

People and Culture committee Terms of reference

Purpose

To oversee Cycling UK's organisational development with particular reference to staff and people on behalf of the Board.

Authority

The committee is appointed by, and responsible to, Cycling UK's Board. Its decisions are subject to the Board's approval, except where it is specifically given delegated authority. The committee will produce a written report on its work and recommendations to every Board meeting and flag up urgent issues to Trustees between meetings where appropriate.

Responsibilities

- 1.** Have responsibility for setting, monitoring and reviewing the remuneration policy for all executive directors and the CEO, including pension rights and any compensation payments, as well as overseeing and providing recommendations where appropriate on pay for other senior managers and throughout the group. Reference may be made to Articles of Association. No director or manager shall be involved in any decisions as to their own remuneration.
- 2.** In determining such a policy, take into account all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of governance codes and associated guidance. The policy shall be designed to support the long-term strategy and purpose of the charity in the interest of all stakeholders including members, workers, customers, suppliers and wider society. It shall incentivise and reward management of the quality required to run the charity successfully and sustainably whilst guarding against reward for failure and supporting distribution of pay that meets both internal and external expectations of fairness.
- 3.** Determine the total individual remuneration package of each director taking responsibility for all components of pay and all benefits awarded. The committee shall be guided by the remuneration policy but retain discretion to amend the final pay award in order to protect the reputation of the company and maintain the confidence of all stakeholders.
- 4.** Analyse performance in terms of the executives' contribution to the culture and values performance of the charity but also in relation to the contribution to the charity's societal and environmental impact and furthering the charitable objectives ensuring these are key considerations in the level and structure of pay awarded.
- 5.** Evaluate the impact of the charity's reward practices throughout the organisation, for example by examining whether pay and benefits are aligned with the charity's

purpose; whether they encourage appropriate behaviours and performance; and whether differences in pay and reward levels are fair and proportionate.

6. Monitor and review all issues relating to the organisational culture and values of the charity, drawing as necessary on data and narrative insights from the human resources team, employee surveys and forums, site visits and external information sources such as trade unions and employer perception audits, in order to ensure that the culture and values of the charity and well-being of the workforce are consistent with the long term strategy and purpose.
7. Use this information to set out strategic objectives in relation to the culture and people management, designed to ensure the long-term success and sustainability of the charity and to support the well-being of its workforce. The committee, where warranted, shall undertake or instigate reviews of specific working practices and set standards and principles in relation to people management and workforce well-being where these are applicable across the charity in its entirety.
8. Obtain reliable, up-to-date information about pay, people management and organisational culture in other companies of comparable scale and complexity. To help it fulfil its obligations in this respect, the committee shall have full authority to appoint any external advisers which it deems necessary at expense of the charity but within budgetary restraints imposed by the Board.
9. Work and liaise as necessary with all other board committees and report on the Committee's activities via the annual report and to the Board, ensuring that all strategic issues relating to pay, people management and organisational culture are given the appropriate consideration by all members of the charity's leadership.

Membership of the People and Culture Committee

- The committee shall include at least three trustees, one of whom will serve as chair. The chair of the Board should also serve on the committee. The members shall be appointed by the Board, on the recommendation of the Nominations Committee and in consultation with the committee chair.
- The committee may include members of the charity's stakeholder communities. These members shall include some members of the workforce. A formal mechanism shall be agreed for the appointment of stakeholder members to the Committee.
- Only members of the committee have the right to attend committee meetings. However individuals such as CEO and/or the Director of Organisational Effectiveness and Finance, human resources staff and external advisers may be invited to attend for all or part of the meeting, as and when appropriate and necessary.
- The usual term of office for members of the committee is three years. This may be extended at the discretion of the Board, up to a maximum of six years.

- The Board shall appoint the committee chair. In the absence of the committee chair, the remaining members present shall elect one of themselves to chair the meeting.

Meeting Management

- The People and Culture Committee will normally meet twice a year.
- The agenda and papers will be circulated at least five days before the meeting.

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