



PUBLIC MINUTES
of the Nominations and Remuneration Committee (N&RC) meeting
on Monday 19 May 2025 at 1100
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

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| Deborah Gregory (DG) | Chair |
| Jo Boaden (JBo) | via MS Teams |
| Bernadette Conroy (BC) | |

In attendance

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| Kate Dodsworth (KD) | Chief of Regulatory Engagement |
| Fiona MacGregor (FM) | Chief Executive – via MS Teams |
| John O'Mahony (JOM) | Assistant Director Corporate Services - 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:

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| Christine Kitchen | Board Secretary |
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1 Welcome and introductions

01/05/25 There were no apologies from committee members.

2 Declaration of interests

02/05/25 No new declarations of interests from members.

3 Minutes of last meeting – 17 February 2025

03/05/25 The confidential and public minutes of the last meeting were APPROVED.

4 Matters arising

- 04/05/25 The updates were NOTED.
06/02/25: HR Policy Map: scoping for the IA will be discussed and likely to be reported on in Q2 or Q3.
16/02/25: ARAC and N&RC committee self-assessments: to be discussed at Board in June 2025.
15/01/25: NED Succession and induction planning: induction training rolled out had been very well received both by new NEDs and as a refresher for other NEDs to attend. The two new NEDs will be asked if there were any other areas they would want covered in future sessions. The same programme will be rolled out for the next appointed NEDs.

5 Forward Planner

- 05/05/25 The forward planner was NOTED. An additional N&RC meeting will be scheduled for the end of June 2025 to review the staff pay award. 2026 N&RC meeting scheduling to reflect key reporting/approval timescales. **CK**

6 Recruitment and resourcing

- 06/05/25 RBP presented the paper which set out the recruitment position as of March and gives a forecast to June 2025. He advised that all the planned recruitment for the new structure will have been completed by the end of June but allowed for a buffer for additional RE roles that might be required. We have not experienced any problems with recruiting to the new roles and overcame the initial problems we had recruiting data analysts. RBP invited comments from members.
- 07/05/25 BC asked the following questions:
- In terms of the level of recruitment, as we have achieved capacity, how well have the new recruits fitted our capability criteria? We will be coming to the end of probation for a number of these recruitments, have they all completed their probation successfully?
 - What level of long term sickness is there in the organisation and what is the impact of this on the business?
- 08/05/25 In response to these queries, KD and RBP confirmed that most of the appointments have been in Regulatory Engagement and there has been no compromise on quality of recruits. The very good induction and training programme and performance management have dealt with any issues during the probation period. There is to be an internal audit review on growth, capacity and capability which will be presented to ARAC and early reports on the findings of that audit are positive.
- 09/05/25 There are no pinch points in the organisation as a result of long term sickness.
- 10/05/25 JBo queried other key issues facing us such as the possible changes as part of the Spending Review, possible cuts, use of AI and other issues which could potentially impact recruitment and retention and our preparedness for these changes. RBP advised we are now fully fee funded and we will have to justify our fees through FRAP. In respect of use of AI, we continue to explore where the use of AI will be helpful. Our systems will be dependent on MHCLG's digital strategy and use of AI. We are addressing this in our People Plan (PP) and we will ensure we have the skill sets to be flexible and agile and ensure we are

clear on the skills we require in our role profiles to ensure we run successful recruitment. JW confirmed that the Executive are thinking forward to where we want and will be in 2028 and what regulatory model we need and how to develop these. He confirmed that we will be discussing this further with Board, when Executive thinking is clearer on the next three years of regulatory engagement and our regulatory construct.

- 11/05/25 BC agreed that we should be cautious that we do not adopt a knee jerk reaction and that we need a clear narrative on our three year plan and the new combined CR and RE regulation model. KD supported this and added that the PPhas been written to support this narrative – we are one year into a four year plan and not long into the new Government, but we can take control now and be clear where we will be in four years' time.

7 Organisational Development and People Plan

- 12/05/25 JOM joined the meeting and presented the paper which was the third OD update and this time covered the PP and EDI.

- 13/05/25 *People Plan:* the strategy was re-launched at the beginning of May and was well received by staff and the refreshed version included the refreshed Values and Behaviours statements. G19 staff have been involved and have contributed greatly and provided useful insights to support the build out of next steps. There has been some re-profiling of delivery, primarily due to unanticipated demands on the L&D team, but assurance was given that we are still on course to deliver programme by end of the financial year.

- 14/05/25 *EDI:* the main update in the paper was to draw out a change in approach on our EDI strategy. We had originally thought we could deliver it through the PP, however as we refreshed that strategy it became clear that was not the right approach. The PP is broad, but narrower than all the work we do on EDI, and the infographic in the PP helps set this out. KD added that the EDI strategy needs to be very succinct and will be referenced in the PP but needs to separate out the principles but complement the PP. The Corporate Services team discussed this with Executive and the SLG EDI group and agreed to have a reset of our approach and CS are currently carrying out detailed analysis of trends in demographics and recruitment since the RSH became standalone to help us understand where to focus our efforts, what to keep doing and what to stop doing. The revised proposal will be discussed with Executive on 6 June and will provide a clearer view on next steps. The staff survey which is due to be launched in mid-June will also provide a wealth of useful data. The 2024/25 Equality plan which is part of the EDI strategy and the Pay Gap reports have been published.

- 15/05/25 Members all agreed the PP was a very well written document. The following questions were raised by committee members on the PP and EDI:
- How will we measure the success of the PP?
 - How will the organisational efficiencies we are driving through over the next three years be linked to the PP?
 - What is the reaction of new staff to our hybrid working arrangements?
 - How are we addressing the supreme court ruling in regard to changing rooms/toilets in our offices?

