



PUBLIC MINUTES
of the Nominations and Remuneration Committee (NRC) meeting
on Monday 15 July 2024 at 1100
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

Deborah Gregory (DG)	Chair
Jo Boaden (JBo)	
Bernadette Conroy (BC)	

In attendance

Fiona MacGregor (FM)	Chief Executive
Sandy Pacek (SP)	Head of Corporate Services (for agenda item 9)
Richard Peden (RBP)	Director Finance and Corporate Services
Emma Tarran (ERT)	Senior Assistant Director, Head of Legal and Company Secretary
Simon Turner (ST)	Senior Solicitor

Minutes:

Christine Kitchen	Board Secretary
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1 Welcome and introductions

01/07/24 There were no apologies from committee members. Executive member Jonathan Walters had sent his apologies.

2 Declaration of interests

02/07/24 No new declarations of interests from members.

3 Minutes of last meeting – 15 April 2024

03/07/24 The minutes of the last meeting were APPROVED.

4 Matters arising

04/07/24 The updates were NOTED. BC updated the committee on NED recruitment.

05/07/24 BC also confirmed an update on a matter arising.

5 Forward Planner

06/07/24 The updated planner was discussed and standing items agreed. Other items were discussed and dates agreed for the 2025 planner. The board appraisals will be started in February 2025, with the aim that they are completed by April. It was agreed that, consistent with recent practice, this will include a thorough 360 degree review on the Board Chair, led by DG, given that it will be the end of her first three year term of office.

6 Pension scheme update

07/07/24 RBP provided the committee with a verbal update.

09/07/24 BC asked what the implications of this was for the ARA, both 2022-23 and 2023-24. RBP confirmed for this year, the NAO are due to complete their year end audit after which the ARA will be finalised and could be laid before Parliament in November or December and to this end there might need to be an additional on-line meeting in November of ARAC and Board. In respect of the ARA for 2022-23, it was acknowledged that these could be laid before Parliament in September.

7 Pay award

10/07/24 RBP gave the committee a verbal update. The Civil Service pay award applies to all staff up to Assistant Director level and we are usually advised of the level in March/April each year. However, the last government delayed the announcement and we have had no guidance or update on when the new government will issue the information. When we get the details, we will engage with the Unions.

8 Recruitment and Resourcing

11/07/24 RBP flagged the key issues in the report:

- Drop in the number of vacancies.
- The phased recruitment for regulatory engagement has just entered the last phase to be completed in October 2024. RBP confirmed that the figures in the paper are against the fully planned figures from a year ago and post the consumer regulation recruitment drive. However, consideration will be given to the level of resourcing needed for the RE team based on our experiences of the first few months of the new regulatory regime before committing to the final phase of recruitment.
- Data analyst post – we have filled four posts.

13/07/24 RBP said that the significant number of new RE staff are from varied backgrounds and experience and have in the main been settling in well and showing high levels of enthusiasm. Probationary periods are six months.

14/07/24 In respect of the use of AI and decentralisation, RBP said that currently we continue to gather and analyse data coming in through the usual routes and there is a lot of work that needs to continue, so freezing recruitment in an area

of the business that is under pressure is not an option. We are already addressing the use of AI, but currently do a lot of our analysis using a range of tools, whilst controlling the use of applications such as ChatGPT.

16/07/24 Whilst acknowledging that the staff wellbeing survey had not closed, DG asked if there were any concerns.

17/07/24 DG thanked Executive for the assurance provided both in the paper and in discussions.

9 Organisational Development (OD) update

18/07/24 SP joined the meeting to present the second OD update. This report covers the activities in the various workstreams and the highlights are:

- Completion of the Leadership Development Programme (LDP) – just one executive session to complete. The next steps are to continue the work as part of BAU.
- Development of work on leadership values and behaviours – launched at the staff conference.
- Other workstreams covered in the annex.

19/07/24 BC asked how the business will evaluate if the LDP is working and SP advised that there are a number of measurable systems – H&S/wellbeing surveys, series of workshops on leadership values and behaviours with teams. She also confirmed that there have been two leadership surveys and the one done in November 2023 helped set the expectations of the senior team. These outcomes were used as the benchmarks for the LDP and the questions are the same used in the subsequent surveys, to enable a comparison.

20/07/24 SP advised that the scoping work for developing a people strategy has started, but at the moment there is no target date. In respect of the refresh of the EDI strategy, ERT confirmed that this will be run alongside the people strategy work to allow synergies when possible. The EDI sounding board will be involved, and we have invited new staff who are interested to join. Connected to EDI, DG asked if, through the recent round of recruitment, we have improved our EDI representation. RBP advised that at lower grades the figures are good, however there is room for improvement at senior levels. He committed to bringing back a paper to the October meeting, on the recruitment statistics in respect of EDI.

RBP

10 GGI recommendations

21/07/24 Members recollected the board effectiveness review that was conducted by GGI in 2023 and the recommendations that came out of that review. There was agreement amongst all members and executive officers that the recommendations did not flag any new or worrying areas and most were already on our radar. However, we need to capture work done already which also support the recommendations and our next steps.

22/07/24 BC confirmed that she has had discussions with FM on this and is planning to remind all board members. We regard good and improving governance as important, and we need to link this aim to our corporate plan and corporate objectives and evaluate progress. FM added that we need to be more

consistent at capturing what we are already doing. This linked into the next agenda item on board effectiveness.

11 Board Effectiveness

23/07/24 RBP advised that it was time for us to do the next board effectiveness survey which will be done in-house. He sought committee members' views on whether the last survey used, which was included in the pack, captures what we want it to and will show if we are achieving the continuous improvement we aspire to.

24/07/24 It was acknowledged that the survey is a snapshot in time, and BC added that she wanted the board members to provide considered responses to the questions. **Next steps:** BC and CK to consider the survey questions and also the layout of the survey to facilitate specific feedback via more free text boxes. The revised survey will be shared with N&RC for review by correspondence before it is launched over the summer and consider the results at board in October.

BC/CK

12 Review of papers

25/07/24 Papers were considered to be appropriate and good quality.

13 Any Other Business

26/07/24 There were no other items for discussion. The Chair thanked members and executives for their contributions to the discussions.

Date of next meeting: 14 October 2024.