

TERMS OF REFERENCE AND MEMBERSHIP

People Committee 2023/24

Terms of Reference and Membership

The People Committee is established to assist the Board of Governors and the University in its oversight role of those functions to ensure that the University's strategic objectives as defined within the University strategy and the associated People and Culture Pillar are achieved. Additionally, it oversees policy and best practice in the determination of remuneration.

The committee must also ensure that the legal and compliance requirements as they relate to people, culture and remuneration are being met.

Membership

The membership of the Committee shall be appointed by the Board of Governors on the recommendation of the Nominations Committee. Consideration will be given to the available skills, expertise and competencies required to fulfil the Committee's terms of reference.

The Committee shall consist of at least 4 members including the Chair:

	Category	Name	Date appointed
1.	Interim Chair (September 2023 until 31 July 2024): Independent Governor	Anup Mysoor	May 2021 (1)
2.	Independent Governor	Julia Harrington	July 2021 (1)
2.	Independent Governor	Simon Jones	August 2017 (1)
4.	Independent Governor	Osama Rahman	July 2021 (1)
5.	Independent Governor (Co-opted Governor from 31 December 2023)	Sarah Stevens	July 2021 (1)
6.	Staff Governor	Maritza Miranda-Pachon	13 December 2022
7.	Ex-Officio	Peter Vicary-Smith	August 2020 (1)
8.	Chief People Officer	Sarah Thonemann	Ex officio
	In attendance:		
9.	Vice-Chancellor	Prof Alistair Fitt	Ex officio

10.	Registrar and Chief Operating Officer	Brendan Casey	Ex officio
11.	Head of Secretariat	Maria Crawford	Ex officio

In addition to the requisite expertise, gender and diversity balance are key elements to membership.

The Chair and Deputy Chair of the Committee shall be members of the Board of Governors.

Members are required to attend all meetings of the Committee. In the event a member does not attend 3 consecutive meetings, they may be replaced.

Quoracy

The quorum of the meeting of the Committee shall be 50% of its membership. If a meeting is not quorate, any decisions must be approved at the next quorate meeting before they may be implemented.

A People Committee effectiveness review will be carried out after an 18 month to a 2-year period.

Conflicts of Interest

Committee members shall take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings.

Where a perceived conflict of interest arises, a Committee member shall bring this to the attention of the Secretary who will discuss with the Chairperson and appropriate arrangements to manage the potential conflict of interest will be agreed as per the University Conflict of Interest Policy.

Responsibilities

The People Committee shall provide oversight of:

- a) the implementation of the action plan arising from the third pillar of the University's Strategic Plan;
- b) the development and implementation of the University's equality, diversity and inclusion strategies;
- c) the oversight of health and safety measures, policies and procedures to ensure the safety of staff in compliance with the relevant legislation
- d) the Human Resources Risk Register and associated mitigation plans;
- e) the Human Resources strategies of the University subsidiaries
- f) matters related to the determination of remuneration for senior staff as defined by the Board of Governors (currently the Vice-Chancellor and the Registrar and Clerk to the Board of Governors).

g) To advise on the severance arrangements for senior staff annually

h) To determine on appointment and subsequently to review the remuneration, terms and conditions of service, appraisal arrangements and any severance provision for senior staff.

Special note on the remuneration function of the committee:

It is anticipated that the remuneration function aspect of the committee will be undertaken at a special meeting of the committee, annually at a point in the year to be agreed.

The members of the Committee, for purposes of remuneration matters, must be governors who are not employees or students of the University. The Chair of the Board of Governors must not act as the Chair of the Committee.

The Vice-Chancellor is not a member of the committee and only attends at the request of the committee for specific matters and not as part of any discussion or recommendation of his/her own remuneration.

When considering issues related to remuneration, the committee will have regard to appropriate factors including:

- 1) proportionate pay and the general level of pay rises in the university sector;
- 2) comparability with staff in other universities based on comparative information (such as CUC and UCEA);
- 3) the performance in post of the Vice-Chancellor as reported by the Chair of Governors based on a performance review against the year's objectives, and the report of the Vice-Chancellor on the performance of other posts;
- 4) attracting and retaining excellent leaders is essential for the University to achieve its strategic objectives, and pay should be set at a level that will enable us to achieve that; and
- 5) the views of the senior staff and, if requested by those staff, their representatives; and
- 6) the University's charitable purposes
- 7) If considering severance arrangements for senior staff, the Committee must represent the public interest and avoid any inappropriate use of public funds, taking care not to agree to a severance package which staff, students and the public might deem excessive.
- 8) To report to the Board of Governors the written decision of the committee concerning senior staff pay and provide sufficient detail of the broad criteria, policies and performance against which decisions have been made.
- 9) To report to the Board of Governors the recommendations of the VCG Remuneration Committee on the pay of PVCs, PVC/Deans and Directors, together with the criteria used in making these decisions noting that committee members may wish to comment.

The Committee shall, as its core function:

1. Make whatever recommendations to the Board of Governors on any area within its remit where action or improvement is needed;
2. Provide input to the Board Chair on the development of appropriate training programmes for Board members and committees;
3. Co-opt expertise to provide specialist skills, knowledge and experience;
4. The People Committee shall meet 3-4 times a year, in advance of Board of Governor meetings. The Chair may convene additional meetings, as they deem necessary;
5. The quorum of the meeting of the Committee shall be 50% of its membership. If a meeting is not quorate, any decisions must be approved at the next quorate meeting before they may be implemented. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee;
6. The following should attend for all or part of Committee meetings as required:

Vice-Chancellor

Registrar and Chief Operating Officer

7. Administrative support to the Committee shall be provided by the VCO Secretariat

Version Approved by: Board of Governors

Date: 4 July 2023