

People and Culture Committee

Terms of Reference

1.0 Purpose

1.1 The People and Culture Committee (the **Committee**) is an operating Committee of the Board of The Community Housing Group (the **Board**) (**Community Housing**), responsible for the development, recommendation, and oversight of Community Housing's People Strategy and the renewal, nomination remuneration, and appraisal of all Board Members including the Chair of the Board, the Chief Executive and Executive Directors, specifically:

- Review and make recommendations to the Board on people strategy, policy, remuneration and contractual terms, for colleagues, Board Members and the Executive Team
- Appraise the Chief Executive
- Make recommendations on Board appointments and succession
- Monitor the skills and performance of the Board
- Monitor gender pay equality
- Oversee skills, training, induction and development of Board Members.
- Ensure compliance with Contractual, Regulatory and Legal requirements including Health and Safety.
- Contribute to delivery of Community Housing's efficiency and value for money targets.
- Review the results of any audits or quality assessments and agree, where necessary, plans to improve performance and mitigate risk.
- Inform and help to shape the strategic direction of Community Housing's People Strategies for approval by the Board.

2.0 Responsibilities and Powers

Specific

2.1 People Strategy and Policy

- Inform the development of a People Strategy and Policy Framework that meets Community Housing's strategic priorities and reflects its commitments to equality, diversity, inclusion and belonging (EDIB).



- Regularly review the performance and effectiveness of the People Strategy associated policies and systems.
- Ensure that Community Housing has an effective workforce succession strategy and plan and oversee its implementation.
- Ensure effective arrangements are in place to communicate with employees and their representatives on matters that affect them.
- Monitor the views and opinions of colleagues and ensure their needs are understood and influence the decisions of the Board.

3.0 Terms and Conditions, Remuneration and Pay Equality

- Make recommendations to the Board on the terms and conditions of employment and the overall pay strategy of the organisation.
- Recommend the overall remuneration, redundancy and severance policy and pay award for all Colleagues, Executive Directors and Board Members.
- Complete an annual pay award of the remuneration of all Colleagues, Executive Directors and Board Members.
- Make recommendations on the Expenses Policy for Colleagues, the Executive Team and Board/ Committee Members and monitor activity.
- Recommend the Gender Pay Strategy to the Board and ensure publication of annual Gender Pay Statements in accordance with legal requirements and timeframes.
- Monitor pay equality and carry out regular Equal Pay Reviews (at least every three years);

4.0 Employment of the Chief Executive

- Support the Board in the appointment and (where necessary) dismissal of the Chief Executive.
- Agree and monitor the process for the annual appraisal of the Chief Executive of Community Housing.
- Recommend to the Board the appraisal (including objectives) of the Chief Executive.
- Recommend to the Board the remuneration package of the Chief Executive on an annual basis.



5.0 Employment of Executive Directors

- Support the Chief Executive in the appointment and (where necessary) dismissal of Executive Directors.
- Support the Chief Executive in developing the remuneration packages of Executive Directors.
- Agree suitable contracts of employment for the Executive Directors, every 3 years, and objectives to underpin Community Housing's corporate and business plan objectives.
- Receive and recommend to the Board the Chief Executives appraisal of the Executive Directors.

6.0 Renewal, Recruitment, Induction, Development and Appraisal of Board and Committee Members

- Consider and make recommendations to the Board on the balance of skills, experience, knowledge, diversity and independence of Board members and identify any recruitment needs for the Board and Committees and the Tenant Voice?
- Be responsible for recommending policy and for oversight of the recruitment, continuous learning and development, induction and appraisal processes of new Board/Committee Members, including the Chair of the Board and the Tenant Voice?
- Recommend, establish and lead selection panels for the recruitment of the Chair, Board/Committee Members as directed by the Board.
- Recommend and oversee the Board and Committee succession planning strategy.
- Recommend new Board Members to the Board, its Committees and the Tenant Voice? And ensure appropriate arrangements exist for their induction.
- Assess terms of office for Board/Committee Members and time commitment including, attendance at meetings and events.
- Support the Chair in handling specific issues relating to individual members and the management of Board and Committee matters.
- Complete an annual review of Board effectiveness and recommend it to the Board.



7.0 Shareholding

- Review and make recommendations regarding the shareholding membership of Community Housing
- Facilitate the implementation of agreed recommendations.

8.0 Financial Performance and Value for Money

- Review financial performance of matters within its remit against budget and make recommendations to the Board where necessary.
- Ensure value for money for the organisation and its customers in relation to matters within the Committee's remit.

9.0 Appointment of Advisers

- Appoint independent advisers as necessary to assist in the delivery of any duties within the Terms of Reference.

10.0 General

The Committee has delegated authority by the Board in respect of the matters within these Terms of Reference (except where specified). However, in the case of dispute, the Board's decision will override that of the Committee.

