

## **Remuneration & Nominations Committee**

**Thursday 19 November 2020, 10.15 am**

**The London Institute of Banking & Finance, Peninsular House, 36 Monument Street,  
London EC3R 8LJ (via Zoom)**

**Present:** Professor Steven Haberman (*Chairman*)  
Shelley Doorey-Williams  
Sakhila Mirza  
Professor Damian Ward (*Chairman Item 10*)

**In attendance:** Alex Fraser (Chief Executive) Items 1-9  
Anna Boyce (HR Director)  
Ian Parrett (Chief Operating Officer) Items 1-9  
Philip Cook (Company Secretary)  
Richard Martindale (Head of Legal & Corporate Compliance) Items 1-9

**Apologies:** Arjan Van Den Berkmortel

### **1. Welcome and Apologies for Absence**

Apologies for absence had been received from Mr Van Den Berkmortel.

### **2. Declarations of Interest**

Mr Fraser and Mr Parrett declared their interest in item 10 and it was agreed that they would leave the meeting at that point. There were no other declarations of interest.

### **3. Minutes**

The minutes of the Meeting held on 10 September 2020 were approved.

### **4. Matters Arising**

It was noted that two new student representatives, Brita Darboe and Eddie Webb, had been appointed to the Board. There were no other matters arising that were not dealt with elsewhere on the Agenda.

### **5. Skills Matrix**

Mr Martindale presented the updated Skills Matrix (RN20/03/05i) and the following was discussed:

- i) It was noted that this reflected one of the recommendations made by Halpin and was based on the list of skills agreed at a previous meeting;
- ii) It was noted that the area of experience in government lobbying had been addressed through the International Advisory Board;
- iii) It was noted that further consideration may be required regarding cyber security and regulatory expertise;
- iv) It was noted that the scores in relation to regulatory expertise may have been influenced by the recent presentation to the Board highlighting regulatory issues. In addition, there was considerable regulatory expertise within the executive team to support the Board in this area

- v) It was noted that in many areas whilst the 'average' score was 'Amber' this comprised a few individuals with expertise and others with no expertise. It was agreed that this was not an issue provided the relevant board members with expertise were available to participate in discussions; and
- vi) It was noted that in some cases the solution would be to engage appropriate experts to advise rather than seek to cover specialist areas (for example corporate law) with board members;

Following this discussion, it was agreed that the matrix was a useful tool for recruitment and succession planning and that cyber-security should be an area of focus.

## **6. Board and Sub-Committee Membership**

Mr Martindale presented a paper regarding Board and Sub-Committee Membership (RN20/03/06) and the following was discussed:

- i) It was noted that Mr Kennedy was looking for another Board member to join the Audit Committee and it was agreed that the Chairman should approach Mr O'Shea in that regard;
- ii) It was noted that the member of the Academic Board whose second term was ending would be asked to serve a third term and that Academic Board members were usually asked if they would serve three terms; and
- iii) It was noted that Board members finishing their first term would usually be asked to serve a second term and that exceptionally might be asked to serve a third term.

## **7. Board Member Recruitment**

Ms Boyce presented a paper in relation to Board Member Recruitment (RN20/03/07) and the following was discussed and agreed:

- i) The options set out in the paper were noted and it was agreed that the best option should be decided upon on a case-by-case basis depending on the nature of the skills required; It was noted that there was currently no recruitment budget for Board members so any costs would again need to be budgeted for as they might arise; it was noted that representation on the Board from major UK banks was less than it had been historically and consideration should be given to addressing this; and
- ii) In addition to any formal processes Board members should be encouraged to use their own networks to identify potential members.

## **8. Chair's Review with Members**

The Chairman presented a paper in relation to Board Member Annual Reviews (RN20/03/08) and the following was discussed and agreed:

- i) It was agreed that a process should be introduced but that initially it should be a bit more informal, comprising 1:1's rather than meetings with agendas set by responses to formal questions;
- ii) It was noted that it should be emphasised to Board members that the process was intended to complement regular communication by Board members of any concerns and not be seen to be replacing it;
- iii) It was agreed that the Deputy Chair should conduct the review of the Chairman; and
- iv) It was noted that the aim would be to have the 1:1 meetings during the first quarter of 2021.

## **9. Declarations**

The Committee noted the Declarations from Board Members and approved the publication of a summary register of interests (paper RN20/03/09).

## **10. Senior Management Pay**

Ms Boyce presented a Review of the Senior Management Pay and Professor Ward took the Chair

***Redacted – Confidential***

## **11. Other Business**

There being no other business the meeting closed.

## **12. Date of Next Meeting**

It was agreed that the next meeting of the Committee should be held immediately prior to the Board meeting on 4 March 2021.