



PUBLIC MINUTES
of the Nominations and Remuneration Committee (N&RC) meeting
on Monday 17 February 2025 at 1400
Virtual and FG48

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)	via MS Teams
Bernadette Conroy (BC)	

In attendance

Kate Dodsworth (KD)	Chief of Regulatory Engagement – via MS Teams
Fiona MacGregor (FM)	Chief Executive
Sandy Pacek (SP)	Head of Corporate Services - via MS Teams for agenda item 7
Richard Peden (RBP)	Director Finance and Corporate Services – via MS Teams
Emma Tarran (ERT)	Senior Assistant Director, Head of Legal and Company Secretary
Jonathan Walters (JW)	Deputy Chief Executive

Minutes:

Christine Kitchen	Board Secretary
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1 Welcome and introductions

01/02/25 There were no apologies from committee members. DG advised that there will be an additional three verbal updates - from BC (NED recruitment) FM (executive objectives) and ERT (committee self-assessments).

2 Declaration of interests

02/02/25 No new declarations of interests from members.

3 Minutes of last meeting – 14 October 2024

03/02/25 The confidential and public minutes of the last meeting were APPROVED, subject to one amendment.

4 Matters arising

- 04/02/25 The updates were NOTED.
06/10/24: N&RC self-assessments: ERT to provide update.
N&RC committee member input to agendas: DG confirmed she had received input from members and will reflect this in the discussion on the forward planner.
24/10/24: Document repository: CK confirmed MS Teams channel for recordings of teach-ins, however at this stage not for meeting papers. A new platform for papers will be considered once we have transitioned IT.
15/06/24: NED Succession and induction planning: BC to provide verbal update on the former. On the latter it was noted that the induction programme had been finalised and dates sent out to the new NEDs as well as all other Board members.

5 Forward Planner

- 05/02/25 DG advised that following her conversations with members and in line with the N&RC ToR she had some suggestions for the agendas for the next three meetings (over and above the standing agenda items already noted on the Forward Planner). To help keep these under review, she also requested that minutes are circulated within the month and ERT confirmed that following a review of the process for the circulation of minutes, this will happen.
- 06/02/25 In relation to HR policy , the discussion was initially specifically about staff long term sickness. RBP advised that there was no specific policy with that title, however staff T&Cs set out sick leave entitlements and other HR policies (e.g. supporting attendance policy) cover how sick leave is managed and monitored. It was clarified that the committee are not seeking to get involved in the detail of individual policies, but rather they wish to get assurance that the coverage of key issues is appropriate.

6 Recruitment and resourcing

- 07/02/25 RBP advised members that as a fee funded organisation we are required to project for recruitment and resources in advance of need to ensure that we have adequate fee income to afford the posts. The figures presented in this paper were those that were agreed as part of the structure to prepare us for the April 2024 changes and beyond. Not all vacancies have yet been filled in RE and there have also been some vacancies in Strategy and I&E. Strategy and I&E have already seen successful recruitment. There was a discussion about the link between resources and fees and it was confirmed that we cannot hold reserves and therefore have to focus on gross costs and then rebate, as necessary. JBo flagged that we need to keep an eye on the scale of the headroom and to factor in the numbers at which we can function effectively. Officers agreed and confirmed they are mindful of this. Officers also explained that recruitment has been progressive rather than aiming to be 100% staffed up by day one. KD advised that in respect of RE, there particularly needed to be flex built into the numbers, especially in respect of LARP regulation as we build the programme of LARP inspections, which was never intended to increase in a straight line.
- 08/02/25 DG acknowledged that Executive regularly review the resource requirements and JW confirmed that we will consider how many additional posts will be required. He added that this is part of what the People Plan will cover, as well as how we drive efficiencies in the organisation. The People Plan will also

focus on how we drive culture and behaviours, which is connected to efficiency. We will however continue to aim for appropriate flex in the numbers. Committee were also advised that this is an area that the FRAP regularly hold us to account on.

7 Organisational Development

- 09/02/25 SP joined the meeting and RBP and JW gave members an overview of the work that is underway on the development of the People Plan (PP). This is an important project for the organisation and will help achieve efficiencies and embed excellent culture and behaviours in the organisation.
- 10/02/25 BC queried how the Executive will ensure that the PP addresses any challenges the organisation faces internally and externally, and how it will translate into improved behaviours and culture. She asked what the impact of the PP will be for staff and the organisation and how we will get assurance as to that impact. The committee and officers discussed these questions.
- 11/02/25 SP advised that culture workshops with AD teams, G19s and line managers have started and work on the skills framework is also underway, which will review role profiles. Planning is also underway on workforce planning and talent management. It was acknowledged by committee members that this work and the commitment from the Executive and the Senior Leadership Group to drive the PP forward is positive. It was also noted that as a result of the work, and perhaps as a sign that it is having an impact, it is possible that the results of the staff survey, which is due to be rolled out in the Summer, will be less positive than in previous years. DG said that the discussion had been helpful for the committee to understand the drivers for and the work taking place in the PP, and they look forward to receiving further updates.

8 Designated Survivor Plan (DSP) update

- 12/02/25 RBP advised that this was for information and was an update on the document that had been produced during the Covid pandemic and now reflects the changes in staff/roles amongst the Executive team. Members noted the changes and explanations provided. In particular, members noted that while the DSP covers immediate high-level needs, as part of the People Plan a long-term succession approach is also being developed.

Verbal updates as requested by the Chair.

9 NED recruitment

- 13/02/25 BC updated members on the latest position on NED recruitment. Interviews for the generalist position have started and the finance interviews will be in early March. Baroness Taylor is supportive of this recruitment and understands the importance of providing Ministerial sign-off as soon as possible
- 14/02/25 Assuming the appointments have been made, we should be able to review the board skills matrix in May and then consider committee membership. FM added that the skills matrix is kept up to date which demonstrated the gap in housing expertise and led us to advertise for candidates with housing experience.

10 Executive team objectives

15/02/25 FM explained the executive objective-setting process. She explained that objectives roll on year on year, but evolve, and for FM/JW and KD, these will take themes from the Corporate Plan, the framework document and other key documents. Objectives for relevant senior executives may also now pick up themes from the People Plan. Corporate/Strategic objectives cascade down to the other members of the Executive team, and in-turn down through every team. Some objectives are timebound, but not all can be.

11 Committee self-assessments

16/02/25 ERT gave members an update on where we are with the planning for the committee (N&RC and ARAC) self-assessments. She advised that she is working with FM and CK to develop a new set of questions, which represents an evolution from the questions used with ARAC last year, refreshed and slightly reorganised so that where questions are common to both committees (and indeed the Board) we can maximise comparability. We think it would be helpful to be able to compare performance both over time and in relation to different committees, and where relevant the Board. The plan is to send the draft questions to the Chair of the Board and the Chairs of the two committees simultaneously for feedback and then to run the assessments during March for results to be collated and the results considered at the April/May meetings. The board assessments will follow the two committee assessments, and ERT suggested that it might be helpful to use the work on these self-assessments to inform the board self-assessment. Members thanked ERT for this update.

12 Review of papers

17/02/25 Papers were considered to be appropriate.

13 Any Other Business

18/02/25 There were no other items for discussion.

Date of next meeting: 19 May 2025.