PEOPLE AND CULTURE COMMITTEE

Terms of Reference

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Introduction

In accordance with the statutes for the Chartered Institute for the Management of Sport and Physical Activity (CIMSPA), the People and Culture Committee will fulfil the function of the Nominations Committee and the Remuneration Committee, and will exercise powers on behalf of CIMSPA and the Board of Trustees (the Board) under the following Terms of Reference.

Purpose

The purpose of the People and Culture Committee is to provide strategic oversight and scrutiny to CIMSPA's people-related considerations, ensuring that the organisation's processes, behaviours and culture clearly align to its values.

The People and Culture Committee Terms of Reference are agreed by the Board who delegate authority to the People and Culture Committee to undertake work relating to the above. The People and Culture Committee has no executive powers other than those specifically delegated in these Terms of Reference.

Scope

The scope of the People and Culture Committee includes:

- To provide appropriate challenge and scrutiny in the following areas (further details are given in the Role and Responsibilities section):
    - Organisational culture and ethics
    - Internal workforce strategy
    - Staff wellbeing and engagement
    - Leadership and talent development
    - Succession planning
    - Board effectiveness
    - Remuneration oversight
    - Nominations and governance relating to Board and Chief Executive Officer (CEO) appointments
    - Equality, diversity and inclusion (EDI)
- To provide assurance to the Board that CIMSPA's practices in the above areas are effective and follow best practice or, where necessary, identifying and making recommendations for improvement

The scope of the Committee also includes:

- Representing the best interests of the chartered institute
- Conducting duties in accordance with the 'Nolan Principles', which are the basis for the ethical standards expected:
    - Selflessness
    - Integrity
    - Objectivity
    - Accountability
    - Openness
    - Honesty
    - Leadership

Role and Responsibilities

The People and Culture Committee's role is to:

- Promote processes, behaviours and culture which exemplify CIMSPA's values and the Nolan Principles (above).
- Monitor the effectiveness of CIMSPA's people-related policies and procedures, ensuring that staff and volunteers are engaged, valued and supported to develop, and that their wellbeing is prioritised
- Maintain oversight of the Board's effectiveness and dynamics, ensuring these are regularly reviewed with actions agreed and implemented and that decisions are made ethically and transparently
- Oversee the recruitment of high-performing individuals to the Board, and to the CEO role, whilst ensuring appropriate succession plans are in place for these and other key roles.
- Ensure that a formal and transparent process is in place for determining trustee and CEO remuneration, and for developing policy on executive remuneration
- Ensure that CIMSPA has clearly-articulated EDI ambitions and a realistic plan to achieve, these which is being delivered with demonstrable impact
- Provide information and recommendations on the above to the Board to allow the Board to fulfil its responsibilities.

The People and Culture Committee is responsible to the Board of Trustees for:

<u>Organisational culture and ethics</u>

- Ensuring the Board operates with agreed ethical standards and behaviours which shape CIMSPA's wider culture and align with the organisation's values

- Ensuring that CIMSPA is clear on the agreed culture it aspires to create, and that staff, trustee and committee members' experiences of the organisation's culture align to this
- Gaining assurance that processes are in place to achieve well-rounded and carefully considered strategic decision-making within the Committee, Board and wider organisation

<u>Internal workforce strategy</u>

- Monitoring and reviewing the impact of CIMSPA's people-related policies and procedures, ensuring these support the development of the agreed culture
- Receiving reports and advising on material changes to CIMSPA's staffing structure, making recommendations to the Board for approval where appropriate and supporting the implementation of these changes as required

<u>Staff wellbeing and engagement</u>

- Scrutinising the effectiveness of staff wellbeing and engagement practices and their impact on staff and the organisation

<u>Leadership and talent development</u>

- Assessing the broad framework for staff pay and progression, gaining assurance that processes are in place for transparent and fair implementation.
- Ensuring the impact of this framework on staff recruitment, development, incentivisation and retention can be evidenced.

<u>Succession planning</u>

- Giving full consideration to succession planning for Board trustees and the CEO in the course of its work, taking into account the challenges and opportunities facing CIMSPA, and the skills and expertise needed on the Board in the future. This includes succession planning for specific roles within the Board, including Chair and Senior Independent Trustee
- Ensuring that appropriate succession plans are in place and are being enacted for other key staff roles within the organisation

<u>Board effectiveness</u>

- Overseeing the annual internal Board evaluation and trustee appraisal process, and the periodic external board evaluation, ensuring that the findings are used to optimise Board and individual performance and to identify areas for continued development and / or recruitment
- Ensuring that the dynamics of the Board successfully encourage psychological safety and respect, both for trustees and staff

Remuneration oversight

- Reviewing the ongoing appropriateness and relevance of the Remuneration Policy and Pay and Progression Framework.
- Taking advice from the Audit, Finance and Risk Committee, discussing annually the impact on staff of the decision regarding whether salary points for all employees should be adjusted to reflect changes in the cost of living; ensuring the Board of Trustees considers this impact in making their decision
- Ensuring that appropriate procedures are implemented for the support, development and evaluation of the Chair of the Board and the CEO
- Determining the remuneration offered to the CEO and Chair of the Board; assessing and, where deemed appropriate, awarding the provision of a performance bonus to CIMSPA's CEO
- Making recommendations to the Board on any material changes in employee benefits, including pension arrangements.

