

People Committee Terms of Reference

1. Constitution

The People Committee is formally established as a sub-committee of the Board of Directors of Frimley Health NHS Foundation Trust (the Trust).

The People Committee will review these terms of reference on an annual basis as part of a self-assessment of its own effectiveness. Any recommended changes brought about as a result of the yearly review, including changes to the terms of reference, will require the approval of the Board of Directors.

2. Authority

The People Committee is directly accountable to the Board of Directors. A summary of the key outcomes of Committee meetings will be reported to the Board of Directors.

The People Committee is authorised by the Board of Directors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee. The People Committee is authorised to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, subject to agreeing the cost with the Chief Executive, Chairman or Company Secretary in advance.

3. Aim

The aims of the People Committee are to:

- provide assurance to the Trust Board on all aspects of workforce and OD supporting the provision of safe, high quality, patient-centred care; and
- ensure strategic priorities and Trust ambitions in relation to workforce and OD are delivered in an affordable manner and any corporate risks identified are managed.

4. Objectives

The objectives of the People Committee are to:

	Objective	Focus
1.	Ensure there is the correct number of staff	Recruitment and Retention
2.	Ensure that staff are of the highest quality and deliver high quality care	Training/Development (quality defined as outcome, safety and experience)
3.	Ensure there is an environment of learning/developing/improvement	Talent Management
4.	Ensure that staff are respected, listened to and part of an inclusive team	Development of Culture

5.	Ensure the management of the organisation is committed to the staff/people agenda	Word and Deed Vision and Values?
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5. Method of Working

The agenda to be used by the People Committee will, as a minimum, include the following agenda items:

1. Apologies for absence
2. Declarations of interest
3. Minutes of the previous meeting / matters arising
4. Action log
5. Review of the people risks on the Corporate Risk Register
6. Review of the Board Assurance Framework (annually)
7. Any other business
8. Date of next meeting

All other items will be dependent upon the organisation's people priorities to be discussed at each respective meeting.

6. Membership

6.1 Committee Membership

The members of the People Committee shall comprise three Non-Executive Directors, one of whom will be the Committee chair, whose nomination is confirmed by the Board of Directors. Members will include the Chief Executive, Director of People or Deputy Director of People, Director of Nursing and Midwifery and Chief Operating Officer. Duly nominated deputies may attend with the permission of the Committee Chair.

6.2 Committee Chair

The Board of Directors will appoint a Non-Executive Director to chair the People Committee. In the absence of the Committee Chair and/or appointed deputy, the remaining members present shall elect a member to chair the meeting.

6.3 Attendees

Only members of the Committee have the right to attend Committee meetings. However, other post-holders and external advisors may be invited to attend all or part of any meeting, as and when appropriate.

6.4 Disclosure and Discussions

Each Committee member shall disclose to the Committee:

- Any conflict of interest;
- Any personal financial interest in any matter to be decided to the Committee.

Any such member shall refrain from discussions concerning such matters and, if requested by the Committee Chair, will leave the meeting for the duration of the discussion.

6.5 Review of Membership

The membership will be reviewed annually by the People Committee and Board of Directors to ensure it is still appropriate. Attendance records will be kept and published in the Trust's Annual Report.

7. Quorum

The quorum shall be a minimum of four members of the Committee, present in person or by telephone, including at least one Non-Executive Director and one Executive Director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. Nominated deputies may be included for the purposes of achieving a quorum.

8. Frequency of Meetings

The People Committee will hold four meetings a year. Members of the Committee will, as a minimum, be notified of each meeting confirming the venue, the time, date and duration no later than one week prior to the meeting. Extraordinary meetings of the People Committee may be called at short notice with the agreement of the Committee Chair.

Committee members are expected to attend a minimum of 75% of all meetings held each financial year.

The Committee will conduct its business as it thinks fit. Decisions of the Committee will be a majority decision. In the case of equality of votes, the Chair of the Committee will have a second or casting vote or can decide to refer the matter to the Board for further consideration.

9. Secretariat

An agenda and all supporting papers will be sent (electronically or as a hardcopy) to each People Committee member, and any other person required to attend, usually no later than five working days before the date of the meeting. Where an external adviser has been retained, the adviser may circulate the papers to the members of this committee.

The minutes, papers and agenda for each meeting will be circulated to members by the Company Secretariat.

10. Reporting lines and relationship with other Board Committees

A summary of the key outcomes of each People Committee meeting will be reported to the private Board of Directors. A summary of the minutes of each meeting will be included in the next public board agenda.

Where a significant risk emerges either through a report or through discussion at a Committee meeting, this will be reported to the Board by the Committee Chair.

The People Committee will receive a variety of reports from other committees, as needed, to allow it to carry out its stated duties. The below table confirms the shared NED membership across the Board committees to facilitate the communication of issues and discussion around agenda items that fall within the remit of more than one committee.

Board Committee	Chair	NED Members
Audit	Gary McRae	Mike O'Donovan, Dawn Kenson and Linda Burke
Finance and Investment	John Weaver	Mike O'Donovan, Gary McRae, Bola Lafe and Pooja Dewan (NeXT Director Programme)
People	Mike Baxter	John Weaver, Gary McRae and Bola Lafe
Quality Assurance	Mike O'Donovan	Mike Baxter, Linda Burke and Na'eem Ahmed (Associate Non-Executive Director)

Key Stakeholders

The Committee's key stakeholders are:

Internal

- Board of Directors
- Council of Governors
- Other Board Committees

External

- NHS England and Improvement
- ICS
- Government Equalities Office
- National Guardian's Office

Reviewed by: People Committee

Date: 24th April 2023

Approved by: Board of Directors

Date: 5th May 2023

Review date: **April 2024**