

Minutes from Online Remuneration and Nominations meeting - Non-Confidential held 8th December 2022

Attendance	Trish Blain (TB) (Chair), Sarah Godfrey (SG), Beverley Grimster (BG), Martin Surl (MS), Steve Slater (SS), Arthur Dzido (AD), Adam Waller (AW)
Recorder	Rhian Watts (RW)
Apologies	None
Quorate?	Yes

Item	Notes	Action for
1	<p>Meeting commenced at 18.20</p> <p>No apologies received.</p> <p>Welcome to AD.</p> <p>No declarations of interest.</p>	
2	<p><u>Vice Chair of the Committee</u></p> <p>TB introduced the item and noted that as Chair of the Board MS was not able to act as VC of the Committee. She asked whether SG or BG would be interested in filling the position. Both confirmed that they would be open to filling the role. BG noted that she had some concerns over the time commitment given her Board Champion role and asked for further detail on what the role entailed. TB explained that it primarily involved acting as Chair if she was absent and sometimes discussing issues with the Chair prior to meetings. SS noted that it may not be necessary for the Committee to appoint a Vice Chair as alternatively either SG or BG could be asked to step in if TB was absent with the support of the Governance Team. BG asked whether TB felt that she would benefit from additional support provided by a Vice Chair. TB confirmed that she was comfortable with continuing without a Vice Chair. MS asked if not</p>	

	<p>appointing a Vice Chair for the Committee raised any concerns from a governance perspective that the Committee would not be able to continue operating effectively if TB was absent. AW confirmed that there was no requirement to appoint a Vice Chair and that in the Chair’s absence another member would be able to step up to provide cover.</p> <p>The Committee agreed not to appoint a Vice Chair of the Remuneration & Nominations Committee.</p>	
<p>3</p>	<p><u>Agree non-confidential minutes of the 15.09.22 meeting and to note progress on current action points</u></p> <p>The Committee agreed the non-confidential minutes of the 15.09.22 meeting were a true record and noted progress on current action points.</p>	
<p>4</p>	<p><u>The Role of the Vice Chair of the Board</u></p> <p>AW introduced the report and explained that the Articles of Association allow Board to appoint a Vice Chair. He noted that in the absence of a Vice Chair another senior NED, historically the Chair of Audit & Risk, will chair meetings in the Chair of the Board’s absence. AW highlighted that whilst there is not a requirement for CBH to appoint a Vice Chair it was felt that it would be beneficial for MS to have additional support as a new Chair of the Board. He noted that following the adopted NHF Code of Governance (2020) and best practice in the sector it was also felt that this would be an opportune moment to strengthen the role of the Vice Chair at CBH so an updated role profile had been included for consideration. AW explained that remuneration for the Vice Chair had been included in the draft budgets for 2023-24 and would be paid £4,500 per annum, equivalent to a Committee Chair. He highlighted that it was proposed that all NEDs will be given the opportunity to put forwards their interest in the role to Board for final appointment. AW noted that should more than 1 NED be interested in the position they will be asked to leave the room whilst the decision is made. He added</p>	

