



Governance & People Committee Terms of Reference

These Terms of Reference describe the delegated items from the Board to the Governance & People Committee (GPC) and directs the GPC as to its responsibilities, reporting requirements and those areas for which the GPC has responsibility for review, and authority for approval.

1.	Purpose
	<p>The GPC supports the Board in discharging the responsibilities delegated to it by the Board for the delivery of strategy, operational management and day to day running of Moat (by which we mean the Group - MHL and its subsidiaries), specifically:</p> <ul style="list-style-type: none">• Seeking assurance in respect of delivering the association's obligations under the principles of good governance and the adopted governance code• Overseeing, and seeking assurance in respect of, Moat's delivery of the People and Culture Strategy• Ensuring that Moat considers colleague's wellbeing and engagement through all its activities• Recommending to the Board for approval the remuneration arrangements for the Board, its Committees and the Executive Team, and pay and conditions for colleagues• Oversee succession planning and recruitment arrangements for Non-Executive and Co-Optee members of the Board and Committees, making recommendations to the Board for approval.
2.	Roles and responsibilities
	<p>The Board is responsible for setting the Terms of Reference for each Committee and the Committee Chair is responsible for ensuring that the business conducted within the meeting is aligned to its Terms of Reference.</p> <p>The Executive Director of Corporate Services and the Executive Director of Governance and Compliance are the responsible Executives for this Committee.</p>
3.	Accountabilities
	<p>Remuneration</p> <ul style="list-style-type: none">• Review (in accordance with the policy management framework) the <i>Board Succession Planning, Recruitment, Remuneration and Expenses Policy</i> and recommend any changes to the Board for approval, taking into consideration independent advice on market rates in relation to the level of remuneration paid to Board and Committee members.• Oversee a review of the Chief Executive's remuneration and contract (including terms and conditions of employment) at least every two years and recommend any material changes to the Board for approval.• Approve the remuneration of Executive Team members on the recommendation of the Chief Executive.• Consider matters of pay, reward and conditions for all employees, including the annual pay award, making recommendations to the Board for approval.

- Scrutinise the annual non-contractual payments report, approving any individual arrangements in line with the scheme of delegations.
- Consider reports relating to the pension arrangements in place, raising any risks or concerns with the Audit and Risk Committee or the Board as appropriate.
- Review Moat's defined benefit pension scheme recovery plan prior to Board approval.

Nominations

- Oversee the recruitment of Board Members and Co-optees in line with the *Board recruitment, succession and appraisal policy*, including a review of role profile requirements, ensuring alignment with Moat's culture and values and that candidates' skills reflect succession planning requirements. Make recommendations for appointment to the Board.
- Consider succession planning requirements for the Board, having due regard to forthcoming retirements, skills gaps, performance, and the future needs of the Board and its Committees, making recommendations to the Board for removal or replacement of Board Members and/or Co-optees.
- Consider any matters relating to the continuation in office of any Board member in line with Moat's policies (e.g. Code of Conduct, Declaration of Interests, Speaking Up).

Governance and performance

- Annually review Moat's governance framework, including the Standing Orders, considering levels of delegation and recommending any changes to the Board for approval (including reviewing and recommending to the Board any changes to the Rules of the organisation).
- Consider and recommend to the Board for approval the adoption of an appropriate code of governance and regularly review a self-assessment of compliance.
- Regularly consider a self-assessment on Moat's compliance with the governance elements of the Regulator of Social Housing's Governance and Viability Standard, escalating any concerns to the Board.
- Oversee a robust annual appraisal process of all Board and Committee Members, Independents and Co-optees in line with the *Board recruitment, succession and appraisal policy*, reporting conclusions and recommendations to the Board.
- Oversee the annual appraisal of the Chief Executive and recommend their annual objectives to the Board for approval.
- Set parameters for, oversee, and scrutinise outcomes of regular Board and Committee effectiveness reviews, reporting to the Board on findings and outcomes.
- Ensure that induction, training, development and support meet the needs of Board and Committee Members and are in line with the *Board Induction, Learning and Development and Appraisal Policy*.
- Review, advise and recommend changes to corporate and governance structures to the Board for approval.
- Keep under review Board member declarations of interest in line with the *Conflicts of Interest Policy*, and, in the case of a fundamental or ongoing material conflict, make a recommendation to the Board for ongoing management of the conflict.
- Receive and scrutinise regular reports relating to Governance and Company Secretarial matters, reporting any exceptions to the Board for consideration through the Chairs report.
- Review Financial Authorities Matrix, recommending it to MHL Board for approval.

- Scrutinise key performance indicators relevant to the scope and remit of the GPC, escalating any significant concerns to the Board.

