People & culture committee

The role of the People and Culture Committee is to advise the Board on all matters relating to staff and workforce planning. Enhance the environment that supports and values the staff of the organisation to engage the talent and nurture the leadership capability of individuals and teams working together to drive the desired culture throughout the organisation. It will focus its attention on the key areas of: Leadership, Culture, Talent, Capability, Staff and Training.

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**Principles of Good Governance to be applied in all actions by Gorta T/A Self Help Africa and its subsidiaries**

# Constitution

By resolution of the Board of Directors of the Company dated the xx 2024 the Board will establish a committee of the Board to be known as the People & Culture Committee (‘the Committee’). The Committee will act as the responsible committee for all members of the Gorta group of companies.

The Committee will perform its duties in line with the Memorandum and Articles of Association of the

Company. The scope of this document is to provide a framework and guidelines for the successful operation and conduct of the work of the Committee.

# Purpose

The Committee’s primary concerns are: ensuring management is creating an environment that motivates and develops our people at all levels including promotion of our values; ensuring there’s succession planning for important roles; staff retention; performance; staff engagement ensuring mechanisms are in place to seek information from, and provide information to staff; and ascertaining, on behalf of the Board, that key HR policies and remuneration structures are in place.

# Membership of the Committee

The Committee shall be appointed by the Board of Gorta (the Board).

* The Committee shall normally consist of 5 members, a minimum of 2 must be members of the Board.
* The members of the committee will have a range of skills in Human Resources and People Management.
* The Board will seek to ensure a diversity balance on the Committee.
* The quorum necessary for the transaction of the business of the Committee shall be a majority of Committee members present but not less than 2.
* The Chair of the Board is not eligible to be the Chair of this Committee.
* The Chair of the Committee shall be appointed by the Board and be a member of the Bo, If a situation arises that the Chair is incapacitated and cannot attend, the Committee members will choose one of their number to be Chair of that meeting.
* Committee members will normally be appointed for three years, with the potential for a second three-year term if deemed appropriate.
* The Board will seek to ensure that there is an appropriate level of rotation of the committee membership over time.

# Secretary

* The Head of People & Culture shall be the Secretary to the Committee.

# Attendance at Meetings

* Only members of the Committee have the right to attend Committee meetings.
* The Committee may extend an invitation to the CEO of the Group and other persons to attend meetings or be present for agenda items as required.  The CEO of the Group may also request to attend a meeting or an agenda item.

# Frequency of Meetings

* The Chair shall, in consultation with the Secretary decide on the frequency and timing of the Committee meetings.
* The Committee must meet at least four times a year.

# Notice of Meetings & Agenda

* Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend as early as possible but not later than five working days before the date of the meeting.
* Supporting papers shall be sent to Committee members and other attendees, as appropriate, at the same time.
* For every meeting, members will receive a copy of the proposed agenda which will be compiled by the Secretary and approved by the Chair.
* A member of the Committee that wishes to have an item included on the agenda should forward same to the Secretary & Chair prior to the meeting.
* Urgent matters may be raised by any member with the permission of the Chair under Any Other Business.

# Minutes

* The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
* Where the Secretary is not in attendance for any reason, the Chair of the Committee will be responsible for ensuring that appropriate minutes are taken.
* Draft minutes of Committee meetings shall be circulated to all members of the Committee within 7 working days of the meeting.
* Once approved, minutes should be circulated to all other members of the Board and the CEO in advance of the next Board meeting.

# Voting and Decision Making

* For the most effective and successful operation of the Committee, arriving at decisions by consensus is the preferred approach. Otherwise, where a decision is required, majority will rule, and members may have their dissent noted in the meeting minutes.
* In the event of a tie, the Chair will have a casting vote or direct the matter for further review and deliberation.

# Disclosure of Interests

* In the interests of good governance, it is required that members express any actual or perceived conflicts of interest with items coming under the agenda. They can then absent themselves from the relevant part of the meeting.

# Authority

The Committee is responsible for making recommendations to the Board within the agreed duties.

In doing this the Committee is authorised by the Board to:

* Discuss any activity within its terms of reference and have full access to information and the resources which it needs to do so.
* The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of advisors with relevant experience and expertise if it considers this necessary, the expense of which will be borne by the Company.

# Duties of the Committee

The Committee will provide advice and assurance to the Board on the following duties:

# Culture & Values:

* Oversee a process for assessing, measuring and reporting on the “culture of the organisation” on a consistent basis over time.
* Oversee the coherence and comprehensiveness of how the Organisation engages with staff and with staff voices, including the bi-annual staff-annual and report on the intelligence gathered, and its implications.
* Oversee the development of a person-centred open and learning culture that nurtures talent and inspires innovation and excellence.
* Seek assurance that there is positive progress on equality and diversity.
* Seek assurance that the organisation adopts a consistent working environment that promotes staff and volunteer health, safety and well-being, where people feel valued, can raise concerns, and where bullying and harassment are visibly and effectively addressed.

# Organisational Development & Capacity:

* Seek assurance that the systems, processes and plans used by the organisation have integrity and are fit for purpose in the following areas:
  + strategic approach to growing the capacity of the workforce
  + strategic approach to talent management
  + strategic approach to staff training
  + effective recruitment and retention
  + identification of urgent capacity problems and their resolution
* Seek assurance on the organisation’s plans for ensuring the development of leadership and management capacity, including the organisations approach to succession planning;
* Seek assurance that performance assessments are taking place and that the performance management system is fit for purpose.
* Ensure that appropriate policies are developed/rolled out and updated in a timely manner.
* Recommend to the Board the approval of key policies.

# Risk Management:

* The Committee will seek assurances on the management of strategic People & Culture risks delegated to the Committee by the Board, via the Executive Risk Register.

# Statutory and Mandatory Compliance:

* Seek assurance, on behalf of the Board, that relevant statutory and regulatory compliance and reporting requirements are met

# Remuneration:

* Oversight of staff remuneration and benefits to ensure they are fair and equitable and managed within an appropriate framework.
* Make annual remuneration recommendations to the Board for all staff (excluding the CEO and Group Management Team) based on relevant, timely information presented to the Committee by the executive.
* Ensuring the company's remuneration framework drives appropriate behaviours, reflective of the organisation’s values.

# Safeguarding:

* Review and monitor the implementation of a safeguarding action plan to ensure a safeguarding culture is embedded in the organisation.

# Reporting

* Following each meeting, the Committee Chair shall report to the Board on the business of the Committee at the next meeting of the Board.  Should the Chair be unable to attend another Committee member may act on the Chair’s behalf.
* The Committee shall make a statement in the annual report about its activities and any significant plans.
* The Committee shall annually review its effectiveness, including specific feedback from the Board on its performance.

# Code of Conduct & Confidentiality

* Under their fiduciary duties of loyalty and care, Committee members are required to protect and hold confidential all non-public information obtained due to their committee membership position absent the express or implied permission of the Board to disclose such information.
* Committee members are expected to adhere to the Code of Conduct at all times.

# Renewal of Terms of Reference

* The Committee shall review its terms of reference at least every three years
* The Committee will recommend any necessary changes to the Board for approval.

# Other Matters

* The Committee is obliged to raise with the Board any matter of concern it may have.

**Signed: Dated:**

**Chair, Gorta Board**

**Signed:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  **Dated:**

**Chair, People & Culture Committee**