	<p>that should the Committee agree that a Vice Chair should be appointed it is intended that the process should begin in January.</p> <p>MS requested that it be minuted that for personal reasons there may be occasions when he may not be available at short notice but that he did not anticipate his work as Chair being significantly impeded. He noted that Board were aware of this matter when he was appointed and were satisfied that he would be able to fulfil the role. MS commented that there could be merit in Board appointing a Vice Chair but that it was important the role encompassed more than just covering potential absences. He highlighted that it was also important that there was a positive relationship between the Chair and Vice Chair to enable a supportive relationship built on trust that will allow open conversations. TB agreed that it was important that the Vice Chair has a close working relationship with the Chair and noted that the role has the potential to bring a lot of benefits to CBH and the Board. BG noted that it was also important that the Vice Chair be able to challenge the Chair and the Board to encourage them to be better versions of themselves. TB commented that Board make decisions collectively and have a strong sense of shared values and vision for CBH which would be mirrored in the relationship between the Chair and Vice Chair. MS fully agreed that the role will be collaborative and supportive rather than being a separate or distinct role from the Chair and maintain the ability to question and challenge where appropriate. He noted that a Vice Chair would help him to get the best out of the Board.</p> <p>BG commented that with the size of the Board it would be good to have a role that can support the Chair and champion other issues that may arise. She highlighted that this will strengthen the Board by providing both support and challenge. BG added that it could also be an opportunity for NEDs to gain confidence and develop through the role. TB commented that it would be good for a Tenant NED to take this role but agreed that it should be open to all NEDs.</p> <p>SS noted that the Vice Chair’s role should include being a sounding board. He commented that the 3 Chairs meeting between the Chair</p>	
--	--	--

	<p>of the Board, Chair of Audit & Risk and Chair of Remuneration & Nominations has been a useful opportunity for ET to discuss key issues prior to taking them to full Board. SS highlighted that the recommended inclusion of the Vice Chair would further strengthen these meetings.</p> <p>MS commented that he felt the decision on whether the role would be beneficial should ultimately sit with Board rather than the Committee. BG noted that it would be good for MS to discuss with Board the relationship he would wish to build with the Vice Chair. AW suggested that recruitment for the Vice Chair position should be postponed until after Board have discussed the role. The Committee agreed.</p> <p>The Committee reviewed and recommended that Board:</p> <ol style="list-style-type: none"> 1. Determine whether a Vice Chair of the Board should be appointed. 2. Approve the draft Vice Chair of the Board Role Profile. 3. Approve the proposed process for the appointment of a Vice Chair, subject to the changes noted in the minutes. 	
<p>5</p>	<p><u>Board Champion Roles</u></p> <p>AW explained that CBH had appointed Board Champions for several years to promote positive collaboration and challenge between Board and officers and provide Board with additional assurance on key matters. He highlighted that the report aims to consolidate and update the existing Board Champion roles, update the role profile and integrate a new Listening and Acting Champion role agreed by Board in October. AW noted that existing roles include Risk; Health, Wellbeing and Safety; Equality, Diversity and Inclusion (EDI); and Communities. He added that some of these roles are new and are not yet as embedded into the cycles of the business. AW highlighted that the new Listening and Acting Champion role is in line with the Housing Ombudsman’s best practice and due to significant overlap with the existing Communities role it was recommended that these be amalgamated into one to avoid duplication. He noted that TB</p>	

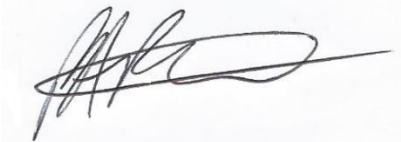
	<p>currently held the Communities role and TB confirmed that she was happy to continue as Listening and Acting Champion.</p> <p>AW explained that a table had been included with the recommended Champion roles, including key proposed contacts within the business and reporting lines back into Committees or Board to ensure the roles are embedded fully into the governance cycle. He commented that a number of other potential Board Champion roles had been discussed at the Away Day in February 2022 but currently there was no business need for additional roles.</p> <p>AW noted that David Clowes (DC) had confirmed he would be stepping down as Board Champion for Risk in March 2023. He highlighted how helpful DC's advice and insight have been for CBH. AW explained that NEDs would be contacted in January for expressions of interest in taking on the role for final appointment by Board. SS confirmed that there were currently 4 roles with 1 Board Champion vacancy to be filled.</p> <p>MS commented that the benefit of the Board Champions was clear from the level of experience they provide and the opportunity to bring a supportive second opinion. AW agreed and noted that DC has been a vital sounding board and brought a different perspective to our work on risk management. BG commented that she had recently met with Caroline Walker (CW) to discuss her Board Champion role and had found the meeting really useful and inspiring. She noted that it was clear that the position would bring challenge in a very supportive way and had invigorated her sense of purpose with the Board. AW noted that he had spoken to CW about the meeting and that she was also excited about the conversation and opportunities for collaboration. He added that it would be useful to include CBH's responsibility to support Board Champions to fulfil the role in the role profile. The Committee agreed.</p> <p>ACTION – Update role profile to include support that will be provided to Board Champions by CBH.</p>	<p>AW/RW</p>
--	---	--------------