People and Culture

- Review, advise and recommend the People and Culture Strategy to the Board for approval.
- Carry out an annual talent and succession planning review of Moat's senior leadership to ensure continuity of leadership and development of existing colleagues.
- Recommend the appointment or removal of CEO and Company Secretary to the Board for approval.
- Advise the Chief Executive on the appointment of members of the Executive Team, including approving a suitable role description and definition of capabilities required.
- Approve the removal of any members of the Executive Team on the recommendation of the CEO.
- Scrutinise the results of colleague engagement / satisfaction surveys, approving recommendations and tracking improvements in line with the scheme of delegations.
- On behalf of the Board, review formal reports or significant feedback or concerns raised for Board's attention by the Employee Forum and/or the Health, Safety and Wellbeing Panel and escalating them to the Board if appropriate.
- Receive and review assurances that Moat's desired culture and behaviours are being enacted in practice, and in alignment with our mission and values, escalating any significant matters to the Board.
- Monitor key change management programmes relevant to the Committee's scope and remit.

Equality, Diversity and Inclusion

- Review and recommend to the Board for approval the Equality Diversity and Inclusion Policy and Strategy and monitor progress with delivery of the commitments made in the associated action plan.
- Review and recommend to the Board for approval the annual gender and ethnicity pay gap reports.
- Champion diversity at all levels of the organisation.
- On behalf of the Board, review significant feedback or concerns raised for Board's attention by the Employee Equality Diversity and Inclusion Forums, escalating them to the Board if appropriate.

Committee Effectiveness

- Consider the Committee's effectiveness annually.
- Ensure that any areas of risk within the Committee's scope of responsibility are regularly reviewed. This may include carrying out deep dives in relation to specific risks aligned to the risk registers and areas of concern escalated to Audit and Risk Committee.

Others

Review and approve:

- Declaration of Interest Policy
- Gifts and Hospitality Policy
- Pay and Reward Policy
- Performance Management Policy

	<p>and any other policies delegated to the committee by the Board.</p> <p>Recommend to the Board the approval of:</p> <ul style="list-style-type: none"> • Equality, Diversity and Inclusion Strategy • People and Culture Strategy • Equality, Diversity and Inclusion Policy • Board Remuneration Policy • Board Recruitment, Induction, Succession and Appraisal Policy • Policy on payments and benefits to Board members and staff • Code of Conduct
4.	Membership, frequency, chairing and administration
Membership	<p>The GPC will consist of up to five Independent Non-Executive Board members, including the Senior Independent Director, who bring relevant knowledge and skills.</p> <p>The Committee may co-opt an individual who is independent of MHL and brings specialist skills and knowledge not otherwise available on the Committee.</p> <p>Only members of the Committee have the right to attend committee meetings. However, other individuals such as the Chief Executive, members of the Executive Team and other participants may be invited to attend for all or part of any meeting, as and when appropriate. No members of the Executive Team shall be members of the Committee.</p>
Chair	The Chair of the Committee will be appointed by the Board but cannot be the Moat Board Chair before appointment as Chair of the Committee, the appointee shall have served on GPC for at least 12 months.
Secretary	<p>The Company Secretariat shall act as the secretary of the GPC and will ensure that the meeting receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.</p> <p>The Company Secretariat shall ensure that matters arising from the meeting are accurately captured and that actions are tracked through to completion. Any approvals given at the meeting shall also be recorded, and upon request, accurate minute taking of specific matters.</p>
Frequency	The GPC shall meet at least four times in every calendar year, or more frequently if circumstances prevail.
Quorum	Three members shall form a quorum.
Reporting	The Chair of the Committee shall ensure that decisions delegated it within the Governance Framework are reported back to the Board and other committees on a regular basis where required.
Review	This document will be reviewed annually, or more frequently if changes in legislation, regulation or the service requires it.

Target Audience	Board and Committee members
Document Number	MHL-TOR-GPC
Document Owner	Company Secretary
Authorised by	Moat Homes Limited Board
Review Frequency	Annually
Next Review Date	July 2027

Definitions	<p>“Board” shall apply to the Board of Moat Homes Limited</p> <p>“Moat” means Moat Homes Limited</p> <p>“Group” means Moat Homes Limited and its Subsidiaries</p> <p>“Committees” means the committees established in accordance with the Rules and Code of Governance as follows: Finance Committee, Audit & Risk Committee, Governance & People Committee, and Customer & Communities Committee.</p> <p>“Code of Governance” means Governance Code the Board has adopted in line with the requirements of the Housing Regulator’s Governance and Viability Standard.</p> <p>“Independent” means as defined in the Code of Governance, which Moat has adopted.</p> <p>“Non-Executive Board Members” means Board Members who are not Executive Directors.</p> <p>“Executive Board Members” means Board Members who are members of the Executive Team.</p> <p>“Rules” means the governing instrument of the legal entity.</p> <p>“Company Secretary” means the person appointed by the Board to be the Secretary of Moat, including any deputy appointed to act as Secretary.</p> <p>“Subsidiaries” and “Subsidiary” means future and existing wholly controlled subsidiary organisations including Moat Housing Group Limited (MHG), Moat Development Limited, Moat Homes Finance plc, Moat Construction Services Limited, Mariner Facilities Management Limited. The Subsidiaries have independent legal and financial status, but operate within Moat’s Corporate Plan, Policies and these terms of reference under the management of Moat’s Chief Executive and Executive Team as agreed by the Board.</p> <p>Defined terms are shown in bold the first time that they are used.</p>
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