

Minutes from Online Remuneration and Nominations meeting - Non-Confidential held 16th March 2023

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

Item	Notes	Action for
1	<p>Meeting commenced at 18.19</p> <p>No apologies received.</p> <p>No declarations of interest.</p>	
2	<p><u>Agree non-confidential minutes of the 08.12.22 meeting and to note progress on current action points</u></p> <p>The Committee agreed the non-confidential minutes of the 08.12.22 meeting were a true record and noted progress on current action points.</p>	
3	<p><u>Annual NED Appraisal Policy Review</u></p> <p>AW introduced the review of the NED Appraisal Policy and explained that we have developed a strong appraisal process that concentrates on NEDs strengths and development needs, and ensures that there is an appropriate process for responding to under performance. He highlighted that a number of changes had been recommended to the Committee to clarify the scoring used in appraisals, to reflect changes to the Vice Chair of the Board Role Profile and to recognise GDPR requirements. AW noted that we</p>	

	<p>have also now included the annual declarations as part of the appraisal process.</p> <p>MS commented that he had reviewed the Policy with the governance team and highlighted that the updated scoring sought to establish that achieving the required standards was also something NEDs should be proud of despite being a middle score. He explained that he wanted this to be a positive process that helped NEDs to identify areas that they would like to strengthen. MS added that it will also enable discussions with NEDs who may be struggling in particular areas or losing interest and help us to support them. TB noted that there is also opportunity as part of the appraisal process for colleagues and fellow NEDs to provide feedback. She commented that this feedback may be more or less positive than individuals are about themselves and that the Chair can use this feedback to reach a more balanced score with a NED during the appraisal meeting.</p> <p>BG asked what performing well or poorly looks like for an NED and how we measure their contributions beyond things like attendance. TB commented that we can look at things like whether they are prepared for meetings or whether they are disinterested. AW added that we also consider the behaviours and responsibilities laid out in the NED Code of Conduct and NED Profile which sets out expectations for NEDs. MS commented that it was important that contributions at meetings were relevant and reflected CBH's core values and beliefs. He noted that the frequency of contributions was less important but it was also important that NEDs do contribute to areas where they have particular expertise. MS explained that the appraisals will address area where NEDs show a complete lack of interest, rarely contribute in areas where they have knowledge, and are displaying behaviours and values that don't represent CBH. He highlighted that the appraisal form also provides opportunities for NEDs to reflect what excites them, why they are on the Board and the difference they can make. SS commented that the appraisal process including consideration of additional roles and</p>	
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	<p>input from other parties ensures that we can build a rounded view of NEDs impact on CBH.</p> <p>MS asked for further details of the changes relating to GDPR. AW explained that whilst feedback submitted as part of an appraisal is confidential, the subject of the appraisal is able to request to see it through a subject access request. He noted that the feedback provided would be anonymised.</p> <p>The Committee reviewed the updated Non-Executive Director Appraisal Policy and process and recommended it to Board for approval.</p>	
<p>4</p>	<p><u>Review of NED Induction Policy</u></p> <p>AW introduced the review of the NED Induction Policy and noted that only minor changes had been recommended to the Committee, primarily to update references to other governing documents. BG commented that it was a really thorough induction. SS agreed that it was an excellent, wide-ranging introduction to CBH. He asked whether the Committee felt that the level of detail was appropriate and manageable. BG commented that the time with AW and RW had been really helpful. She noted that it would be beneficial to have additional support to monitor what has been completed and ensure core areas have been covered. AW confirmed that we would take this on board. TB commented that NEDs are not expected to learn everything immediately and that it was important that they are not overloaded. AW agreed and noted that we ensure NEDs are given flexibility with their inductions so they are not overwhelmed. He highlighted that Council NEDs, who are also new councillors will often need to delay the CBH induction whilst they complete their council inductions. AW added that the focus shouldn't be on what NEDs don't know yet but on what they are already bringing to Board.</p> <p>MS noted that this has been the most efficient induction he has experienced and shows how CBH values NEDs. He asked whether providing this induction was a burden for CBH colleagues. SS</p>	