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| 16/05/25 | JOM confirmed that the success of the PP will be measured via KPIs which are being reviewed by the Executive and also data from staff survey, HR data and stakeholder metrics. KD added that we could include performance measures in future reports. As part of the work on team planning, we will look at efficiency and how the work in teams is delivered but there was acknowledgement that there is still work to be done. JBo said that it should not be just about efficiencies via KPIs, it needs to address in the PP, all the areas where we might be impacted. DG requested that we include a more detailed assurance seeking review of the constituent parts of the PP into our Forward Plan in addition to a more general update on the PP. On the proposed agenda for the September meeting, we are due to cover Organisational Effectiveness and EDI. At the November meeting we could look at Demonstrating Excellence in Leadership and Management, and Working Together To Deliver our Purpose by Developing 'One RSH' Culture. | JOM |
| 17/05/25 | We are clear on our ways of working in all role profiles and are clear in interviews so that we can manage expectations of new recruits on hybrid working. We have to work with what is best for the organisation, and after staff, office costs are the next biggest expense for the RSH. We have four or five office licences due for renewal and we will reconsider our requirements at that point. JOM advised that all our office spaces are within other building premises, so we do not have direct control on facilities which fall to the landlords, but most buildings do have gender neutral facilities. DG asked that N&RC are advised when there are any updates and if there are any concerns raised by staff. | JOM/RBP CK for planner |
| 8 | N&RC self assessment | |
| 18/05/25 | ERT presented the results of the self-assessment which were self-explanatory and comments were mostly positive. It is good that both the N&RC and the ARAC have now completed these self-assessments and DG will give Board a verbal read-out of the results at the May Board meeting. The Board will get a complete report on the results of the Committee assessments later in the year and the Board self-assessment will be carried out in the Autumn. ERT addressed the point raised in the N&RC assessment about the Chair of the Board being a member of N&RC and reported that she could find no rules in either the public or private sector codes of governance, that suggest this is not good practice. It was acknowledged that the Chair of the Board acts strictly as a committee member. ERT also stressed that all our NEDs are independent at appointment, other than FM who is a member ex officio in her capacity as the Chief Executive. The erroneous entry in the results which refers to ARAC was flagged and ERT advised that the decision to leave it in the responses was to avoid any perceived lack of transparency, especially as the number of responses is so few as the committees are relatively small, and because it wasn't clear whether the error was in the terminology or the full content. | |

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| 19/05/25 | DG picked out some themes from the responses, stressing that the N&RC has only been operational in its current structure/remit for just a year. | DG/JL/ RBP |
| | <ul style="list-style-type: none"> • Overlap between ARAC and N&RC – DG suggested that the Chairs of the two Committees meet with RBP to check if there are any overlaps. • Comment about Executive Team – FM responded saying it was difficult to know if the comment was in reference to the bedding down of the new remit of N&RC but gave assurance that the Executive team will be mindful of this at future meetings. | |
| | <ul style="list-style-type: none"> • DG to review the forward planner to ensure there is a spread of papers providing strategic overview, to enable the N&RC to provide the assurance to the Board on the organisation and all aspects covered in the ToRs,. | |
| | <ul style="list-style-type: none"> • More written reports with emphasis on areas of concern. • Minutes from the N&RC will be shared with the Board after they have been signed off by the Committee. | |
| | | DG |
| | | FM |
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9 Staff Pay award

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| 20/05/25 | RBP advised that there is a Government preference for the timing of all Civil Service pay remits to align across all CS bodies and the current Government want to bring the announcement of the pay award forward in comparison to 2024. However as at the date of the meeting there has been no news in respect of our pay award. Going forward reporting to N&RC on pay award in May will be ambitious so there was a suggestion that June would be better to review a pay award. We will need to have an additional meeting this year, at the end of June to discuss the pay remit. It was AGREED that for 2026, the N&RC meetings would take place in June, September, December/Jan and March which will help align with the timing of pay award and any other key deadlines. | RBP/CK |
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10 Board recruitment/Committee membership/induction/appraisals

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| 21/05/25 | BC combined updates for agenda items 10-13. | |
| | <i>Board recruitment:</i> BC updated on the current position of new NED recruitment. | |
| | <i>Committee membership:</i> One of the two NED posts being recruited will be the replacement for Richard Hughes, and BC advised that he will be leaving at the end of May having discussed this with her Item on next agenda to discuss Committee membership. | |
| | <i>Board induction:</i> all the sessions delivered have been very well received. It was confirmed that the same induction will be rolled out to the new NEDs once in post and existing members will be encouraged to attend if they had missed any of the sessions. | |
| | <i>Board Appraisals:</i> the themes arising from board appraisals: | |
| | <ul style="list-style-type: none"> • Many members said they value having guest speakers at Board meetings. • Many are keen to know how, as a Board they will be able to measure the long term impact of consumer regulation. • How the Board can help ensure that our narrative of being a bold and competent Regulator is relayed to the Sector. • Usefulness of the induction sessions and how we can ensure Board knowledge of the sector is refreshed on a regular basis. | |

14 Papers Review

22/05/25 All the papers were considered to be appropriate and informative.

15 Any Other Business

23/05/25 *Board effectiveness review:* DG queried if the template would remain the same as used last year. ERT advised that she intends to pick up the improvements made to the ARAC template and the N&RC and reflect these in the Board assessment.

Staff survey results: confirm which N&RC meeting will receive the results of the survey.

Date of next meeting: June date to be confirmed to consider pay award.
Next scheduled meeting 15 September 2025.