1. Role and Purpose

1.1 The primary role of the People Committee is to assist the Board in obtaining assurance that the Association's workforce strategies and policies are aligned with the Association's strategic aims and a performance culture where staff engagement, development and innovation are supported. The Committee will work with the FARM and Operations Committees to ensure that there are adequate and appropriate governance structures, processes and controls in place throughout the Association to:

- 1.1.1 Promote excellence in staff wellbeing.
- 1.1.2 Identify, prioritise, and manage risks relating to staff.
- 1.1.3 Ensure efficient and effective use of resources.

1.2 To oversee the Appointment of new Board and Committee Members and the Association's pay and reward strategy, including Non-Executive and Executive appointments, appraisal and remuneration.

1.3 To ensure the Association is meeting its statutory and regulatory requirements in relation to workforce management.

1.4 The Committee ensures that the Association has the appropriate policies and procedures to attract, retain and motivate members of the Executive Management and the wider staff team.

1.5 To oversee the development and implementation of the People Plan and any related workforce plans.

1.6 To monitor and develop the Association's plans for staff engagement, performance, reward and recognition strategies and policies.

1.7 To receive an agreed level of HR metrics and trend analysis to inform and analyse workforce issues.

1.8 The Committee shall approve such policies as required that relate to the above.

1.9 Review progress made in delivering workforce strategies raising any significant risks regarding their delivery to the Board.

1.10 The Committee will receive by exception, matters concerning HR, where there is a possibility of legal action and or reputational damage to the Association and with the exclusion of attendees if deemed necessary.

1.11 The Committee is also responsible for making appropriate recommendations on these specific issues to the Board.

2. Composition

2.1 The Committee will consist of three Board Members elected by the Board. The Chief Executive will attend in a servicing capacity and an individual nominated by the Company Secretary may provide administration for the Committee.

2.2 The operational groups of the Employee and Recruitment Task Force Group will feed into the Committee as subgroups.

3. Quorum

3.1 Two Committee members shall form a quorum, this excludes the Chief Executive. Any urgent matters requiring a decision between meetings - or when a quorum is not present - shall be dealt with under the Chair's Action Policy. Attendance can also include via Facetime, Skype or any other video or audio-conferencing facilities.

3.2 The Board shall appoint the Committee Chair, who will be a Non-Executive Director.

3.3 Committee members are expected to serve an initial term of 3 years with a further term for a maximum period, not exceeding six years. The membership of the Committee will be reviewed annually and determined at the first meeting following the AGM of the Association.

4. Meetings

4.1 The Committee shall meet at least twice a year and otherwise as required.

4.2 The frequency and timings of meetings will differ according to the needs of the Association. The Committee will benchmark non-executive payments on an annual basis.

4.3 A calendar of meetings for the financial year will be produced in advance of the year end of the preceding financial year. Meetings will be convened by giving seven days' notice in writing to all members, which will be accompanied by agenda and papers/reports. Any apologies should be notified to the individual nominated by the Company Secretary in advance.

4.4 A representative from the Employee Voice should attend both the meeting and Board meetings periodically by invitation, in order to raise their profile.

5. Minutes of Meetings

5.1 An individual nominated by the Company Secretary will take the minutes of Committee meetings. The minutes will reflect the proceedings and resolutions and include the names of those present, these minutes will be considered confidential.

5.2 Draft minutes of Committee meetings will be circulated promptly to all members of the Committee. Once approved, with the Chair, minutes should be circulated to all other members of the Committee. Minutes will be presented to the next available Board meeting.

5.3 The Committee may invite other persons to attend meetings as observers or to speak on specific subjects.

5.4 Any Committee member may request a special leave of absence not exceeding two meetings in any one year, which shall be considered by the Committee. The outcome of this should be formally recorded.

6. Authority

6.1 The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full Board within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of others outside the Association with relevant experience and expertise if it considers this necessary.

7. Reporting Responsibilities

7.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

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

7.3 The Committee shall ensure that provisions regarding disclosure of information, including pensions, are included in the Association's Annual Report.

8. Boundaries

8.1 Sole focus to be within the remit of the delegated authorities defined above.

8.2 All acts and proceedings of the Committee will be reported to the Board, notwithstanding the confidentiality requirements of the discussions, as outlined above. In the case of dispute, the Board's decision will override those of this Committee.

8.3 The Committee will delegate operational responsibility for the matters set out to the Chief Executive.

8.4 Have access to sufficient resources to carry out its duties including access to the Company Secretary for assistance as required.

8.5 Deal with any other delegated matters, subject to the Committee's Chair and membership, having the competency regarding the matter in hand.

9. Review

These Terms of Reference will be reviewed periodically (at least every three years) to ensure best practice and relevance to the work of the Board of Management.

The Board is the approval body for these Terms of Reference.