

Terms of Reference

HIF People and Culture Committee

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Job Title – Author:	HDFT Assistant Company Secretary
Job Title – Responsible Director:	Chair of the HIF People and Culture Committee (Non-executive Director)
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<ol style="list-style-type: none"> 1. Transferred to new Terms of Reference Template to include standard wording. 2. Updated with schedule of deputies 	

1. Name of the Committee

HIF People and Culture Committee

2. Accountability

The HIF People and Culture Committee is a committee of the Harrogate Healthcare Facilities Management Limited's Board of Directors. As such it will, on behalf of the Board, contribute to setting strategy as this relates to people and culture. Harrogate Healthcare Management Limited (t/a Harrogate Integrated Facilities (HIF)) is a wholly owned subsidiary of Harrogate & District NHS Foundation Trust (HDFT).

3. Role of the Committee

3.1. Purpose of the Committee

The purpose of the Committee is to gain assurance, on behalf of the Board of Directors, that Harrogate Integrated Facilities (HIF) is making sufficient progress towards creating a highly engaged workforce in line with the Company's People Plan themes and its guiding principles.

3.2. Guiding Principles

In carrying out their duties, members of the committee and any attendees must ensure that they act in accordance with the values of the company which are:

- Kindness
- Integrity
- Teamwork
- Equality

3.3. Responsibilities of the Committee

The key responsibilities of the group are to:

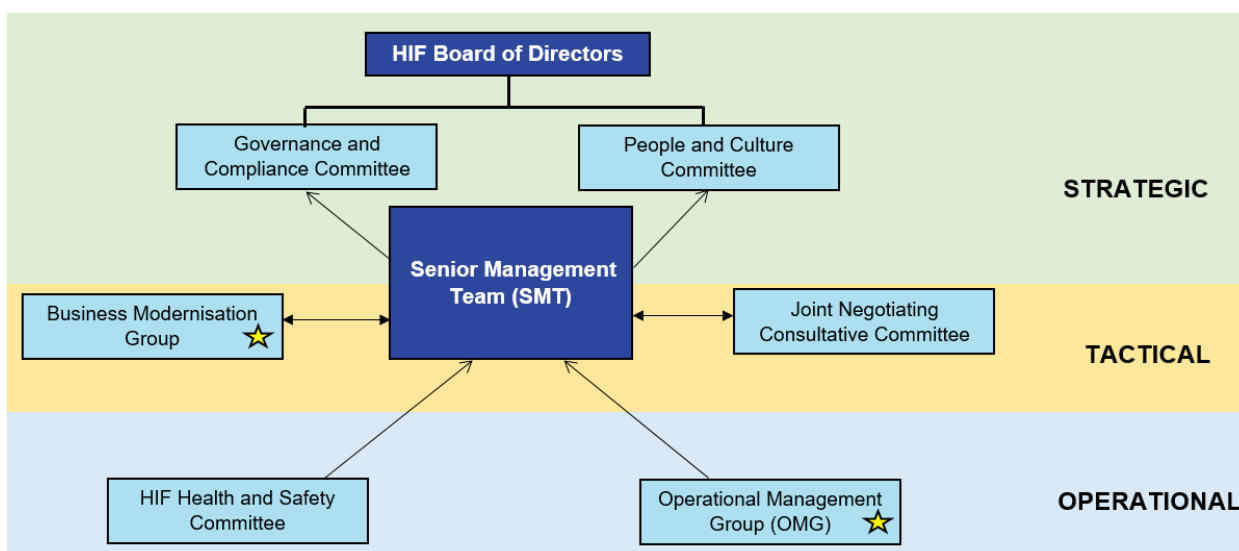
- set annual objectives and a plan of work to coordinate with the Board of Directors' Annual Cycle of Business;
- ensure HIF's activities enable colleagues to feel supported in their work, and consistently experience civil and respectful behaviours;
- oversee the development of a consistent culture where people feel safe and able to raise concerns and that concerns raised are suitably addressed;
- ensure the activities are systematically and effectively promoting health and wellbeing, and psychological safety;
- ensure HIF is actively seeking to reduce inequalities in staff experience and is promoting equality, diversity and inclusion in a systematic and effective way;
- ensure the Committee's focus is aligned with HDFT's People and Culture Strategy when developing HIF's forward plans;
- ensure engagement and consultation processes with staff, stakeholders and communities reflect the ambition and values of HIF overall;

- shape, approve and drive improvements arising from the triangulation of feedback from staff surveys, exit interviews, Freedom to Speak Up Guardians and other sources;
- review the overall effectiveness of internal communications and engagement;
- review and drive performance improvement where appropriate;
- ensure compliance with current statutory and regulatory requirements.

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any member of staff and all members of staff are directed to co-operate with any request may by the Committee.

The Committee shall have the power to establish task and finish groups for the purpose of addressing specific tasks or areas of responsibility.

4. Relationships with other groups and committees



5. Composition of the Committee

5.1. Members: Full Rights

Title	Role in the group / committee
Non-executive Director	Committee Chair
Non-executive Director	Committee Vice-Chair / Non-executive member
Non-executive Director	Non-executive member
Managing Director	Executive lead for the Committee. Assurance and escalation provider to the People and Culture Committee

Membership of the Committee shall be agreed by HIF Board, who will appoint the Chair and Vice-Chair of the Committee. Membership will consist of not less than two Non-executive Directors and one Executive Director. The Chair of the

Committee should ensure the membership promotes equality, diversity and inclusion.

Any Executive and Non-executive Director can attend a Board sub-committee meeting because of the position that they hold.

