



PUBLIC MINUTES
of the Nominations and Remuneration Committee (NRC) meeting
on Monday 15 January 2024 at 1400
Virtual – via MS Teams

8. Remote and virtual participation

8.1 Any member may validly participate in a meeting through the medium of conference telephone, video conferencing or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or relevant part thereof. A member so participating shall be deemed to be present in person at the meeting, and shall accordingly be counted in a quorum and entitled to vote.

8.2 A meeting shall be deemed to take place where the largest group of those members participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is.

Members

Paul Smee (PS)	Chair (located in London)
Bernadette Conroy (BC)	
Deborah Gregory (DG)	

In attendance

Fiona MacGregor (FM)	Chief Executive
Jonathan Walters (JW)	Deputy Chief Executive
Richard Peden (RBP)	Director Finance and Corporate Services
Emma Tarran (ERT)	Assistant Director, Head of Legal and Company Secretary

Minutes:

Christine Kitchen	Board Secretary
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1 Welcome and introductions

01/01/24 There were apologies from Jo Boaden (JBo). She had submitted her queries to the Chair ahead of the meeting.

2 Declaration of interests

02/01/24 No new declarations of interests from members. Executive officers explained their interest in the discussion on agenda item 5.

3 Minutes of last meeting – 25 September 2023

03/01/24 The minutes of the last meeting were APPROVED, subject to minor typographical errors.

4 Matters arising

04/01/24 NOTED.

5 Pension scheme update

- 05/01/24 RBP introduced the paper which was an update on the decision to leave HCAPS pension scheme and move staff currently enrolled in HCAPS to the Civil Service Pension Scheme (CSPS).
- 06/01/24 The consultation with staff was started in October and closed 18 December 2023. RSH appointed professional advisers (GAD, Trowers & Hamlin and Redhouse), to support the consultation and in addition to the formal consultation briefing sessions for staff, RSH commissioned GAD to provide tailored sessions for a small number of staff with existing CSPS benefit accruals from previous employment.
- 07/01/24 A summary of the FAQs from the consultation and the consultation summary report on the consultation had been shared with the Committee and members were advised that overall, the proposals had a very positive response from staff.
- 08/01/24 PS thanked RBP for the overview and invited questions from members.
- 13/01/24 PS thanked RBP and the paper was NOTED.

6 Forward planning for the Committee

- 14/01/24 RBP opened the discussion stating that, in the past year the Committee has discussed and decided on pay awards for staff. This year, the Committee have reviewed the pension scheme and capacity issues in the RSH. At the last Board meeting, the Terms of Reference (ToR) for the Committee were reshaped and the suggestion is that the Committee looks at workforce planning.
- 15/01/24 In respect of future areas for discussion by the Committee the following topics were suggested:
- NED succession planning; to include induction planning
 - Succession planning more generally
 - Recruitment and resourcing
 - EDI
 - Leadership Development Programme
 - Staff survey – deep dive to understand areas to address going forward
- 16/01/24 BC suggested that NED succession planning should also include induction planning and was comfortable that staff survey which currently sits with the Board, can be moved to N&RC. FM advised that on succession planning, there had been a report a year ago which was focussed more on designated survivor planning rather than succession planning, and the system in place has worked well. She did acknowledge that it would be helpful to consider and write down a succession plan for the Executive to consider leavers and the age of the group. JW confirmed that the N&RC remit would apply just to the Executive and not the wider organisation as that is an operational matter. PS advised that we should not lose sight of the recommendations in the GGI report. **FM**
- 17/01/24 It was AGREED that these topics will be put on a forward planner, and for the April meeting the discussions would focus on:

- Executive pay
- Staff Survey
- EDI actions
- GGI recommendations (post meeting decision - report to July 2024)

18/01/24 PS thanked member and executives for this useful discussion.

7 Any Other Business

19/01/24 BC flagged that we are approaching the end of term of the first term for three members of the Board.

20/01/24 PS is also coming to the end of his term on the Board and has confirmed that he does not wish to be re-appointed. This leaves a vacancy for the role on the Board (which has been taken account of) and also the Chair of N&RC and deputy Chair of the Board. ERT confirmed that there is no formal process for these posts, but a Board decision is required which can be done by a Board resolution. BC proposed that DG is the member that steps into both the roles of Deputy Chair and Chair of N&RC and DG has confirmed her acceptance of this should it be agreed by the resolution.

21/01/24 There were no other matters of business. PS thanked members and officers for their contributions to the discussions.

Date of next meeting: 15 April 2024.