	<p>TB commented that it was good to know that NEDs could come to the company if there were areas of focus where they would bring additional expertise. She highlighted also the value of external roles for bringing additional sector insight, such as roles held with the National Federation of ALMOs (NFA). TB highlighted that there were opportunities for Board to change or add Board Champion roles should areas of focus change in the future.</p> <p>The Committee reviewed and recommended to the Board:</p> <ol style="list-style-type: none"> 1. The proposed table of Board Champions as set out in Appendix 1. 2. The draft Board Champion Role Profile included in Appendix 2, subject to the changes noted in the minutes. 3. The proposed process for appointing a Board Champion. 	
<p>6</p>	<p><u>Approve Committee Workplan for 2023-24</u></p> <p>AW introduced the draft Committee workplan for 2023-24 and explained that many of the items the Committee has been setting up are now fully embedded and running well. He highlighted that following a review of the governance cycle the Remuneration & Nominations requirements can now be managed through 3 meetings annually rather than 4. AW noted that these meetings would be held on the 15 June, 12 October and 14 March and that it was recommended that start times would continue to be 6.15pm to enable Committee members attendance. He highlighted that a workplan has been included but additional items may be added or adjustments made as needed throughout the year.</p> <p>The Committee approved the Committee Workplan and Meeting Schedule for 2023-24.</p>	
<p>7</p>	<p><u>Agree confidential minutes of the 15.09.22 meeting</u></p> <p>The Committee agreed the confidential minutes of the 15.09.22 meeting were a true record.</p>	

	<p><u>Succession Planning (Standing item).</u></p> <p>AW introduced the report and highlighted that it covered tenures, recruitment, the skills matrix and nominations. He highlighted that no changes to tenure or additional recruitment was anticipated before October 2023. AW noted that with the exception of 1 co-optee position, all positions on the Board were now full. He added that as discussed earlier in the agenda, nominations for vacant Board Champion roles and the position of Vice Chair of the Board will be discussed with Board in January 2023.</p> <p>AW explained that the skills matrix had been updated as part of MS's induction with no significant overall change to the cumulative skills level. He highlighted that there had been some minor changes to the lowest scoring skills, with legal (including company law) now appearing in the five lowest scoring skills. AW added that new property supply remains our lowest overall scoring area. He noted that additional training had been organised for Board in early 2023 around housing sector regulation with Eamon McGoldrick from the NFA and around property compliance with Pennington Choices. TB noted that the skills matrix will be updated with NEDs following this training.</p> <p>MS commented that it was good to see that there was a very stable Board now, with a lot of new NEDs bringing a fresh perspective. He noted that it was important to remain open to new skills that may be needed as new challenges appear. MS highlighted that Board should be prepared to look outside itself for further expertise and support when needed. TB noted that we still have the capacity to appoint an additional co-optee if needed. AW noted that when we discuss the Articles of Association with CBC we can also discuss the potential to increase Board size to 12 voting members.</p> <p>MS commented that it was also useful to have Council NEDS providing CBC's perspective and strengthening the relationship between CBC, CBH and Board. SS agreed whilst noting the different</p>	
--	---	--

	<p>role CBC Councillors play when they are acting in their capacity as CBH Board members.</p> <p>The Committee considered and provided feedback on the succession matters raised in the report.</p>	
--	--	--

Meeting Closed at 19:23



Signed.....

Date: 16/03/2023

Chair of the Remuneration and Nominations Committee
(Digitally signed)