

## **Remit of the Bield People and Staff Governance Committee**

References to “Members” shall mean Members of the Board of Bield

References to “the Committee” shall mean the People and Staff Governance Committee

References to “Chair” shall mean the chair of the People and Staff Governance Committee

References to “Bield Chair” shall mean the chair of Bield Board

### **Introduction**

Bield’s Board has overall responsibility for the conduct and control of Bield’s business. In accordance with Bield’s Board Remit, Rules and Standing Orders the authority for overseeing the effective discharge of the Board’s responsibilities, in respect of the employment of people, has been delegated to the People and Staff Governance Committee.

This remit sets out those areas of responsibility that have been delegated to the Committee and identifies those areas where authority is reserved to the Board. In the event of any doubt about the extent of the Committee’s authority, the matter should be referred to the Board. The Board may also consider delegation of other matters to the Committee, where the nature of the business aligns with the skills and expertise of the Committee members, but this would require specific instruction.

### **1. Membership**

- 1.1** The Committee shall comprise of a Chair who will be appointed by the Board at the first Board meeting following Bield’s AGM. The role of the Chair is described in the Chair’s Role Description. The Chair may not be either Bield Chair or Chair another Board committee.
- 1.2** The Committee will have not more than four members excluding any co-opted members. The Bield Chair shall not be a member of the Committee.
- 1.3** Appointments to the Committee shall be made by the Board.
- 1.4** Any appointments made shall ensure that at least one member of the Committee has a Human Resources background. The Committee may co-opt two additional members who have specific knowledge and experience relevant to the business of Bield and /or the work of the Committee.
- 1.5** Only members of the Committee have the right to attend Committee meetings. However, the Committee may at its discretion invite any other persons to attend all or part of its meeting as appropriate.
- 1.6** The Committee will be advised and supported by the Chief Executive, Director of Finance and Resources, Head of Human Resources and other members of the Leadership team as appropriate. The Director of Finance and Resources will ensure that the Committee and its activities are effectively serviced and will liaise with the Chair over the preparation of the agenda, minutes and

papers. The Chief Executive is responsible for ensuring that Bield's business activities are conducted to the agreed standards, managed within the approved budget and that all legal and regulatory requirements are met.

- 1.7 Appointments to the Committee shall be made annually as agreed by the Board.
- 1.8 In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.
- 1.9 The quorum necessary for the transaction of business shall be any three members not including any co-opted members.

## **2 Secretary**

- 2.1 The Bield Governance and Administration Manager shall act as the Secretary of the Committee.

## **3. Notice of Meetings**

- 3.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chair or the Committee members.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other Members and any other person required to attend, no fewer than 5 working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **4 Frequency of Meetings**

- 4.1 The Committee shall meet at least two times in each financial year and at such other times as required.

## **5. Minutes of Meetings**

- 5.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 5.2 The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and Minute them accordingly.
- 5.3 Minutes of Committee meetings shall be distributed promptly to all members of the Committee and, once agreed, to all members of the Board at the next following Board meeting.

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## **6. Annual General Meeting**

- 6.1 The Committee Chair shall attend the Annual General Meeting to respond to any questions on the Committee's activities.

## **7. Purpose of the Committee**

**7.1** The People and Staff Governance Committee is responsible for providing strategic guidance on all policy relating to the employment of people within Bield. The People and Staff Governance Committee members provide advice and support to the Chief Executive, the Director of Finance and Resources and other relevant colleagues.

**7.2** This Committee is responsible for overseeing the 'People' theme of the strategic plan and ensuring that decisions taken relating to staffing matters are in line with statutory requirements and follow the principles of good HR practice. The Committee shall carry out the duties below for Bield and will review and make recommendations to the Board on matters concerning:

- Ensuring that our staff and volunteers have every opportunity for learning and personal development.
- Ensuring that the committee supports the company strategy and promotes corporate long-term success.
- Ensuring all people related decisions are made in the context of a culture based on employee empowerment.
- The annual pay award and other matters relating to staff terms and conditions of employment.
- Underpinning the principles of the Four Pillars of the People Strategy.

Without limiting the general responsibilities as described above:

**7.2.1** To keep under review and advise on the monitoring and delivery of Bield's People Strategy.

**7.2.2** To oversee and advise on the monitoring of the staff governance indicators.

**7.2.3** To ensure that rigorous and transparent employees policies, procedures and systems are in place and are kept under review, including but not limited to employee recruitment, terms and conditions of employment, induction, pay, pensions, promotion, training, grievances, discipline, capability, performance management framework, employee relations and succession planning.

**7.2.4** To review and monitor Bield's approach to the systems for performance management and reward, including review of pay scales.

**7.2.5** To review and make recommendations for Executive Remuneration (CEO and Directors), including annual increases. External benchmarking should be conducted to provide evidence to support committee decisions.

**7.2.6** To escalate risk management concerns to the Audit and Risk Committee.

**7.2.7** To establish such sub-groups as may be required to deliver specific areas of the Committee's remit.

**7.2.8** To receive Minutes and reports and updates from its sub-groups.

**7.2.9** To receive from and deliver reports to Bield's Board and People Strategy Committee as required.

**7.2.10** The Chair of the Committee is accountable for the decisions of the Committee which includes but is not limited to decisions with a financial impact and will liaise with the chairs of other committees and other budget holders where there is overlap in responsibility.

**7.3** **Equality and Diversity**

**7.3.1** The Committee has a duty to promote Equality Diversity and Inclusion, ensuring compliance with Bield's policies and best practice as evidenced by the appropriate Equality and Diversity Impact Assessments.

#### **7.4 Reporting Responsibilities**

**7.4.1** The minutes of Committee meetings will be presented to the next Board meeting for noting. Any matter that is referred to the Board for approval or decision will be the subject of a separate paper that will be prepared and circulated with the Board papers.

**7.4.2** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

#### **7.5 Other Matters**

The Committee shall:

**7.5.1** have access to sufficient resources in order to carry out its duties;

**7.5.2** be provided with appropriate and timely training on an ongoing basis for all Members;

**7.5.3** give due consideration to the law and regulations;

**7.5.4** at least once a year review its own performance, constitution, plan of business and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;

**7.5.5** work and liaise as necessary with all other Board Committees; and

**7.5.6** deal with any matters which the Board may refer to the Committee.

#### **8. Review**

**8.1** The effectiveness of the remit will be monitored by the Committee, to ensure that the objectives are being met. The remit will be reviewed every 5 years by the Board or more frequently should circumstances require.

#### **9 Authority**

**9.1** The Committee has no executive powers other than the specific authorities set out in this Remit and such other authority as is from time to time delegated to it by the Board. Otherwise, it will recommend any executive action it considers necessary to the Board. The Committee does not relieve the Members of their responsibilities in respect of Board responsibilities.

**9.2** The Committee is authorised:

- to seek any information, it requires from any officer or employee of Bield in order to perform its duties;
- the Committee may commission at Bield's expense special investigations and may instruct or retain specialist independent advice in order to assist in the fulfilment of this remit. The Committee may engage directly with the external and internal HR teams and may report directly to the Bield Chair.

- the Committee has the right of access to all information and records necessary for the fulfilment of its function. The Committee will inform the Director of Finance and Resources and the Board of any such action.