



HR and Finance Committee

Terms of Reference

1. About the Committee

- 1.1 The Board resolves to establish a Committee of the Board to be known as the Policy, HR and Finance Committee ('the Committee').
- 1.2 The Committee is a Non-Executive Committee of the Board and has delegated authority in respect of functions and powers set out in these Terms of Reference.
- 1.3 This document sets out the purpose, membership and duties of the Committee.

2. Purpose

- 2.1 The Committee is appointed and authorised by the Board of Directors to oversee and report on matters related to Human Resources, Finance and Remuneration. The Committee will provide advice and make recommendations to the Board.
- 2.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice on matters within its remit.
- 2.3 The duties of the Committee are set out in Schedule 1. However, they are not intended to be exhaustive and the Board may from time-to-time request the Committee to consider other matters considered to be reasonably within its remit.

3. Membership and attendance

- 3.1 The Committee shall comprise of four members as follows:
 - Chair of the Board
 - Treasurer
 - Board member with responsibility for HR matters
 - Chief Executive Officer
- 3.2 The Committee shall be chaired by a Board member appointed by the Board.

- 3.3 Members of staff or external advisors may be requested to attend the Committee meetings as directed by the Chair.
- 3.4 The quorum for the Committee is three members.
- 3.5 Only members of the Committee have the right to attend committee meetings; substitutes are not permitted.

4. Frequency of meetings

- 4.1 The Committee will meet a minimum of twice a year, with additional meetings held as required. Meetings will normally be timed to take place shortly prior to Board meetings to allow any recommendations to go to the Board for approval in a timely manner.
- 4.2 The business of the Committee may be conducted by face-to-face meetings, conference / video call meetings or by e-mail as agreed by the Chair.

5. Minutes

- 5.1 Minutes of Committee meetings shall be taken and circulated to all members of the Committee.
- 5.2 A copy of the Minutes will be circulated to all members of the Board of Directors as part of the next available Board meeting papers and discussed by exception as a standing item on the Board agenda.
- 5.3 Minutes will be agreed by the Chair in advance of circulation and distributed to Committee members within 10 working days of the meeting being held.

6. Conduct of the Committee

- 6.1 The Committee shall conduct its business in accordance with any applicable guidance or policy including the Nolan Principles and the Conflict of Interest policy.
- 6.2 The Board will keep the Committee's performance, membership and these Terms of Reference under review.

Schedule 1: Duties of the Committee

The duties of the Committee are as follows.

Human Resources

1. Keep under review the leadership needs of the organisation with a view to ensuring the ability to deliver the strategic plan.
2. Review plans which set out appropriate workforce planning, talent development and succession planning, considering the challenges and opportunities facing the organisation and what skills and expertise are needed in the future.
3. Agree the training and development budget.
4. Oversee and support a rigorous and transparent approach to appointments, including approving any recruitment activity.
5. Ensure that exit interviews are carried out and minuted when Board members and employees leave.
6. Monitor the health of the organisation's culture.
7. Monitor the organisation's commitment to equality, diversity and inclusion as both an employer and as a PSA approved register.
8. Oversee the handling of any employee disciplinary or grievance issues.
9. Review and update Human Resources policies for Board approval.
10. Ensure that the RCCP processes for staff and Board member appraisal are fit for purpose and carried out effectively by all parties.
11. Provide advice to the Board on any other human resources matters as necessary.

Finance

1. Consider and recommend to the Board the annual budget
2. Contribute to the development of the financial aspects of the RCCP Strategic Business Plan.
3. Scrutinise reports on the financial status of the RCCP.
4. Consider and recommend to the Board the financial statements.

5. Review cash management and investment decisions for reporting to the Board.
6. Ensure that the Company meets all relevant financial obligations including the filing of annual reports and returns.
7. Commission and facilitate external financial review or advice when required.
8. Review and approve non-budgeted contracts and purchase orders where required in accordance with agreed policy.
9. Develop and monitor appropriate procurement and tendering processes and ensure that a detailed business case is produced for any proposals for significant strategic or capital investment.
10. Ensure correlation between the annual capital and maintenance budget with an overall Strategic Plan.
11. Review and update financial policies for Board approval.
12. Keep adherence to financial policies under review and receive reports on any deviations.
13. Provide financial review support to any new project evaluation required by the Board.
14. Provide advice to the Board on any other finance matters as necessary.

Remuneration

1. Make recommendations to the Board on any proposed remuneration and terms of service for Board members and employees, to ensure that the individual is fairly rewarded for their individual contribution while having proper regard to organisation's circumstances and performance.
2. Advise on and oversee appropriate contractual arrangements for employees, including the proper calculation and scrutiny of termination payments.
3. Approve the design of, and determine targets for, any performance related pay schemes operated by the organisation and approve the total annual payments made under such schemes.
4. Determine any ad-hoc arrangements relating to pension arrangements for any employees.
5. Consider and, if appropriate, approve proposals for the setting of remuneration and conditions of service for employees.

6. Confirm any payment to employees that is outside the scope of their normal terms and conditions e.g. recruitment and retention.
7. Ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled.
8. Ensure that remuneration and terms and conditions of engagement of all employees are set out in writing in a contract of employment.