People and Governance Committee – Terms of Reference

Purpose
Lead the process for appointments to the board. Satisfy itself that plans are in place for an orderly succession to the board and leadership team and oversee the development of a diverse pipeline of succession.

Review HR policies and practices and monitor their consistency with the PFMAC's purpose, strategy and values. Approve performance related pay.

Review developments in law, regulation and evolving practice relating to corporate governance.

Monitor the effectiveness of the Board and local governance.

Membership
Four directors as chosen by the Board.
CEO, CFO, Governance Manager and HR Director will be in attendance.

Quorum
Two members.

Chair
The chair of the committee will elected from amongst the members of the Committee, annually at the first Board meeting of the year.

Meetings
At least three times a year.

Responsibilities

Succession and conflicts

1. Oversee the development of a diverse pipeline for succession (across immediate, medium and long-term time horizons), taking into account the challenges and opportunities facing the PFMAC, the strategic priorities and the skills and expertise needed on the board in the future. Plan for the orderly succession to the board and to the leadership team particularly for the key roles of chair, CEO and CFO.

2. Keep the executive and non-executive leadership needs of the organization under review, with a view to ensuring the continued ability of the organisation to deliver its purpose and strategy.

3. Lead the process for appointments and make recommendations for appointment and reappointment of directors to the Board, for appointment by Archbishop of Birmingham.

4. Before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board and use this to prepare for recruitment.

5. Undertake adequate due diligence in the appointment of directors to the board and, where appropriate, recommend any prior appointment or business interests that could result in a conflict of interest, for approval of the board.

6. Conduct an annual review of the directors' conflicts of interest policy and recommend any changes the committee deems appropriate for approval of the board.

7. Conduct an annual review of the directors' conflicts register and recommend any corrective action that may be applied for approval of the board.

Workforce

8. Using appropriate measures, review HR policies and practices, in particular those that have an impact on (i) talent and capability, (ii) diversity and inclusion and (iii) engagement and culture (including employee wellbeing). Report to the board on their alignment with PFMAC's strategy, purpose, values and culture.

9. Approve recommendations for performance related pay of the CEO, Director of Primary Education and Headteachers.

10. Conduct workforce engagement measures through a range of formal and informal channels. Review and report back to the board the workforce view and priorities to strengthen the 'employee voice' in the boardroom.

Performance Reviews and Governance

11. Review and develop the board's Scheme of Delegation and monitor its compliance while ensuring that it remains appropriate to the size, complexity and strategy of the PFMAC. Recommend to the board any revisions deemed necessary, considering any significant developments in the law and practice of corporate governance.

12. Determine, upon the recommendation of the governance manager and chair of the board, the process through which the annual evaluation of the board and committees takes place, including whether this should be externally facilitated.

13. Review the results of the board performance evaluation. Make recommendations to the board about any changes.

14. Review the time required from directors annually and assess whether the directors are spending enough time to fulfil their duties.

15. Review and approve the board's HR and governance related policies and the effectiveness of their implementation.

16. Review such risks as it may determine fall within its scope from time to time consistent with its purpose.

Reporting

17. Report to the board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

18. Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

19. Where an external search consultancy or board evaluator has been engaged, the committee will check that this has been identified in the annual report alongside a statement about any other connection it has with the PFMAC or individual directors.