



GOVERNANCE, PEOPLE, AND CUSTOMERS COMMITTEE

TERMS OF REFERENCE

1. Purpose

- 1.1. The Governance, People and Customers Committee is a Committee of the STH Board.
- 1.2. The Committee will oversee the governance framework, People Strategy, remuneration, senior recruitment, equality and diversity, HR related policies that fulfils STH's responsibilities as an employer (including employer related Health & Safety, safeguarding, and scrutiny of the Values framework), customer related performance monitoring functions (KPIs and Action Plans), champion the implementation of the digital agenda and channel shift, tenant empowerment framework and the Customer Access Strategy.

2. Meetings

- 2.1. The Committee will meet a minimum of four times per year and otherwise as required.
- 2.2. Additional meetings may be held at the discretion of the Committee chair as necessary.
- 2.3. Meetings will be called to fit in with the approval of any pay awards or recruitment deadlines in a cycle such that agreed draft minutes of meetings can be received at the next STH Board meeting.
- 2.4. The Committee will, at least annually, ensure there is an opportunity to meet in closed session (without staff present) to review its effectiveness.

3. Membership

- 3.1. Committee members will be appointed by the STH Board.
- 3.2. The Committee will comprise a minimum of three and a maximum of five members. All members shall be non-executive Board members.
- 3.3. No executive staff may be members of the Committee.
- 3.4. The chair will be appointed annually by the STH Board and will be an Independent Board Member. The chair would not be expected to serve more than six years as chair of the Committee. The Chair of the STH Board is not permitted to fulfil the role of Chair of this Committee.

- 3.5. In the absence of the Committee chair, the remaining members present shall elect one of themselves to chair the meeting (provided this is not the Chair of the STH Board).
- 3.6. Any Board Member may attend meetings of the Committee at their discretion or be invited by this Committee to attend.
- 3.7. No member or co-optee may serve more than 9 consecutive years on the Committee. (This position relates to existing members and STH is implementing a transitional phase during which the overall maximum term will be reduced to 6 years).
- 3.8. A member will cease to be a member if:
 - 3.8.1. the member resigns
 - 3.8.2. the member is removed by the STH board

4. Co-optees

- 4.1. There will be a maximum of three co-optees.
- 4.2. The Committee may appoint independent co-optees who it is considered have particular expertise or experience that will be of benefit to the Committee as members of the Committee.
- 4.3. Co-optees will be required to sign up to and comply with a Board Member Agreement and Code of Conduct, and to complete declarations of interests in the same manner as Board Members.
- 4.4. Co-opted members may have their membership terminated at any time by agreement of a majority of Committee members, or where removed by the STH Board.

5. Competencies

- 5.1. The Committee shall comprise members who collectively have the following skills and experience:
 - 5.1.1. Senior level experience of remuneration and human resources management
 - 5.1.2. Desirable to have working knowledge and/or experience of developing human resources systems and policies
 - 5.1.3. Desirable to have strategic development of human resources management experience
 - 5.1.4. Knowledge and awareness of good governance practice
 - 5.1.5. Knowledge of health & safety legislative obligations (as an employer)
 - 5.1.6. Experience of overseeing organisational performance in a complex organisation
 - 5.1.7. Familiarity with modern technologies for effective customer service
 - 5.1.8. An ability to think critically and sceptically and be able to voice those thoughts through constructive challenge as well as support
 - 5.1.9. Be an agent for change.

6. Quorum

- 6.1. A quorum will consist of three members excluding co-optees.

7. Attendance

- 7.1. The following Executive staff will normally be expected to be in attendance at meetings of the Committee:
 - 7.1.1. Director Neighbourhoods
 - 7.1.2. Business Manager – People and Culture
- 7.2. For the avoidance of doubt, no Executive member of staff may participate in any decisions relating to their own remuneration or terms of employment.
- 7.3. Other attendees may be invited to attend all or part of Committee meetings at the discretion of the Chair of the Committee.
- 7.4. Where a member is absent from three consecutive meetings of the Committee without special leave of absence, he/she will cease to be a member of the Committee unless the chair consents otherwise.

8. Authority and Access

- 8.1. The Committee may obtain independent, legal or other professional advice at STH's expense and, if necessary, invite non-members with relevant experience to attend its meetings.

