

# Terms of Reference



People & Culture Committee	
1. APPROVING BODY	Corporation Board
2. DATE APPROVED	September 2024
3. PURPOSE	The purpose of the People & Culture Committee is to oversee the Group's strategic approach to its people and culture and to provide the appropriate level of assurance to the Corporation Board.
4. RESPONSIBILITIES	<p>The People &amp; Culture Committee shall have the following responsibilities:</p> <p><b>Strategy</b></p> <p>4.1 Review and monitor delivery of the NCG Strategy and corporate objectives as they relate to people and their development.</p> <p>4.2 Review and monitor NCG's approach to equality, diversity, inclusion and belonging (EDIB), ensuring that EDIB are at the heart of employment policies and practices.</p> <p>4.3 Review and monitor other plans relevant to its remit, ensuring alignment with NCG's vision and strategic direction and provide assurance to the Board on their ongoing development and delivery.</p> <p><b>Performance</b></p> <p>4.4 Monitor the implementation of the NCG People Plan and progress against the delivery of its objectives.</p> <p>4.5 Review and monitor the Group's approach to the systems for performance management (excluding senior post-holders).</p> <p>4.6 Review and monitor relevant people metrics including but not limited to:</p> <ul style="list-style-type: none"> <li>• Health and wellbeing</li> <li>• Sickness absenteeism</li> <li>• Training and development (including mandatory training)</li> <li>• Employee relations matters</li> <li>• EDI metrics</li> <li>• Staff turnover</li> </ul> <p>4.7 Review the outcomes of any audit or assurance reports relevant to the Committee's remit.</p> <p><b>Culture</b></p> <p>4.8 Review the annual staff survey results and other sources of staff feedback and receive robust assurance regarding any associated improvement action plans.</p> <p>4.9 Review and monitor the organisation's approach to employee relations, ensuring the development of a consistent OneNCG culture where people feel safe and able to raise concerns and that concerns raised are addressed.</p>

	<p>4.10 Ensure a positive working relationship with all recognised Unions.</p> <p>4.11 Ensure that the Group has comprehensive leadership development and succession planning programmes in place to support leaders at all levels of the organisation and which is designed to reinforce the OneNCG culture the Group is seeking to achieve.</p> <p>4.12 Review national, sectoral and regional developments and guidance relating to our people and provide the Board with specialist advice on implications and assurances that best-practice will be considered and/or implemented.</p>
<p><b>5. AUTHORITY</b></p>	<p>The People &amp; Culture Committee shall have the authority to:</p> <p>5.1 Review and approve the annual HR report.</p> <p>5.2 Review and approve the annual EDIB report and policy.</p> <p>5.3 Review risks within its remit and escalate where necessary;</p> <p>5.4 Invite other individuals with relevant skills, experience or expertise to attend meetings as necessary;</p> <p>5.5 Other authorities as may from time to time be delegated to it by the Corporation Board.</p>
<p><b>6. REPORTING</b></p>	<p>The People &amp; Culture Committee will report to the Corporation Board on its proceedings after each meeting on all matters within its responsibilities.</p>
<p><b>7. CHAIRPERSON</b></p>	<p>The Committee shall be chaired by an independent member of the Corporation Board.</p>
<p><b>8. MEMBERSHIP</b></p>	<p>The Committee shall comprise at least five members.</p> <p>Committee membership shall be reviewed annually by the Search, Nominations &amp; Governance Committee to ensure that it continues to reflect best practice and the requirements of governance within the Group.</p>
<p><b>9. IN ATTENDANCE</b></p>	<p>The following individuals shall be in attendance:</p> <p>9.1 Executive Principal – People &amp; Culture</p> <p>9.2 Director of People &amp; Development</p> <p>9.3 Principal Observer</p> <p>9.4 Director of Governance</p>
<p><b>10. QUORUM AND ATTENDANCE</b></p>	<p>10.1 A quorum shall be three, at least two of whom must be members of the Corporation.</p> <p>10.2 If the number of members present for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If during a meeting there ceases to be a quorum, the meeting may continue, however no decisions are to be taken.</p> <p>10.3 Prior notice of absence must be provided to the Chair and the Clerk no less than 24 hours in advance of the meeting.</p>
<p><b>11. VOTING</b></p>	<p>11.1 Decisions of the People &amp; Culture Committee shall be reached by consensus;</p> <p>11.2 Any action required or permitted to be taken by the Group/Committee may be taken without a meeting if (i)</p> <p>11.2.1 the Chairperson calls for such action to be taken by written consent, which includes email and;</p> <p>11.2.2 the written consents are filed with the records of the meetings of the Group/Committee.</p>

<p><b>12. MEETING ARRANGEMENTS</b></p>	<p>The following arrangements shall be observed for meetings of the People &amp; Culture Committee:</p> <p>12.1 Meetings shall be held on a termly basis;</p> <p>12.2 Additional meetings shall be held at the call of the Chair, or at the request of one-third of the Group/Committee’s members;</p> <p>12.3 Written notice of the date, time and place of the meeting shall be provided to each member at least five working days in advance.</p> <p>12.4 Meetings shall include an agenda and matters not specified on the agenda may be taken up at the meeting at the discretion of the Chair.</p> <p>12.5 The agenda together with the relevant reports and documents will be forwarded to members at least five working days in advance to enable preparation prior to meetings.</p> <p>12.6 The Governance Professional shall keep minutes of all meetings which will include the following:</p> <ul style="list-style-type: none"> <li>• Persons in attendance</li> <li>• Date and duration of meeting</li> <li>• Expressions of conflicts of interest</li> <li>• Identification of topics discussed</li> <li>• Recommendations and decisions made</li> <li>• Actions taken</li> </ul> <p>12.7 Minutes of the meeting shall be reviewed by the Chair and submitted to members for approval at the next meeting, or where urgency exists, by email vote. Draft Chair-approved minutes shall be submitted to the Corporation (where the Committee has not met in the intervening period to approve). Once approved, minutes shall be circulated to all members for their records and retained by the governance team within the meeting records.</p> <p>12.8 Meetings will not be recorded.</p>
<p><b>13. CONFIDENTIALITY</b></p>	<p>Members are encouraged to communicate key decisions and issues for the purpose of delivery of the objectives of the People &amp; Culture Committee however members are expected to hold confidential deliberations in the strictest of confidence, and when in doubt should consult with the Chair.</p>
<p><b>14. CONFLICT OF INTEREST</b></p>	<p>The Governance Professional shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Where it is deemed by the Chairperson that a conflict exists, the member will be excused from deliberations and must abstain from voting on any resolution in which he/she and/or his/her associates have a material interest.</p>
<p><b>15. TERMS OF REFERENCE</b></p>	<p>The People &amp; Culture Committee shall review its Terms of Reference annually to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Corporation.</p>
<p><b>16. NCG VALUES</b></p>	<p>Members have a collective and individual responsibility to conduct themselves in a manner which reflects the NCG values.</p>
<p><b>17. REVIEW OF PERFORMANCE</b></p>	<p>The People &amp; Culture Committee shall review its performance annually.</p>