	<p>commented that it had been a lot of pressure on AW and RW to initially build the process but that the induction is spread across a number of colleagues and departments. He added that the quicker NEDs are introduced to CBH the sooner they can support colleagues' work. MS asked whether colleagues receive a similar induction. SS confirmed that colleagues also receive a full induction but that it is delivered differently to balance the information provided with the need to not impede their day-to-day work.</p> <p>The Committee reviewed the updated NED Induction Policy and recommended it to Board for approval.</p>	
<p>5</p>	<p><u>Review of NED Disciplinary and Removal Policy</u></p> <p>AW introduced the updated NED Disciplinary and Removal Policy and noted that this had last been approved by Board in January 2022 and had not been used in the interim. He explained that the Policy had been transferred into the most up-to-date policy format which had led to a number of recommended changes to improve alignment with other policies. AW added that we have also added clarity to areas where we felt it was necessary.</p> <p>TB commented that it was good to see that the language had been changed to be more positive. MS commented that it was good to see such a well-considered Policy. He noted that exiting people from any organisation or Board is a difficult situation, that can be painful for both the individual and the organisation. MS highlighted that it was good to have such a clear process in place. He asked whether it had been reviewed by legal advisors. AW confirmed that it had been reviewed by a number of people and that the previous draft had been reviewed by Sherbornes Solicitors. SS suggested that we ask Sherbornes to review the new draft before it is recommended to Board for final approval. The Committee agreed.</p> <p>ACTION – Schedule a review of the updated NED Disciplinary and Removal Policy with Sherbornes Solicitors.</p>	<p>AW/RW</p>

	<p>The Committee considered and recommended to Board for approval the updated NED Disciplinary and Removal Policy and Process, subject to a review by Sherborne Solicitors.</p>	
	<p><u>Succession Planning (Standing item)</u></p> <p>AW introduced the report and explained that it considers tenures, recruitment and appointment, skills, and nominations. He noted that there were no changes to tenure anticipated until October 2023, when David Clowes would be due for re-appointment. AW added that as the Board was now full it is not anticipated that any recruitment will be required in 2023.</p> <p>AW explained that training had been provided for Board in January by Eamon McGoldrick, managing director of the NFA, in response to a low score for housing sector regulation identified through the skills matrix. He added that additional training had also been provided by Pennington Choices the night before around property compliance, which was another lower scoring area. AW explained that we will now be reassessing the skills matrix with NEDs. He added that whilst new supply remains the lowest scoring area overall, a Board InSight Programme session has been scheduled on development with Alison Salter (Head of Development) in September.</p> <p>AW highlighted that the Board Champion for Risk position is due to become empty in March, but that a candidate had put themselves forward for the role, and it was anticipated that they would be appointed by Board in March. He noted that we are also currently seeking expressions of interest for the position of Vice Chair of the Board, as discussed at the Board meeting in January. AW added that an additional appendix has been included in the report to reflect additional positions held by NEDs to ensure that the Committee has oversight of these roles.</p> <p>TB noted that Andrew Parfitt is currently appointed as a co-optee until October 2023. She explained that Board are able to appoint</p>	

	<p>individuals as co-optees for a number of years, who are treated as full Board members but without voting rights. TB added that we can have up to 2 co-opted members at a time. MS asked whether they were appointed to cover specific skill needs for CBH. TB confirmed that this was the case and noted that whilst being a co-optee does not guarantee a Board position, Board does have the option to appoint a co-optee as a full NED when a position becomes open.</p> <p>MS asked how we decide when the skills a co-optee is providing are no longer needed and how we end their service in a positive manner. TB explained that they are appointed for a set period and it is Board’s decision on whether that should be extended. AW commented that co-optees’ positions are generally reviewed annually and involve consideration of the skills matrix and a conversation with the Chair during the co-optee’s appraisal about whether they want to stay and we want them to stay. BG asked how we measure the impact a co-optee has had given the short length of their tenure and the specific purpose they are fulfilling. AW commented that this was an interesting conversation as currently co-optees are measured in the same way as NEDs, he noted that it would be beneficial to consider this further in the future. BG agreed and highlighted that it would provide clarity to the co-optees role and prevent drift.</p> <p>TB noted that there may also be a possibility that we could expand the Board numbers to 12 with the support of CBC, if we had a co-optee with skills that we didn’t want to lose. SS agreed that this would give us flexibility but that any review of Board size would need to consider gaps in skills during any review. He noted that it was right that we continue to review co-optees positions annually. MS agreed that it was good to have the option to strengthen an area where we may need more experience but noted that there may equally be times when we need to say goodbye as business needs change. He added that co-optees were a real strength for CBH and allowed us to respond to new legislation and new business areas. SS agreed that they offer us the opportunity to bring something different to the organisation and can provide experience, knowledge</p>	
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	<p>and partnership possibilities. He commented that it would be beneficial to consider how we use the role and what values they add to the business.</p> <p>The Committee considered and provided feedback on the succession matters raised in the report.</p>	
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Meeting Closed at 19:05



Signed.....
Chair of the Remuneration and Nominations Committee
(Digitally signed)

Date: 19/06/2023