There may be occasions where the Executive and Non-executive Director posts have been filled on an interim basis. Where this arrangement is in place, the interim post holder will be considered a member of this group for the period they hold the interim position.

Where an Executive Director is unable to attend, they may delegate to a Deputy Director; in such cases it should be made clear at the meeting who is undertaking the deputising role.

Where a Non-executive Director is unable to attend, they may delegate to another Non-executive Director; in such cases it should be made clear at the meeting who is undertaking the deputising role.

The Chair of the Board is invited / reserves the right to attend any meeting. However, the Chair of the Board shall not be a member of the Committee.

5.2. In attendance: in an advisory capacity

Job Title
Deputy Director of Estates & Facilities
Associate Director of Business Modernisation and Service Improvement
HR Business Partner
Member of HDFT Corporate Team (minute taker)

In addition to anyone listed above as a member or attendee, at the discretion of the Chair of the Committee, the Committee may also request individuals to attend on an ad hoc basis to provide advice and support for specific items from its work plan when these are discussed at the meetings.

6. Quoracy

Number: The minimum number of members for a meeting to be quorate is two, comprising at least one Non-executive Director and one Executive Director. If the Chair of the Committee is unable to attend the meeting, and if otherwise quorate, the meeting will be chaired by one of the other Non-executive Directors.

Deputies: Where appropriate, members may nominate deputies to represent them at a meeting. Deputies do not count towards the calculation of whether the meeting is quorate except if the deputy is representing the member under formal “acting up” arrangements. In this case the deputy will be deemed a full member of the Committee. It may also be appropriate for attendees to nominate a deputy to attend in their absence.

A Schedule of deputies (in Appendix 1) should be reviewed at least annually to ensure adequate cover exists.

Non-quorate meeting: Non-quorate meetings may go ahead unless the Chair decides not to proceed. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting and documented in the minutes.

7. Meetings of the Committee

Frequency: Meetings will be held at least quarterly. There will be separate meetings if required by the Board of Directors. In addition, the Committee Chair in consultation with the Lead Executive Director may request a meeting in order for the Committee to discharge all of its responsibilities.

Urgent Meetings: Any member of the Committee may request an urgent meeting. The Chair of the Committee will normally agree to call an urgent meeting to discuss the specific matter, unless the opportunity exists to discuss the matter in a more expedient manner.

Attendance: Members are expected to attend all meetings. Members may attend meetings in person, by telephone or by other electronic means. Those in attendance by electronic means shall count towards the quorum.

Administrative Support: The Committee Secretariat will be provided by the Trust's Corporate Directorate, including to arrange meetings, prepare agendas, circulate papers and draft minutes, including a register of attendance to be agreed with the Chair of the meeting prior to circulation as described below. Papers will be made available a minimum of five days prior to scheduled meetings. An action log will be maintained, and a log of items reviewed throughout each 12 month period.

Minutes: Draft minutes will be approved by the Chair of the meeting and then shared with the members of the Committee. The draft minutes will be reviewed and the final record agreed at the next quorate meeting. Approved minutes of each meeting will then be provided to the Board of Directors for noting.

Chair Reports: The Chair of the Committee will provide an update of key issues arising from the meeting, including decisions taken, to the next Board of Directors meeting.

Voting: It is at the discretion of the Chair of the meeting to call a vote during a meeting. When voting, decisions at meetings shall be determined by a majority of the votes of the Executive and Non-executive Directors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

8. Authority

Establishment: The Committee is a sub-committee of the Board and Directors and has been formally established by the Board.

Powers: The Committee has no powers, other than those specifically delegated in these Terms of Reference.

Cessation: The Committee is a standing Board sub-committee in that its responsibilities and purpose are not time limited. However, the Committee has a responsibility to review its effectiveness annually.

9. Duties of the Committee Chair

The Chair of the Committee shall be responsible for:

- Agreeing the agenda in partnership with the Managing Director;
- Directing the meeting, ensuring it operates in accordance with the company's values whilst ensuring all attendees have an opportunity to contribute to the discussion;
- Ensuring the agenda is balanced and discussion is productive;
- Establish if there are any conflicts of interest and manage any such declarations appropriately;
- Giving direction to the secretariat and checking the draft minutes; and
- Ensuring sufficient information is presented to the Board of Directors in respect of the work of the Committee.

10. Review of Committee Effectiveness, Terms of Reference and Annual Report

It will be the responsibility of the Chair of the Committee to ensure that it carries out an assessment of committee effectiveness annually, and ensure the outcome is reported to the Board of Directors along with any remedial action to address any weaknesses identified. The Chair of the Committee will also be responsible for ensuring that the actions to address any areas of weakness are completed.

The Terms of Reference shall be reviewed by the Committee at least annually and be presented to the Board of Directors for ratification.

The HIF People and Culture Committee will present an annual report to the Board of Directors outlining its work against its duties set out in the Terms of Reference. The HIF People and Culture Committee will make recommendations to the Board of Directors on any area within its remit where action or improvement is required.

Appendix 1: Schedule of Deputies

It may not be necessary or appropriate for all members (or attendees) to have a deputy attend in their absence. If this is the case, please state below “no deputy required”.

Full member (by job title)	Deputy (by job title)
Non-executive Director / Chair	Vice-Chair, Non-executive Director
Non-executive Director	Non-executive Director
Non-executive Director	Non-executive Director
Managing Director	Deputy Director of Estates and Facilities

Attendee (by job title)	Deputy (by job title)
Deputy Director of Estates & Facilities	Associate Director of Business Modernisation and Service Improvement
Associate Director of Business Modernisation and Service Improvement	No deputy required
HR Business Partner	No deputy required
Member of the HDFT Corporate team	Member of the HDFT Corporate team