

ARCHITECTS BENEVOLENT SOCIETY

Nominations and Remuneration Committee

Minutes of the Meeting held online (Zoom) on Monday 1 July 2024, 3.00pm to 4.00pm.

Present: Sangeeta Shenoy (SS), Committee Co-Chair
 Alison Thornton-Sykes (ATS), Committee Co-Chair (until 4.29pm)
 Mark Grzegorzczak (MG), ABS Chair
 Karen Rogers (KR), Committee Member

In Attendance: Katie Vivian (KV), Acting CEO
 Sue Powell (SP), Minutes

Apologies: Kate Marks

1 Welcome and Apologies

- 1.1 Members attended online (Zoom).
- 1.2 SS welcomed attendees and noted apologies for absence.

2. Declaration of Interests

- 2.1 No conflicts of interest pertaining to this meeting's business were noted.

3 Minutes of the last meeting

- 3.1 The minutes of the 30 April 2024 meeting (annexed at A) were agreed as accurate.
- 3.2 The notes of the 20 May 2024 meeting (annexed at B) were agreed as accurate.

4 Matters Arising

- 4.1 The Committee received an update on actions and matters arising since the last meeting.
- 4.2 Minutes of the meeting held on 30 April 2024
 - a. 5.1.2 (ABS Structure): Remains under discussion. MG will attend meeting of the Business, Planning and Working Group (BPWG) scheduled for 17 July 2024 and report back to NR Committee members.
 - b. 5.2.2 (CEO Appraisal Process Review): Awaiting feedback regarding the CEO Appraisal process. ATS will contact Rick McCluggage and Andy McLeish for an update.
 - c. 5.3.2 (HR Software): purchase of HR software is on hold. If this action is taken forward, consideration should be given to how the new system will integrate with ABS finance software to avoid data issues.
 - d. 6.2.3 (Development & Engagement Committee): action on hold pending further investigation. In the interim, MG will attend the 12 September 2024 Development and Engagement Committee meeting.
 - e. 6.3.3 (Finance Consultant): MG will discuss the Finance Consultant's role/service with the Honorary Treasurer and the Finance, Audit and Risk Committee. The outcome will be reported back to the Committee for further discussion and recommendations.
 - f. 9.1.3 (Senior Manager Notice Period): the Acting CEO will consult with relevant senior managers and report back to members at the next meeting. A member of the NR Committee will consult with KV.

4.3 Notes of the meeting held on 20 May 2024

- a. 2.1.2 (Trustee Recruitment): potential interest in appointment to a trustee role in 2025 was discussed informally with KM. Should KM wish to be put forward, this will be followed up formally in compliance with the trustee recruitment process.
- b. 4.1 (Acting CEO Appraisal): MG and one other trustee will conduct the Acting CEO's appraisal. Appraisal training was requested and will be undertaken prior to the appraisal date. Online training options will be investigated, and details circulated.
- c. 5.3 (Co-Chairs' training): details of training options and resources available will be shared with SS and ATS for review.
- d. 6.5.2 (Insurance Claim): RB appealed the decision, but this was turned down by the insurers. No further action.
- e. 6.7.1 (2024-25 NR Meeting Dates): members agreed that meetings should be held every other month starting from September 2024. Dates to be agreed and added to diaries. Further ad hoc meetings will be held, as required.

5 **Co-Chairing Guidance**

- 5.1 It was agreed that members would review the draft Committee Co-Chairing Guidance (annexed at C) and send comments to KV before the next meeting. The document will be updated based on feedback, as appropriate.
- 5.2 The revised draft Co-Chairing Guidance will be presented to members at the next Committee meeting for consideration and recommendation to the Board for approval in September 2024.
- 5.3 The Nominations and Remuneration (NR) Co-Chairs will consider how to apply the guidance to the operation of the NR Committee and report back to members.
- 5.4 Members noted that approving changes to the ABS Chair role would require Board instruction. It was agreed that this would be added to the agenda for discussion at the next ABS Board meeting.

6 **Skills Audit Review**

- 6.1 KV reported on the collated results of the Trustees Skills Audit annexed at D, outlining the review's conclusion and the limitations of results given that the scores are self-assessed.
- 6.2 Members were informed that the outcome of the 2024 skills audit would be used to identify areas for Board development and to inform upcoming group/individual trustee training and recruitment.
- 6.3 It was agreed that the existing Skills Audit form would be reviewed for potential enhancements prior to the 2025 audit.
- 6.4 It was suggested that it would be useful to identify high-skill responses and assess how this correlates with trustee Committee membership.

7 **Trustee Training**

- 7.1 The Committee received a report on the draft Trustee Training Matrix annexed at E. Members discussed the contents of the report and the importance of trustee training for Board development.
- 7.2 KV noted that some training has a cost attached. Members discussed the importance of assigning a training budget. As a starting point, costings for mandatory courses will be explored and details presented to the Committee for further discussion.