Nominations and governance relating to Board and CEO appointments

- Regularly reviewing the structure, size, demographics and composition of the Board and make recommendations to the Board regarding any recruitment needs.
- Leading the recruitment process and overseeing the onboarding process for all Chair, trustee and CEO vacancies, making recommendations to the Board for recruitment and appointment. This includes ensuring that the election of any elected trustee is carried out in line with CIMSPA's Charter and Statutes and election procedures, and that all recruitment is skills-based, focused on meeting the organisation's current and foreseeable future needs.

Equality, diversity and inclusion (EDI)

- Ensuring that EDI principles and practices are embedded across the breadth CIMSPA's governance structure and the wider organisation
- Satisfying itself that CIMSPA has a clear, ambitious Diversity and Inclusion Action Plan (DIAP) with appropriate accountability
- Scrutinising the impact of the DIAP, ensuring progress against the desired outcomes is regularly reviewed

Membership

CIMSPA's Board of Trustees aims to ensure that fellow trustees, sub-committee members and CIMSPA's employees are representative of all sections of the society that they serve. CIMSPA welcomes and embraces the different perspectives, backgrounds, and cultures individuals bring to the organisation and is committed to ensuring its operation reflects this, through inclusive practices that positively promote respect, equal opportunities for all and dignity.

The People and Culture Committee will consist of:

- Between three and four Trustees, at least one of whom must be an Appointed Trustee
- Two members of CIMSPA's executive team in a non-voting capacity.

Trustees will be appointed to the People and Culture Committee in accordance with the Board, Sub-Committee and CEO Recruitment Policy.

The CEO (if present) will be asked to leave the meeting when their performance, remuneration or other areas pertaining to their role are discussed. Additionally the voting members of the committee may decide to ask all executive team members or other staff in attendance to leave a meeting when discussing areas which will directly impact on those individuals.

Tenure and Elapse

As all positions on the People and Culture Committee are held by Board trustees, Committee tenures will be managed in accordance with the tenure and elapse of each individual's Board trustee position, meaning trustees can serve a maximum of three terms of three years following this format.

The above will be subject to annual reviews in accordance with the Committee's skills matrix, Committee composition and Committee diversity

Quorum

The quorum necessary for the transaction of business shall be three voting members.

Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member entitled to vote shall have one vote.

Meetings

The People and Culture Committee shall normally meet at least four times per year, with additional meetings scheduled on a demand led basis. Meetings will normally be held virtually, but may be face-to-face at an appropriate venue or hybrid if required.

Where recommendations or action are needed by the People and Culture Committee more urgently than would be allowed by consideration at the next meeting, the matter will be dealt with by correspondence (usually electronic).

Only members of the People and Culture Committee have the right to attend People and Culture Committee meetings. However, CIMSPA Senior Leadership Team members may be invited to attend meetings of the People and Culture Committee on a regular basis and other non-members or trustees may be invited by the Chair to attend all or part of any meeting as and when appropriate and necessary.

A minimum of 21 days written notice shall be given to every member of each meeting.

Papers for the People and Culture Committee meeting will be circulated not less than five working days before each meeting.

The minutes of each People and Culture Committee meeting shall be made available to the committee at the earliest convenience.

The minutes of each People and Culture Committee meeting shall be made available to the CIMSPA Board of Trustees on request.

The Chair of the People and Culture Committee will report to the Board of Trustees on the Committee's duties and responsibilities following each committee meeting.

Additional Information

In exceptional circumstances the People and Culture Committee may co-opt an individual onto the People and Culture Committee to ensure that it has the required skills or experience to meet the needs of the Committee, the Board and the wider organisation. Co-opted Committee members will be required to undergo an interview process prior to appointment. If the Chair of the People and Culture Committee is unable to attend or is not present at the start of a meeting, the meeting shall elect a Chair from the remaining members for the duration of the meeting.

Outside of the formal meeting programme, the People and Culture Committee Chair will maintain a dialogue with key individuals involved in the company's people, culture and governance, as appropriate to the work of the Committee.

CIMSPA's staff team will provide secretariat to the People and Culture Committee meetings and will record all minutes of meetings, actions, decisions made and changes to policy and procedures on behalf of the Committee. The Chair of the People and Culture Committee will review draft documents and approve for circulation to People and Culture Committee members and public facing copies (where applicable).

The People and Culture Committee shall:

- Have access to sufficient resources in order to carry out its duties, including access to a secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to laws and regulations, CIMSPA's Charter and Statutes, Board of Trustees Terms of Reference, Board Members' Code of Conduct and any other applicable rules as appropriate.

  Arrange for periodic reviews of its own performance, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

Review

The People and Culture Committee Terms of Reference will be reviewed by the Board of Trustees in August 2028 unless changes in policy, governance or other circumstances require a review prior to this date. They will then be reviewed biennially in accordance with the Board of Trustees' annual plan.

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