

4 Terms of Reference and Delegated Authority of the People Committee

- 4.1 The People Committee shall provide assurance to Group Board that there is a thriving, inclusive, high performing workforce to deliver better outcomes for customers and support the achievement of the Group's Corporate Strategy.
- 4.2 The Group Board is accountable to ensure the Group is governed effectively and that Board and Committee Members have the requisite skills to gain assurance on the achievement of its Corporate Strategy. The Committee's role is to gain assurance on behalf of Group Board and approve the delegated governance processes in relation to Board and Committee recruitment, remuneration, skills, development, succession planning, in line with the Group's adopted Code of Governance.
- 4.3 Committee composition and frequency of meetings:

Size:	<ul style="list-style-type: none"> At least three and a maximum of five Members.
Composition:	<ul style="list-style-type: none"> Up to five Group Board Members.
Quorum:	<ul style="list-style-type: none"> Three Members.
Frequency of Meetings:	<ul style="list-style-type: none"> At least three times per year.
Chair:	<ul style="list-style-type: none"> Board Member, appointed by the Group Board.

- 4.4 The Committee will:

	Culture and People Strategy
<i>Approve:</i>	<ul style="list-style-type: none"> People Strategy.
<i>Seek Assurance:</i>	<ul style="list-style-type: none"> Culture, workforce planning, skills, talent and leadership to support the achievement of the Group's Corporate Strategy.

	Board/Committee Composition, Diversity and Skills
<i>Approve:</i>	<ul style="list-style-type: none"> Equity, Diversity, Inclusion and Belonging Policy. Recruitment process for Board/Committee Members. Board Induction Programme. Board Learning and Development Programme. Board/Committee Appraisal Policy/Framework.
<i>Seek Assurance:</i>	<ul style="list-style-type: none"> Board membership, skills, diversity, interests and learning and development. Compliance with the NHF Code of Governance 2020 – Principle Three – Board Effectiveness. Directly nominated Board Members bring skills and experience which meet the needs of the Board, and they are fully aware of their responsibilities.
<i>Recommend to Group Board:</i>	<ul style="list-style-type: none"> Changes to the structure, size, quorum and composition of the Board. Board/Committee Skills Matrix. Board and Committee Role Profiles/Person Specifications. Appointment of Board/Committee Members.

	<ul style="list-style-type: none"> • Appointment of Group Chair, Vice Chair (if required), Chairs and Members of the subsidiary boards and committees, including co-optees. • Resolutions for the Annual General Meeting on the election/re-election of Members.
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	Colleague Terms and Conditions
<i>Approve:</i>	<ul style="list-style-type: none"> • Gifts and Hospitality Policy. • Payments and Benefits Policy. • Redundancy Policy. • Payments or benefits that fall outside the Group's terms and conditions and policy e.g. retention, honorarium, bonus, ex-gratia payments, healthcare etc.
<i>Approve subject to ratification by Group Board:</i>	<ul style="list-style-type: none"> • Annual Pay Award for colleagues. • All restructures involving of redundancy payments of £50,000 or above for an individual, including strain on the pension fund payments. • All ill health retirement requests where there is a strain on the pension fund payment or a financial impact on the pension fund in of £50,000 or above. • All compensatory payments of £50,000 or above made as part of any settlement agreement (not related to redundancy), includes all contractual payments made excluding salary. • All changes to Group HR policies or practices where the change enhances or reduces employee remuneration, entitlements, benefits or terms and conditions of employment.
<i>Seek Assurance:</i>	<ul style="list-style-type: none"> • Compliance with the NHF Code of Governance 2020 and the appropriateness of the remuneration framework. • Terms and conditions and/or remuneration packages for the Senior Leadership Team annually including: <ul style="list-style-type: none"> ○ Notice periods, exit payments, gifts or benefits (including pay in lieu of notice). ○ Non-contractual payments, including the payment of outstanding leave and granting of garden leave (by exception as the Group do not normally allow these practices).
<i>Recommend to Group Board:</i>	<p><i>Chief Executive Officer and Executive Team</i></p> <ul style="list-style-type: none"> • Appointment (including terms and conditions). • Remuneration package. • Changes (permanent and temporary) to terms and conditions and/or remuneration package including: <ul style="list-style-type: none"> ○ Notice periods, exit payments, gifts or benefits (including pay in lieu of notice). ○ Non-contractual payments, including the payment of outstanding leave and granting of garden leave (by exception as the Group do not normally allow these practices). <p><i>All colleagues</i></p> <ul style="list-style-type: none"> • New pension plans or changes in existing plans or closures of existing pension plans. <p><i>Other</i></p> <ul style="list-style-type: none"> • The shortlisting of a person who has a close connection with a Board Member or Executive Team Members or Senior Leadership Team Member.

	Board/Committee Remuneration
<i>Seek Assurance:</i>	<ul style="list-style-type: none"> • Compliance with the NHF Code of Governance 2020 and the appropriateness of the remuneration framework
<i>Recommend to Group Board:</i>	<ul style="list-style-type: none"> • Board/Committee Members' pay and remuneration (using independent advice and benchmarking if required) on ensuring that payments to non-executives are: <ul style="list-style-type: none"> ○ Permitted by law and by the organisation's own constitution, ○ In the best interests of the organisation, ○ Reasonable and proportionate to the organisation's size complexity and resources, ○ Linked to the carrying out of the specified duties of the post, against which performance must be reviewed, and ○ Fully disclosed on a named basis in the organisation's annual financial statements.