



## **HR COMMITTEE**

### **TERMS OF REFERENCE**

#### **CONSTITUTION**

1. The HR Committee (the Committee) will function as a sub-committee of the GALVmed Board of Trustees (the Board).
2. The Committee's primary role is to provide an independent overview of remuneration and other Human Resource matters on behalf of the Board.

#### **MEMBERSHIP**

3. The Board will appoint the Committee which will comprise at least 2 Trustees as members.
4. The Board will appoint the Chair of the Committee who must be a Trustee, but not the Chair of the Trustees.
5. Members will be appointed for a 3-year term of office, which may be extended for a further 3-year period.
6. An additional individual (external to GALVmed) will be appointed to the Committee who has professional HR expertise.
7. There will be no remuneration to members for preparation, attendance and travel time for Committee members. Expenses for travel and accommodation will be paid by GALVmed in accordance with the Travel Policy.
8. All remuneration and other Human Resource matters treated within the Committee and all recommendations to the Board must be considered strictly confidential.
9. A quorum for any meeting will be 2 members.

#### **SECRETARY**

10. The secretary of the Committee will be the Senior HR Manager.

#### **FREQUENCY OF MEETINGS**

11. Meetings will be held not less than 2 times a year, and where possible should coincide with key dates in GALVmed's Board Meeting cycle.

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**HR COMMITTEE - TERMS OF REFERENCE**

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**HR COMMITTEE - TERMS OF REFERENCE**

**NOTICE OF MEETINGS**

12. A notice of each meeting stating the date, time and venue, together with an agenda, shall be issued to each committee member and any other person required to attend no later than 5 working days before the date of the meeting. Supporting papers shall be sent to Committee members and other attendees at the same time.
13. The date of the next meeting will normally be agreed at the end of the previous meeting.

**ATTENDANCE OF MEETINGS**

14. The Chief Executive and the Senior HR Manager are expected to attend meetings. Senior Directors, if invited by the Committee, will attend meetings.
15. The Chair of GALVmed and other Trustees have the right to attend meetings and observe proceedings.

**MINUTES OF MEETINGS**

16. The proceedings of all meetings shall be minuted.
17. The minutes shall be circulated promptly to all Committee Members within 2 weeks of the meeting.

**AUTHORITY**

18. The Committee is authorised by the Board to:
  - 18.1 seek any information it requires from any employee of GALVmed; and
  - 18.2 obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.
19. The Committee will be provided with sufficient resources to undertake its duties.
20. The Chair of the Committee will attend Trustee meetings prepared to respond to questions on the Committee's activities.

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**HR COMMITTEE - TERMS OF REFERENCE**

**RESPONSIBILITIES**

21. The Committee shall:

**21.1 Remuneration**

- 21.1.1 determine and agree with the Board the framework or broad policy for the remuneration of the company's Chief Executive, GALVmed Leadership Team, the Company Secretary and such other members of staff as it is designated to consider, plus with any Honorarium for the Chair of the Trustees. No Director or Manager shall be involved in any decisions as to their own remuneration;
- 21.1.2 in determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
- 21.1.3 review the ongoing appropriateness and relevance of the remuneration policy;
- 21.1.4 approve the design of, and determine targets for, any performance related pay schemes operated by the company and approve the total annual payments made under such schemes;
- 21.1.5 determine the policy for, and scope of, pension arrangements for each member of the GALVmed Leadership Team and other senior staff;
- 21.1.6 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 21.1.7 within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive as appropriate, determine the total individual remuneration package of each member of the GALVmed Leadership Team and other senior staff including any bonuses or incentive payments;
- 21.1.8. review and note annually the remuneration trends across the company or group;
- 21.1.9 oversee any major changes in employee benefits structures throughout the company;
- 21.1.10 agree the policy for authorising claims for expenses from the Chief Executive and Chair;
- 21.1.11 ensure that all provisions regarding disclosure of remuneration, including pensions, are fulfilled;

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**HR COMMITTEE - TERMS OF REFERENCE**

21.1.12 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;

21.1.13 periodically obtain reliable, up-to-date information about remuneration in similar charities and companies.

**21.2 Human Resources**

21.2.1 periodically review and endorse GALVmed's Human Resources policies;

21.2.2 periodically review and endorse GALVmed's performance appraisal scheme and staff development programme;

21.2.3 monitor fundamental Human Resource changes, staff consultation processes and any feedback on staff response to proposed changes.

**21.3 Other Responsibilities:**

21.3.1 monitor compliance with statutory and other codes of practice;

21.3.2 ensure Safeguarding compliance through adequate policies, procedures and measures for a safe and trusted environment for partners, beneficiaries and staff. All HR Committee & Trustee meetings shall include Safeguarding Updates as a meeting agenda item;

21.3.3 ensure suitable Whistleblowing Policies and Procedures are implemented and shared with all staff;

21.3.4 carry out a regular audit of Crisis Management Plans ensuring all policies and procedures are updated;

21.3.5 ensure that at all times the terms of reference are relevant and, if changes are required, to seek Board approval;

21.3.6 identify on a continuing basis the need for the appointment of new Trustees through discussions with the Board; follow the established processes to identify and recruit those additional Trustees; review on an annual basis the processes used to identify and recruit additional trustees for effectiveness and make such changes as may be considered appropriate.

21.3.7 evaluate the Committee's own performance on a regular basis;

21.3.8 regularly update the Board about the committee's activities and make appropriate recommendations;

21.3.9 The Chair of the Committee will make an annual report to the Board on the activities of the Committee during the year.