9. Voting

- 9.1. Decisions will normally be made by general consensus but for the avoidance of doubt each member present in person shall have one vote. In the case of an equality of votes, the chair will have a second or casting vote. Co-optees will not have voting rights.

10. Reporting

- 10.1. Draft minutes of Committee meetings will be sent to the Committee chair for approval within five working days of the meeting. The minutes will then be circulated within a further three working days to members of the Committee. If approved at the next meeting, the minutes will be signed by the chair as a true record.
- 10.2. Agreed draft minutes of Committee meetings will be presented to the STH Board at its next meeting for noting.
- 10.3. Issues identified at Committee level required to be brought to the attention of the STH Board will be included within a Committee Chair's update prepared on an exception basis, taking into account key issues, risks, matters for referral to another Committee or to the Board for approval. In normal circumstances recommendations from the Committee will be considered by the STH Board. However, the Committee has the right to report directly to the chair of the STH Board when this is considered appropriate.

11. Duties and responsibilities

- 11.1. The Governance, People and Customers Committee has the following specific duties which apply to STH:
- 11.2. **Governance**

- 11.2.1. Recommend to STH Board changes in the governance framework arising from good practice and any new legal, regulatory or code of governance requirements.
- 11.2.2. Reviewing regular reports on any governance, regulatory (particularly consumer standards) or compliance issues which may affect the operation of the governance structure, the Committee and/or the scope or extent of its responsibilities.
- 11.2.3. Approve STH policies and procedures for the recruitment, induction, appraisal, skills, learning and development of all Board and Committee members.
- 11.2.4. Review and make recommendations to the Board relating to Board Members': Role and job description; Competencies, skills and knowledge requirements; and Pay and expenses policy.
- 11.2.5. Evaluate the balance of skills, knowledge and experience on the Board and in the light of this evaluation agree the description of the role and capabilities required for a particular appointment.
- 11.2.6. Have annual oversight and make recommendations to the Board on the Board Succession Plan. To consider succession planning for Board Members, taking into account what skills and expertise are needed on the Board in the future.
- 11.2.7. Support the STH Board chair in overseeing arrangements for the annual appraisal process of Board and Committee members. This includes review of collective Board and Committee performance and review of skills requirements.
- 11.2.8. Agree the approach to Board performance appraisal and review reports from the Board Chair on the outcome of any performance appraisals of Board Members.
- 11.2.9. Approve the Annual Board development approach and programme and allocate resources to support Board development within agreed budget limits.
- 11.2.10. Receive and monitor quarterly key governance and people performance information.
- 11.2.11. Review the Board members register of interests annually to ensure any conflicts of interest are dealt with appropriately
- 11.2.12. Oversee arrangements for the annual review of the effectiveness of governance arrangements.
- 11.2.13. Develop and monitor progress against an annual Governance Improvement Plan including an annual learning and development plan for Group Board and Committee members.
- 11.2.14. Recommend updates to key governance policies for approval by the STH Board.

- 11.2.15. Recommend updates to Standing Orders for approval to the STH Board.
- 11.2.16. To consider complaints and allegations made against or by Board Members and take appropriate action. The Committee may not itself remove a Board Member from office but may make such a recommendation to the Board.

11.3. Remuneration and terms and conditions of employment

- 11.3.1. Recommend to the STH Board the remuneration package and terms and conditions for the Chief Executive and the Members of the Directors, in accordance with current guidelines.
- 11.3.2. Recommend to the STH Board the Remuneration Policy and Terms and Conditions for other staff that comply with legislation and regulation; ensuring that risks and rewards are balanced and in line with the company's strategic objectives.
- 11.3.3. Approve the Annual Staff Pay Review for all other staff, ensuring that it is in line with the overall approved annual budget.
- 11.3.4. At least once every three years, to benchmark the costs and benefits of salary packages for the Chief Executive and Members of the Directors against prevailing market rates (this does not preclude individual role reviews taking place as necessary).
- 11.3.5. Approve staff performance-related payments based on the achievement, or otherwise, of key performance indicators considering the Chief Executive's recommendations.
- 11.3.6. Recommend to the STH Board the arrangements for, and levels of remuneration of non-executive Board members (where payments are introduced). To review, as a minimum every three years, the remuneration of any paid Board members, taking independent professional advice as required, and make recommendations to the STH Board for any changes (liaising with the Council in relation to the remuneration of the Chair as per the Articles).
- 11.3.7. Approve the arrangements for the Chief Executive's annual appraisal, including target setting. Receive annual assurance from the Chief Executive that Members of the Directors appraisals had been completed and in accordance with robust processes.

