

Terms of Reference Bolton at Home HR & Group Governance Committee

(November 2020)

This Committee has devolved responsibility from the Group Board of Bolton at Home Limited for the following areas of activity:

1. To approve any policies as delegated for the Committee's approval by the Group Board. Decisions about which policies will be made by the Group Board in line with the policy approval framework.
2. Ensuring that there is an independent review of payment across the Group and including pay of Non Executive members and Executive Team, taking into account good practice, market comparisons and industry norms on at least a triennial basis. To make recommendations to the Group Board on the overall pay framework for subsidiaries.
3. To take independent advice and consider independently written reports on matters of remuneration principles as needed. The Committee has responsibility to commission, monitor and evaluate the outcomes of such independent reviews within a budget agreed with the Group Board.
4. To review, update and recommend the agreement for services policy for Board members and allowances policy for Committee members on a triennial basis for approval by the Group Board.
5. To approve the contractual terms and pay of the Executive Team (excluding Group Chief Executive Officer). To make recommendations on the contractual terms and pay for the Group Chief Executive Officer to the Group Board for approval.
6. To oversee the process for individual and collective appraisal of Board members, including the Group Board Chair, in line with the process adopted by the Group Board and report outcomes of the appraisal and skills assessment processes to the Group Board for approval.
7. To recommend a process for the appraisal of the Group Chief Executive Officer and to oversee this, making appropriate recommendations based on the outcomes to the Group Board.
8. To take independent advice when required and recommend an approach to severance pay for the Executive Team in accordance with the severance policy for approval by the Group Board.
9. To recommend a process for recruitment and succession planning for Non Executive vacancies for approval by the Group Board.
10. To oversee a process for recruitment of Non Executive members to vacancies and of co-optees in line with the agreed delegations, the succession plan and the recruitment policy approved by the Group Board. To report outcomes on proposed changes to the appointment process to the Group Board for approval.

11. To monitor and review high level HR strategy and consultation arrangement and recommend this to the Group Board following review every three years.
12. To lead for the Group Board on ensuring that the Group maintains the highest standards of governance, taking account of best practice.
13. To lead for the Group Board on ensuring that Bolton at Home Limited maintains the highest standards of HR, taking account of best practice.
14. To participate in any panels or hearings as required by any relevant HR policy.
15. To ensure that there are effective working relationships between the Group Board, employees and the Secretary.
16. To scrutinise the compliance of Bolton at Home Limited and Arcon Housing Association Limited with the chosen code of governance, currently the National Housing Federation's Code of Governance Promoting Board Excellence for Housing Associations 2015 (the 2015 code) and recommend a statement of compliance to the Group Board on an annual basis.
17. To review evidence that the entities within the Group are in compliance with any regulatory standards and to recommend a statement of compliance to the Group Board on an annual basis.
18. The adoption, maintenance and review of the code of conduct for Board and Committee members with such other codes, procedures, protocols or guidance with respect to standards of conduct as the Committee considers to be appropriate.
19. The determination of any complaint or allegation as to the conduct of any Board or Committee member, whether arising under a Group Member's constitution or under the code of conduct for Board and Committee members or otherwise.
20. Overseeing the governance and performance of the Group Board and Subsidiaries pension schemes. The Committee is responsible for:
 - Ensuring both value for money and the provision of good quality pensions for staff.
 - Commissioning independent advisors as required in relation to the performance of pension scheme investment portfolios and default funds, plus the overall performance of both schemes in relation to the wider pensions market.
 - Making appropriate recommendations to the Group Board on matters relating to the pension schemes future viability and costs.

The Arcon Housing Association Limited Board has delegated responsibility to the Committee in respect of the functions listed at points 4, 6, 9, 10, 12 and 15 to 19 above, as agreed in the Intragroup Agreement between Arcon Housing Association Limited and Bolton at Home Limited.

Membership of the Committee

Appointments to this Committee are to be made in accordance with Bolton at Home Limited's Rules.

- Members of the BH HR Committee (3), to include the Chair of the Group Board, will be appointed by the Group Board each year taking account of the specialist skills required for the Committee.
- Members of the Group Governance Committee (4), to include the Chair of the Group Board and Chair of Arcon Board, will be appointed by the Group Board each year taking account of the specialist skills required for the Committee.

- The Committee can co-opt up to 2 members with relevant skills and knowledge for a 2-year maximum period; any co-opted period will count towards any period of office as a Committee member.
- Co-opted members have no voting rights and will not be included in the quorum.
- The nominated Group Board member on any staff-employing subsidiaries to be invited to attend the annual pensions scheme review meeting.

Members of the Executive Team will have the responsibility of Lead Supporting Officers for the BH HR and Group Governance Committee, these being the Director of HR and People Development and Director of Corporate Services.

Procedural matters relating to the Committee

- The quorum for the BH HR Committee shall be 2 which must include the Chair of the Group Board.
- The quorum for the Group Governance Committee shall be 3 which must include the Chair of the Group Board and Chair of Arcon Board.
- Committee members who are co-optees to the Group Board, or who are co-optees to the Committee, shall not be included in the quorum.
- Any members unable to attend a meeting must inform the Governance and Regulation Team at the earliest opportunity to ensure that the Team are able to deal with any quoracy issues.
- The Chair of the Committee will always be a full (not co-opted) member of the Group Board and will be determined by the Group Board, but cannot be the Chair of the Group Board, the Chair of Arcon Board or the Chair of the Group Audit and Risk Committee.
- Any member of the Committee may (with the agreement of the Chair of the Committee) arrange for any other member of the Group Board to attend a meeting for which they are not available. Any such deputy will count towards the quorum for that meeting.
- The decision of the Committee, based on consensus, shall form the basis of a recommendation to the Group Board for its approval. If there is no consensus within the Committee, it will present the options to the Group Board.
- The agenda will be agreed with the Committee Chair and Lead Supporting Officers.
- Paid staff of Group Members cannot be members of the Committee.
- There will be no public access to Committee meetings.
- The calling of urgent meetings will be through the agreement of the Committee Chair and Lead Supporting Officers.
- The Committee shall make recommendations to the Group Board should there be significant financial implications of its work and in accordance with the Group's financial regulations.
- The Committee shall provide an annual report to the Group Board on key elements of work.
- The Committee shall carry out an annual effectiveness review and report the results to the Group Board.

- In accordance with the Group's approved governance process, the Committee terms of reference will be reviewed annually by the Committee and the Group Board. They will be reviewed to ensure continued compliance with the Board's chosen code of governance, currently the National Housing Federation's Code of Governance Promoting Board Excellence for Housing Associations 2015 (the 2015 code).
- The Committee shall have full authority to commission external consultants to assist it in its work as the Committee deems appropriate.
- All Boards and Committees within the Group governance structure must consider annually their effectiveness and how they conduct their business, including:
 - a) their governing instruments, delegations, regulations, standing orders, structures, systems and other formal documentation;
 - b) the timing and frequency of meetings;
 - c) the format of their agendas, papers, minutes and communications;
 - d) their collective performance as a decision-making body; and
 - e) their compliance with the NHF code 2015 and their legal duties.

There must be a formal review of these matters at least every three years, to ensure best practice, and that documentation is compliant with the latest legislation and regulations.