

Minute extract of the ADSO Board Meeting

Friday 8 July 2016

**Conference Suite, Doubletree by Hilton Hotel, Nuthall Road,
Nottingham, NG8 6AZ**

In attendance

John Austin	Chair	P
Dave Burn	Vice Chair	P
John Lynch	Director for Finance	P
Sue Keogh	Director for Development	P
Peter Sass	Company Secretary	P
Wayne Chandai	Director for Communications (item 2 onwards)	P
Helen Gee	North West	A
Judith Shore	South West	A
Ann-Marie Davidson	West Midlands	P
Linda Scott	North East	A
Paul Windley	Yorkshire and Humberside	A
Matt Kane	East Midlands	A
Tim Revell	London	P
Paul Wickenden	South East and East of England	P
Gary Jones	Wales	A

5.	<p>Remuneration and Performance Management for Directors</p> <p>The Board discussed the Chair's paper.</p> <p>As the principle of remunerating Directors had already been agreed by the Board, the Chair asked Board Members to comment on the proposed split between basic and performance-related remuneration and for a steer as to the total annual level of remuneration within the sums quoted in the reports. Board members commented as follows:</p> <ol style="list-style-type: none">1. If the remuneration was too high, some individuals might be tempted to seek a directorship on the board for the wrong reasons;2. The proposed remuneration should be at the higher end of the scale to reflect the amount of work Directors do and when compared to the costs of employing external support for membership administration and finance support;3. Consideration should be given to the role of the wider membership in assessing Director performance and remuneration;4. External challenge was important;5. The AGM should be given the opportunity to approve any proposed increases in Director remuneration, particularly given the financial health of the Association at any given time;6. All Directors should receive the same basic remuneration;7. The process of assessing the performance-related element of the remuneration package should be robust and proportionate but not overly bureaucratic; <p>After further discussion, it was agreed to recommend to the Annual Meeting in November 2016 that:</p> <ol style="list-style-type: none">1. The role profiles for each Director be approved;	PS/JA
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	<ol style="list-style-type: none">2. The performance management process as set out in paragraph 3 of the report be approved and the Board be asked to evaluate the process after 12 months;3. The total level of remuneration for each Director should be set initially at £4,000 per annum (paragraph 4.1 of the report);4. 75% of the total remuneration for each director to be paid as a basic allowance, quarterly in arrears with effect from September 2016, outside of the performance management process, leaving the remaining 25% within that process (paragraphs 4.1-4.3 of the report); and5. the Annual General Meeting be asked to determine its role in approving future increases as set out in paragraphs 4.2 and 4.3 of the report.	
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The above is a certified extract of the ADSO Board meeting minutes of 8 July 2016

Peter Sass
Company Secretary