11.4. HR and Staffing

- 11.4.1. To review and adopt all HR policies and procedures, including but not limited to disciplinary, grievance, staff recruitment and selection, managing attendance, performance management, learning and development, employment of relatives, redundancy, and staff conduct.
- 11.4.2. Any other employee appeal arising from the introduction of new policies and procedures.
- 11.4.3. To consider and make recommendations to the STH Board in connection with any significant restructure proposals.

- 11.4.4. To make recommendations concerning the appointment of the Chief Executive and Members of the Directors.
- 11.4.5. Make recommendations as to course of action in respect of disciplinary matters concerning the Chief Executive and Directors.
- 11.4.6. Recommend to the STH Board collective and corporate terms and conditions of staff service, pay policy, and options to incentivise staff.
- 11.4.7. Monitor any ongoing trade union negotiations, and/or any other senior employee relations issues.
- 11.4.8. Authorise out of court settlement of legal claims relating to staffing matters up to £100,000 by or against STH (other than items specifically delegated to staff).
- 11.4.9. To review, at least every three years, all contracts of employment ensuring compliance with legislation and regulation; and to negotiate suitable contracts with senior staff.

11.5. Strategy

- 11.5.1. Oversee the Tenant Engagement Framework and Customer Access Strategy and its delivery using resident insight
- 11.5.2. Oversee the delivery of the following (following Board approval):
 - Place based working (including Neighbourhoods and Neighbourhoods Direct)
 - Resident focussed services and communications – using resident focused intelligence
- 11.5.3. Monitor and provide recommendations in relation to the People Strategy, including staff surveys and associated action plans, investment from Learning and Development interventions and workforce planning.
- 11.5.4. Advise the Board on any ethical matters and the best approach to creating a culture of integrity and honesty in all STH business matters.

11.6. Customer Service Performance

- 11.6.1. Monitor customer facing performance and consider and make recommendations in connection with reports on performance of operational matters e.g., Repairs and Maintenance, Gas Servicing and Repairs, Estate Management, Anti-Social Behaviour, Arrears.
- 11.6.2. Report to the STH Board any major service delivery failures or concerns.
- 11.6.3. Review how STH operates through customer experiences and ensure the customers voice influences decision making through customer insight and review groups (including customer related health & safety concerns).

- 11.6.4. Review customer satisfaction on a regular basis (quarterly), including through the use of customer demand and perception insight to make recommendations on improvements to the Executive team and Board.
- 11.6.5. Review the effectiveness of the Tenant Engagement Framework bi-annually.
- 11.6.6. Review Consumer Standards annually and monitor any actions on a quarterly basis – providing an annual update to Board or where any significant gaps are identified.
- 11.6.7. Receive a bi-annual report on Complaints performance, trends and learning in relation to services and make any recommendations to Board for strategic service development.
- 11.6.8. Liaise with Audit, Risk and Assurance Committee on relevant matters, including whistleblowing process for employees.

11.7. Employee Health and Safety

- 11.7.1. Champion employee related health and safety throughout STH and recommend approval of the Health and Safety Policy (employee related matters only) to the STH Board ensuring that it is based on good practice and meets legal and regulatory requirements.
- 11.7.2. Receive and scrutinise quarterly employee related health & safety performance compliance information and an annual report on employee health and safety, providing assurance to the STH Board that H&S is being appropriately monitored and managed.
- 11.7.3. Liaise with the Audit, Risk and Assurance Committee regarding any areas of significant concern, also reporting to the STH Board as appropriate.

11.8. Equality and Diversity

- 11.8.1. To champion the Equality, Diversity and Inclusion (EDI) Strategy throughout STH from a staff and residents' perspective and recommend approval of any Equality and Diversity Policy to the STH Board ensuring that it is based on good practice and meets legal and regulatory requirements.
- 11.8.2. To receive an Annual Report on STH's activities relating to EDI.
- 11.8.3. Review training and development programmes to ensure STH maintains an up-to-date knowledge on equalities and diversity issues.

12. Review

- 12.1.1. The Committee shall, at least annually, review its own performance, constitution and Terms of Reference to ensure it is operating effectively making recommendations for change it considers necessary to the STH Board for approval as part of an annual governance review process.