct since it was created last year. She explained that primarily changes aim to ensure greater alignment with other documents, simplify language and reduce duplication. RW highlighted that the National Housing Federation (NHF) have published a model Code of Conduct this year which aims to be a one size fits all document for both colleagues and Boards. She explained that we felt that keeping our current document, which is very tailored for what we want, was a better approach than adopting the NHF model. RW added that we have compared our code with the NHF document and have recommended some additions to the NED Code of Conduct.</p>	

	<p>TB noted that there were a large number of documents being recommended to Board and asked whether it would be responsible to receive the papers earlier to allow more time for NEDs to review them. RW commented that due to the short time frame this would present challenges but that she could email a list of the documents recommended from committees that are already available on the Board Portal and could be viewed ahead of post out.</p> <p><b>ACTION</b> – Provide Board with a list of documents currently on the Board Portal that will be recommended by committees to Board in September.</p> <p><b>The Committee reviewed the draft NED Code of Conduct and recommended it to Board for approval, as is.</b></p>	<p><b>RW</b></p>
<p>6</p>	<p><u>Succession Planning (Standing item).</u></p> <p><b>Please see confidential minutes</b></p>	
	<p>TB took the opportunity to thank JL for his contributions as a Committee member and as Chair of the Board. JL also thanked TB for her work and contributions to Board and to the Committee.</p> <p>TB noted that she will be away for September Board and asked BG, in her absence, to introduce the Feedback on the Remuneration &amp; Nominations Committee report on her behalf. BG agreed.</p>	

Meeting Closed at 19:06



Signed.....  
 Chair of the Remuneration and Nominations Committee

Date: 08/12/2022