



Independent Monitoring Authority
For the Citizens' Rights Agreements

Terms of Reference

HR and Remuneration Committee

Approved by	IMA Board
Version	2.0
Date agreed	September 2021
Next review	September 2022

Role of the HR and Remuneration Committee

1. The IMA HR and Remuneration Committee will provide strategic advice, support and challenge to officers and assurance to the Board on people matters.

Delegations

2. The Board has delegated the following responsibilities to the HR and Remuneration Committee:
 - seek assurance of arrangements for all HR policies including:
 - Equality, Diversity and inclusion;
 - Employee engagement initiatives;
 - Employee policies and conditions of employment are are compliant with current laws and in line with relevant guidance issued by HM Treasury and the Cabinet Office as appropriate;
 - People Management Strategy;
 - Pensions;
 - Reward and Pay Strategy;
 - Talent and Succession Strategy; and
 - Wellbeing, Health and Safety.

Membership and Attendance

3. The HR and Remuneration Committee consists of:
 - The Chair
 - Two appointed non-executive members
4. With additional attendees including
 - Accounting Officer / Chief Executive

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- Director of Governance and Corporate Services
5. The HR and Remuneration Committee will be chaired by a non-executive member. The Chair may, if they so choose, nominate another committee member as a deputy to chair the meeting in their absence.
 6. The meeting is not quorate unless at least two of the members appointed are present.
 7. In the event that quorum is not reached, decisions will be made by Chair's action, by correspondence or will be deferred to the next HR and Remuneration Committee meeting.
 8. Membership is based on terms of appointment for non-executive members and can be reviewed.
 9. With the Chair's consent, other staff may be invited to participate where they have a particular interest or involvement in agenda items.

Process

10. The HR and Remuneration Committee will meet quarterly, additional meetings may be convened when considered necessary and business may be conducted by correspondence. Such items will be noted in the agenda as having been determined and their resolution subsequently logged.
11. The following will be standing agenda items:
 - Previous minutes and actions
 - Declaration of Interest(s)
 - Business for noting (i.e. where business has taken place outside of the meeting, it should be noted for audit trail purposes)
 - HR Policy Log Review
 - Health and Safety Action Plan Update
 - Northern Ireland Equality Duty Action Plan Update
12. The Chair will agree the meeting agenda and where necessary will discuss an agenda item with the originator of a proposal prior to the meeting to clarify purpose and presentation.
13. The Secretariat team will maintain the minutes, rolling action sheet, and decisions log to provide a record of business conducted and decisions/escalations made, inside and outside of the regular meeting.

Decision-making

14. The HR and Remuneration Committee will seek to achieve consensus on all decisions. Where this is not possible, the collective decision will be made on a majority of the quorum, with the Chair, or in their absence their deputy where one has been appointed, holding a casting vote.

Decisions by Correspondence

15. The Chair may, where they deem it necessary, request that the HR and Remuneration Committee take decisions by correspondence. In such cases the Chair shall consult the Committee Members and a decision shall be made as per the paragraph above.

Decisions by Chair's Action

16. Chair's action may be used in exceptional circumstances where a decision is required urgently, and it is not possible to wait for the next meeting nor to consult the membership by correspondence. In such cases the Chair may take a decision on any matter within the Committee's delegated authority.
17. All decisions made by correspondence or Chair's Action must be reported at the next HR and Remuneration Committee meeting and recorded in the minutes.

Conduct

18. Committee Members must be honest and impartial in the exercise of their duties. They must not allow their judgement or integrity to be compromised or permit there to arise any reasonable grounds for suspicion as to the compromise of their judgement and integrity. Committee members will be expected to abide by standards enunciated in The Seven Principles of Public Life.

Papers and Reporting

19. Papers must be concise and clearly set out: the issues, the action requested of the HR and Remuneration Committee the actual or potential impact and any relevant financial or other considerations. Papers submitted for circulation will have been discussed with interested parties in good time to meet deadlines.
20. All papers for consideration by the HR and Remuneration Committee must be:
 - approved by the relevant Director; and
 - provided to the Secretariat no later than eight days in advance of the meeting; and
 - circulated to members seven days before the meeting.
21. Late papers will only be accepted by the Chair in exceptional circumstances.

Transparency

22. Action points from each meeting will be circulated to action owners within 48 hours of the meeting. The minutes will be circulated to the Chair within five days of the meeting.
23. The Terms of Reference will be published on the IMA website.

Conflicts of Interest

24. Any attendee who becomes aware of a potential conflict of interest relating to matters to be discussed by the HR and Remuneration Committee must give prior notification to the Chair. If this is not possible, or if the conflict only becomes apparent at the meeting, they should declare this at the meeting and, where necessary, withdraw during discussion of the relevant agenda item.

Review

25. The HR and Remuneration Committee will review its ways of working and terms of reference in six months following its establishment, and then annually.