- The Committee will liaise as necessary with the other Committees of the Board and as instructed by the Board.
- The Committee reserves the right to defer any issues or questions to the Board for clarification where it considers it necessary.
- The Committee has the right of access to any information it considers necessary for the proper performance of its functions.
- The Committee Members will be provided with appropriate and timely training and development as necessary for the proper performance of their duties.
- The Committee must ensure that it fully understands the operating environment, the needs of the organisation's business and the link between organisation's operational activity and its Corporate Plan.
- The Committee will review its performance against these Terms of Reference and report to Board annually in a format prescribed by the Board.



- The Chair of the Committee will report to the Board after each Committee meeting on its activity, performance and any emerging risks.

11.0 Membership

11.1 The Committee membership will comprise of:

- Maximum of 4 Board Members, appointed by the Board
- Maximum of 2 Co-optees

11.2 The Chair will be a Board Member appointed by Board.

11.3 The following Members/ Officers may attend by invitation:

- The Chair of the Board
- Any Members of the Community Housing Board who may be required to attend from time to time
- The Chief Executive of Community Housing
- Any Executive Directors of Community Housing
- Head of People and Culture
- Any Heads of Service of Community Housing
- Any other officers whose attendance may be required by the Committee from time to time

12.0 Meetings

- There will be a minimum of 4 Committee meetings a year.
- Additional meetings may be called by the Chair, Secretary or 2 Committee members writing to the Secretary detailing the business to be transacted.
- Meetings shall be convened by written notice together with the agenda for the meeting sent by post or e-mail to all Committee Members not less than 7 working days before the date of the meeting. Only Committee members and others who have been specifically invited have the right to attend Committee meetings.
- Agendas and associated papers will be circulated to all Members electronically unless they have a medical exemption.
- The quorum for Committee Meetings will be 2 Members.
- Meetings will be serviced by the Secretary.



- Draft Minutes will be produced by the designated minute secretary and agreed by the Chair within 7 working days of the meeting.
- Apologies for absence should be notified to the Secretary in advance of the meeting. In the event of a Committee Member being absent for two consecutive meetings, without prior agreement with the Chair, they will be deemed to have vacated their office and will be notified in writing by the Secretary.
- Any Committee Member may request special leave of absence, not exceeding three meetings, over a two-year period. Special leave of absence may be agreed by the Chair and reported to the next meeting of the Committee. Member's attendance at meetings will be reported annually to the Board as part of the annual review of Board effectiveness.
- The business of the meeting shall be limited to items on the agenda and any items accepted by the Chair under any other business.
- In the absence of the Chair at any particular meeting, the role of the Chair will be taken by any other Member elected from those present excluding the Chair of the Board and Officers. The proceedings of each Committee shall be reported to the Board.
- The Chair of the Committee should attend Community Housing's AGM to answer any questions that may be raised by shareholders on matters within the Committee's areas of responsibility.

13.0 Urgency Procedures

- Where urgent decisions are needed between scheduled meetings, these will be dealt with by an Urgency Committee comprising of the Chair and at least two Members of the Committee, on the basis of a written report from the Group Secretary or, their absence, one of the other Directors. Only matters within the remit of the Committee can be dealt with under this system.
- The business of the Urgency Committee may be dealt with at a meeting or electronically.
- The report should clearly state, amongst other things, why the item concerned could not be brought to a scheduled Committee meeting.
- Any Urgency Committee business should be reported to the Committee at the next meeting and any consequent decision minuted accordingly.

14.0 Chairs Action

- Where it is essential for the effective operation of the Committee, the Chair will have delegated authority to make decisions and commit expenditure on urgent matters between Committee Meetings and outside of the Urgency Procedures (**Chair's Action**). The following process will operate when making decisions under the Chair's Action:



- The Lead Director or most senior Executive available, will alert the Chair, or in their absence the Acting Chair, that an urgent matter has arisen on which a decision under Chair's Action must be taken. They will decide whether the matter requires an urgent decision under Chair's Action, or whether the Urgency Procedures should be used or by reference to the Committee as a whole, whether a full Committee Meeting should be called.
- The Chair, or in their absence the acting Chair, in consultation with the Lead Director or most senior Executive available will take all necessary decisions under the Chair's Action to fulfil the Committees responsibilities.
- The business conducted under Chair's Action may be conducted by way of meetings or electronically.
- Matters to be decided by Chair's Action will be set out in writing, with a clear recommendation, to be signed as approved and dated by the Chair or Acting Chair and be added to the Chair's Action register.
- All decisions made under Chair's Action must be reported at the next meeting of the Committee. The report should clearly state, amongst other things, why the item concerned could not be brought to a scheduled Committee-meeting or dealt with under the Urgency Procedures. Any consequent decision of the Committee should be minuted. accordingly. The use of Chairs Actions should also be reported by the Chair to the next Board Meeting.

15.0 Other Matters

The Committee shall:

- Have access to sufficient resources to carry out its duties.
- Be provided with appropriate and timely training and development as required.

16.0 Terms of Reference Review

- The Terms of Reference will be reviewed at least annually as part of the annual Board self-evaluation or as and when amendments are required.

Approved by:

People and Culture Committee on Monday 19th June 2023

The Community Housing Board on Wednesday 21st June 2023

