



Remuneration and Appointments Committee

Minutes of the Remuneration and Appointments Committee held on 27 June 2019

Unconfirmed

Chair: Ian Muir

Present: Deborah Smith
Simeon London (by phone)
Sarah Botterill (by phone)

In attendance: Leonie Milliner, Chief Executive and Registrar
Amanda Chadwick, Human Resources Manager

Item 1: Welcome and apologies

1. Alison White, Chair of Council was not at the meeting but provided comments to Ian Muir.

Item 2: Minutes and matters arising

2. As the meeting was inquorate, the minutes of the meeting of 27 March 2019 will be formally approved at the October 2019 meeting. Observations and comments were accepted.
3. There were no other matters arising.

Item 3: Remuneration and Appointments Committee annual report

4. The Committee noted the annual report and made the following comments and observations:
 - i. In 2018-19, there was £10,000 less spent on learning and development compared to 2017-18. This is low as a proportion of total employment costs and would be expected to be approximately 3% of total employment costs.
 - ii. In 2018-19, recruitment costs were significantly higher than in 2017-18. This was largely due to the expense of the Chief Executive recruitment process.
 - iii. RaAC fees and expenses were reported as 0.15% of total costs. The executive should reflect on whether they are comfortable with this ratio.
 - iv. The RaAC suggested including budgeted costs within the report.
 - v. A review of the reward and recognition strategy is ongoing.

- vi. The RaAC suggested adding more context and narrative around the staff turnover percentage.
5. The Committee noted that the RaAC terms of reference need updating at a future date, with amendments made in the following areas:
- i. the composition of the Committee in order for it to be quorate should the Chair of Council not be available;
 - ii. greater clarity of the role of the Committee in relation to its oversight of appointments and approval of selection panels;
 - iii. To review point 'h', which states: 'receiving an annual report on HR strategy'. This is now done at each meeting rather than annually.
 - iv. To review point 'j', which states: 'review remuneration of non-executives annually'. This is now done periodically rather than annually.

Item 4: Council and Chair appointments 2019-20

6. The Committee noted the updates to the draft appointments process for a new Chair of Council and two Council members. The committee noted John Pulford's role as IPM for the Chair of Council appointments process and his additional role as panel member in preparing the longlist of candidates, should more than 30 applications be received. The committee also noted updates to the Chair of Council advert, information pack and application forms and Council members re-appointment process.
7. In relation to the Council members re-appointments process, the RaAC noted the following:
- i. No re-appointment is automatic and if the Council member is not fulfilling their contract or expectations for the role, including attendance, there is a robust process to manage this.
 - ii. In relation to a decision regarding open competition, the committee noted the role description and competencies remain broadly unchanged from previous Council member recruitment campaigns.
 - iii. Going through an open competition process is time-consuming and costly, and potentially unsettling for the Council as a team given an open competition could result in the appointment of five new Council members in addition to a new Chair, with consequential impact in terms on continuity in 2024 and again 2028. The forthcoming appointment a new Chair of Council will in itself be challenging for Council members from a leadership perspective.

- iv. The disruption of an open competition process should not be underestimated, and counter to principles of good governance if there is a large turnover at one time.
 - v. It makes sense to retain continuity of Council members and stagger the recruitment process for replacing members so that there is minimum disruption.
8. The RaAC noted the PSA requirement to include a wider range of stakeholder feedback as part of the re-appointments process. It was noted that this process should not be too onerous, particularly if these stakeholders have not worked closely with these Council members.
9. The RaAC identified that there are two Council members who have been selected to conduct the Chair of Councils' appraisal process and are up for re-appointment the same year. Due to the fact that the Chair of Council makes decisions on the re-appointment process, it is recommended that two Council members who are not up for re-appointment are selected to carry out this piece of work.

Item 5: Non-executive recruitment update and plans

The Committee noted: the update on non-executive recruitment activity in 2018-19 and 2019-20.

Item 6: Human Resources Update

The Committee noted: the update on human resources issues.

10. The RaAC suggested that in order to mitigate the risk of 'vicarious liability' if contracting an organisation such as MIND to organise mental health training for staff, they should be advised not to give out individual advice on managing mental health to staff members. Any bespoke advice must be obtained directly through trained professionals.
11. The RaAC asked for the executive to provide additional context and narrative around the staff turnover figures in the next human resources report, which could include trends represented graphically.

Item 7: Any other business

12. The minutes will go to the Council meeting on 17 July 2019.

Date of the next meeting: Thursday 24 October 2019 at 10.00.