7.3 Members noted that Performance and Appraisal training would be beneficial for all trustees and agreed that this should be added to the training matrix.

7.4 It was agreed that details of free training courses should be circulated to trustees as a priority and a training update presented to trustees at the September 2024 Board meeting.

7.5 The importance of maintaining a training record was noted. It was agreed that a Training Log would be created to record completion of mandatory and optional training.

7.6 It was agreed that Charity Finance training for all trustees is a priority. KV will circulate options to Committee for feedback.

8 Succession Planning and Trustee Recruitment

8.1 Trustee Recruitment

8.1.1 The Committee reviewed the draft Trustee Recruitment Pack (Welfare Specialism) annexed at F.

8.1.2 After discussion, members agreed that the recruitment pack should focus more on general charity and fundraising experience and a willingness for future nomination to the role of ABS Chair. Members' feedback will be incorporated into the draft, and a revised version circulated by **12 July 2024**.

8.1.3 Members comments/feedback on the revised draft should be submitted to KV by **19 July 2024**.

8.1.4 Advertising options and costs are being explored and will be shared with the Committee for consideration.

8.1.5 A query was raised regarding responsibility for reviewing candidate CVs. It was clarified that CVs would be submitted to the CEO and reviewed by both the Nominations and Remuneration Committee and Welfare Committee.

8.2 Succession Planning

8.2.1 As the ABS Chair is due to step down in June 2025, members discussed plans for recruiting to the role. It was noted that there has been limited expression of interest from current Board members, therefore appointing to the role should be given urgent consideration.

8.2.2 To take this forward, it was agreed that the ABS Chair would continue to hold discussions with current Board members regarding willingness to be nominated for the role. KR recently discussed this with Board members and offered to share the outcome of the discussions with MG.

8.2.3 Consideration will also be given to how it might be possible to support current Board members, or potentially a future new trustee, to develop into the role.

8.2.4 It was noted that availability of support from a Vice-Chair might encourage nominations for the role of Chair. The Vice-Chair role was removed from the Governance structure, but members agreed that consideration should be given to re-instating it.

9 Policy Review

9.1 The Committee reviewed the Policy Review Schedule for Committees, annexed at G.

9.2 After reviewing the schedule, members proposed adding ABS contractual Employment Policies to the schedule. It was agreed that the draft schedule would be updated, as suggested, and a revised version shared with members.

9.3 Members noted the policies that fall within the remit of the Nominations and Remuneration (NR) Committee and asked for these to be added to the NR agenda for review.

9.4 Concern was raised with regard to potential overlap between the HR focused roles performed by Karen Liddington, ABS HR Consultant, and Kate Marks who is a member of the NR Committee.

9.5 After discussion, it was agreed that Karen Liddington (KL), HR Consultant, would be responsible for HR related operational tasks with Kate Marks (KM) providing strategic support. A document defining the strategic and operational principles of the KM/KL roles will be drafted and shared with the Committee.

9.6 Following discussion of principles behind KM/KL strategic and operational task division, KV noted that KM is currently reviewing ABS's contractual employment policies. It was proposed that this operational task should be transferred to KL. As KL is a paid consultant, this will have budget implications.

10 AOB

10.1 A query was raised about consistency of language around diversity, equality and inclusion. KV clarified that the terminology for ABS's policy is DEI and not EDI.

11 CEO Recruitment Planning [Committee only discussion]

11.1 In addition to feedback previously provided to MG on CEO recruitment planning and the CEO draft job description, the Acting CEO noted the following for consideration by the Committee.

- a. need for clarity concerning the distinction between CEO executive management role and that of the Board when finalising the recruitment pack.
- b. CEO Recruitment pack and Role Description should have a stronger focus on understanding and connecting with ABS's charitable objectives alongside key business skills and experience.
- c. the benefits of using a Recruitment Agency to manage the process was highlighted.
- d. ABS's Marketing and Communications Executive will ensure that the final version of the recruitment pack is within brand guidelines. It was proposed that ABS staff should be updated on CEO recruitment plans before this work begins.
- e. no strong view on CEO recruitment timings and whether this should be prior to decisions on the ABS re-structure was expressed. Members will discuss further and report back recommendations.

11.2 KV and SP left the meeting for Committee members to discuss CEO Recruitment Planning and Role Description.

11.3 SS informed KV after the meeting that the Committee fundamentally agreed with the Acting CEO's comments on the CEO job description. The Committee will seek quotes from two recruitment agencies for comparison with the quote from KL to manage the CEO recruitment.

