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# People Committee

## Terms of reference

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Approved by the Ofcom Board on:	15 March 2023 (effective 1 April 2023)
Previous versions:	V2. 28 September 2021
	V1. 9 December 2020

# People Committee: Terms of Reference (effective 1 April 2023)

## Purpose

1. The People Committee (“the Committee”) is a Committee of the Ofcom Board from which it receives its delegated authorities.
2. The principal purpose of the People Committee is to provide an early, long term and strategic perspective on senior People issues and to periodically evaluate (in consultation with the Chief Executive) and challenge (where considered appropriate) the progress of Ofcom’s People and Transformation Strategy.

## Duties

### Workforce strategy

3. **Approve** Ofcom’s People and Transformation strategy.
4. **Monitor** the implementation, and as appropriate, review the relevance and effectiveness of the strategy.
5. **Consider** the effectiveness of Ofcom’s Senior Talent and any issues identified by the Senior Talent Committee (STC) in respect of that strategy.
6. **Approve** Ofcom’s diversity strategy and progress towards any targets set out within the strategy.
7. **Approve** Ofcom Values and routine review of Ofcom’s culture ensuring alignment with the strategy as set by the Ofcom Board.
8. **Consider** whether the overarching organisational design of Ofcom supports the delivery of Ofcom’s strategic priorities, advising the Board on any proposed changes as appropriate.

### Succession and appointments

9. At least annually, consider the structure, size and composition (including the skills, knowledge, experience and diversity) and succession plan for Ofcom Board Members and **approve for recommendation** to DCMS appropriate succession plans for the Board.
10. **Ensure** appropriate succession planning arrangements are in place for senior management which reflect Ofcom’s diversity strategy and consider / seek assurance on the overall strength and diversity of Ofcom’s leadership pipeline.
11. **Approve for recommendation to the Board** Executive Board Member appointments (other than for the Chief Executive) in accordance with the guidelines set out in Annex A.
12. **Approve for recommendation to the Chair and Non-Executive Members**, the appointment of the Chief Executive, for approval by the Secretary of State for DCMS, in accordance with the guidelines set out in Annex A.

13. **Approve** the appointments of Group Directors, the Corporation Secretary and the appointments of such other colleagues as determined by either the Chair of the Committee or the Chief Executive.
14. **Approve** the remuneration of all Non-Executive Members of Ofcom's Boards Panels and Committees (but excluding the Non-Executive Members of the Board, members of MG Alba and the Community Radio Fund Panel).

### **Remuneration policy, including pension and performance management**

15. **Approve, and assure implementation of**, the remuneration policy of all staff (including any incentive policy).
16. **Approve** the annual pay review strategy, performance pay and overall bonus award (ensuring consistency with any public sector controls and the agreed remuneration policy).
17. **Approve** the pensions arrangements established by Ofcom for all Ofcom colleagues, including approval of Ofcom's pension provider.
18. **Approve** for recommendation to the Chair of the Board the terms and conditions of service, including remuneration, pensions, allowances, gratuities, early retirement and redundancy, or the settlement of any employment litigation of:
  - a) the Chief Executive & Accounting Officer
  - b) Group Directors; and
  - c) any other colleagues as determined by the Chair and CEO.
19. **Approve** the policy for managing executives in paid non-executive roles, and assure implementation of the policy.

### **Risk Assessment**

17. To **assess** the people risks to which the People and Transformation function is exposed and provide input to the Risk and Audit Committee, including:
  - a) Employee attraction and retention;
  - b) Employee engagement and performance;
  - c) Succession planning and talent management; and
  - d) Any other risk related to human resources or the human resources team that may arise from time to time.
18. To consider other topics and oversee other activities, as directed by the Board.

### **Other**

19. Receive routine updates from the Director of People and Transformation and / or the STC on other People Matters relevant to the purpose of the Committee.

## Membership

20. The Committee shall comprise at least three Members, all of whom shall be independent non-executive directors.
21. The Chair of the Board may be a member of the Committee provided that the Chair was considered independent on appointment.
22. Members of the Committee shall be appointed by the Board.
23. Only members of the Committee have the right to attend Committee meetings. However, the Chief Executive & Accounting Officer, the Director of People and Transformation, the Chief Operating Officer and the Corporation Secretary, or their nominee, will be expected to attend Committee meetings on a regular basis. Other individuals may be invited to attend all or part of any meeting.
24. No Ofcom colleague should be present at any part of a meeting of the Committee when their own terms and conditions and / or remuneration is discussed.
25. 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.

## Secretary

26. The Corporation Secretary, or their nominee, shall act as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

## Quorum

27. The quorum necessary for the transaction of business shall be three members, including for written resolutions.

## Frequency and conduct of meetings

28. The Committee shall normally meet four times a year at appropriate times and otherwise as required.
29. Member attendance through virtual meeting platforms (i.e. Teams) or telephone is permissible.
30. Where the Committee Chair considers it appropriate, decisions may be taken by written resolution either by email or via the Board Portal software. The decision should be formally noted at the following meeting.

## Notice of meetings

31. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members. Meetings may also be called at the request of the

Chief Executive & Accounting Officer or the Chief Operating Officer if they consider it necessary.

32. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend no later than five working days before the date of the meeting.

## Minutes of meetings

33. The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
34. Draft minutes of Committee meetings shall be circulated to all members of the Committee at the following meeting. Once approved, minutes should be circulated to all members of the Board unless, exceptionally, it would be inappropriate to do so.

## Reporting responsibilities

35. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and will provide an annual report of Ofcom's remuneration policy and practices, timed to form part of Ofcom's Annual Report & Accounts.
36. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
37. The Committee shall compile a report of its activities to be included in the company's annual report, describing the work of the Committee.

## Other matters

38. The Committee shall:
  - a) Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.
  - b) 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.
  - c) Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code, including relevant Guidance and the provisions of Managing Public Money.
  - d) Work and liaise as necessary with all other Board Committees ensuring interaction between Committees and with the Board is reviewed regularly.
  - e) At least annually, review its constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval as part of the annual Board and Board Committee effectiveness review cycle.

## Authority

39. The Committee is authorised by the Board to:

- a) Undertake and investigate any activity within its Terms of Reference.
- b) Request the attendance of any Ofcom Colleague at a meeting of the Committee and/or seek any information it requires from any employee of the company in order to perform its duties.
- c) Obtain, at Ofcom's expense, independent legal or other professional advice on any matter within its terms of reference if it believes it necessary to do so.

Date of approval

March 2023

Date of next review

March 2024