11.4 KV was asked to provide contact details for agencies to the Committee.

ACTIONS AGREED

Meeting Date	Action Item Number	Minute Reference	Action	Action Owner
01.07.24	1	4.2a	ABS Structure: ABS Chair will attend the 17.07.24 BPWG meeting and report back to NR Committee Members.	ABS Chair (MG)
01.07.24	2	4.2b	CEO Appraisal Process Review: Awaiting feedback on previous CEO Appraisal Process. Contact Rick McCluggage and Andy McLeish for an update.	ATS
01.07.24	3	4.2d	Dev/Eng Committee Review: ABS Chair to attend 12.09.24 Dev/Eng Committee meeting and report back to NR Committee.	ABS Chair (MG)
01.07.24	4	4.2d	Forward 12.09.24 Dev/Eng Committee meeting invite to ABS Chair.	KV
01.07.24	5	4.2e	Finance Consultant: ABS Chair (MG) to discuss with Hon Treasurer (Mark Hodgkinson)/Finance, Audit & Risk (FAR) Committee and report back to NR Committee Members.	MG/MH/FAR Committee
01.07.24	6	4.2f	Consult with ABS senior managers on potential change of notice period (extending from 2 months to 3 months). - KV to discuss with Development Manager (RB) & Welfare lead (HS). - An NR Committee member to discuss with Acting CEO.	KV / RB / HS NR Committee Member TBC
01.07.24	7	4.3b	Circulate Performance and Appraisal training options to NR Committee trustees.	KV
01.07.24	8	4.3b	Trustees conducting Acting CEO Appraisal to complete training before appraisal date. Training options circulated on 02.07.24.	MG/Additional Trustee TBC
01.07.24	9	4.3c	NR Co-Chair training: send list of training options to NR Co-Chairs for review and expression of interest.	KV/NR Committee Co-Chairs
01.07.24	10	4.3e	Send Doodle Poll to NR Committee Members to canvass for regular NR Committee meeting dates. Send meeting invites. Meetings to be held every other month starting from September 2024.	SP/KV
01.07.24	11	5.1	NR Committee to review draft ABS Co-Chair Guidance & send feedback to Acting CEO (KV) before to next NR meeting (meeting date tbc). KV to update guidance based on members' feedback.	NR Committee/KV
01.07.24	12	5.2	Submit revised version of draft ABS Co-Chair Guidance to NR Committee for consideration & recommendation to the Board for approval.	KV

01.07.24	13	5.3	ABS Co-Chairs to review Co-Chair Guidance & report back on how this will be applied to NR Committee.	NR Committee Co-Chairs (SS/ATS)
01.07.24	14	5.4	Board to discuss ABS Co-Chair options (under Board Instructions) at next Board meeting. Add to Board Meeting agenda.	KV/ABS Chair
01.07.24	15	6.3	Review ABS Trustee Skills Audit Form for possible enhancements before undertaking 2025 Trustee Skills Audit.	KV/KM
01.07.24	16	6.4	Identify Trustee Skills Audit high-skill responses and assess how this correlates with trustee Committee membership.	KV
01.07.24	17	7.2	Investigate costings for Trustee training courses & report back to NR Committee.	Acting CEO (KV)/CFO/FAR Committee/NR Committee
01.07.24	18	7.3	Add Performance and Appraisal training to Trustee Training Matrix.	KV
01.07.24	19	7.4	Circulate list of free training courses to all trustees. Update Board on training.	KV/NR Committee
01.07.24	20	7.5	Create Trustee Training log for recording mandatory and optional training.	KV
01.07.24	21	7.6	Circulate Trustee Charity Finance training options to NR Committee for feedback.	KV
01.07.24	22	8.1.2	Incorporate NR Committee members' verbal feedback (received 01.07.24) into draft (Welfare) Trustee Recruitment pack & send revised version to Committee by 12.07.24.	KV
01.07.24	23	8.1.3	Committee to review revised version of draft (Welfare) Trustee Recruitment pack & send any additional comments to Acting CEO (KV) by 19.07.24.	NR Committee
01.07.24	24	8.1.4	Investigate advertising options & costs for new Welfare Committee Trustee post. Share with NR Committee for consideration.	KV
01.07.24	25	8.2.2	ABS Chair Succession Planning: contact current Board members to discuss willingness to be nominated to role of ABS Chair. KR to feedback to MG on outcome of discussion held with members in June 2024.	MG/KR
01.07.24	26	8.2.3	Consider options to support development of current and/or new trustees' skills (to encourage willingness to be nominated for Chair role).	NR Committee
01.07.24	27	8.2.4	Consider re-instating Vice-Chair role into ABS Governance Structure.	NR Committee
01.07.24	28	9.2	Add ABS contractual Employment Policies to Committee Policy Review Schedule. Send updated schedule to NR Committee.	KV
01.07.24	29	9.3	Add NR Committee policies to NR Committee agenda for review.	KV/NR Committee Co-Chairs

01.07.24	30	9.5	Draft guidance clarifying strategic & operational principles for KM and KL roles. Share with Committee for consideration.	KV
01.07.24	31	9.6	ABS Policy Review: scope cost for transfer of ABS contractual employment policies (operational) review from KM to KL.	KV
01.07.24	32	11.4	CEO Recruitment: provide contact details for recruitment agencies to Committee.	KV