Trinity College Dublin
Coláiste na Tríonóide, Baile Átha Cliath
The University of Dublin

PEOPLE AND CULTURE COMMITTEE

TERMS OF REFERENCE

The 2010 Consolidated Statutes of Trinity College Dublin and the University of Dublin, Chapter on Governance, Schedule 2 (10):

10. People and Culture Committee

(1) There shall be a People and Culture Committee, which shall be a Principal Committee of Board, operating under delegated authority from Board pursuant to section 3(5)(a) of the Chapter and the Principles of Delegation shall apply.

(2) The People and Culture Committee shall be responsible for advising Board on all matters of policy and oversight (in accordance with its terms of reference as approved by Board) relating to people and culture in College.

1. Objectives

The People and Culture Committee is a Principal Committee of Board with responsibility for all matters relating to people and culture in the University including Equality, Diversity and Inclusion matters, and to provide timely advice to Board on areas within its remit.

The objective of the People and Culture Committee is to provide leadership, coordination and guidance to the University for integration of principles and practices relating to people and institutional culture throughout the University's teaching and learning, research and operational activities.

The deliberations of the Committee are to take account of the University's strategic plan and its Values and Behaviour Framework.

2. Membership of the Committee

2.1 The Committee shall comprise no less than 12 members as follows:

a. A Chairperson
b. If the Chairperson is not a member of Board, then a member of Board shall be appointed as an ordinary member
c. The Director of Human Resources (who shall be secretary to the committee)
d. The Associate Vice-Provost for Equality, Diversity and Inclusion
e. The Chief Operating Officer or their nominee
f. A Faculty Dean or their nominee
g. The Senior Dean
h. One undergraduate and one postgraduate student
i. No fewer than one and no more than two external members
j. Three members of University staff of whom at least one shall be an academic member and at least one a member of the Professional, Technical, Administrative and Support Staff.

2.2 Every reasonable effort will be made to ensure that no more than 60% of the Committee will be of any one gender, and the gender balance of the Committee will be monitored annually.

2.3 The Chairperson of the Committee shall be appointed by Board and will normally be a Board Member. In the absence of the Chairperson, members present at the particular meeting will nominate a Chairperson by simple majority. The Chairperson, with the support of the Committee Secretary, will be responsible for:

- providing assurance to Board that robust, evidence-based decision-making has been undertaken by the Committee;
- overseeing reporting to Board;
- ensuring Committee members receive agendas and papers in a timely fashion;
- maintaining attendance records including members' appointment and termination/renewal dates;
- communicating decisions of the Committee onwards as appropriate;
- ensuring absent Committee members are adequately briefed.

2.4 In appointing members, consideration shall be given to the skills, competencies and independence of members and their relevant experience in areas within the Committee's remit, taking account of the full range of the Committee's activities. The Chairperson, with the support of the Committee Secretary, will ensure all members are aware of the responsibilities of their role including a full understanding of the Terms of Reference and any working procedures of the Committee. The role requirements will be clearly communicated to potential members at the outset including time commitments and an indication of frequency of meetings.

2.5 Membership of the Committee shall be reviewed annually by the Chairperson in consultation with the Registrar and changes as required shall be recommended to the Board at that time. A member may resign by letter addressed to the Board. The Board shall reserve the right to remove any member from the Committee at any time.

2.6 A member of the Committee who is absent for three (3) consecutive meetings may be requested to resign membership unless due to illness, protected leave, or if the absence is approved by the Chair.

2.7 Membership of the Committee shall normally be for an initial term of three (3) years, with the possibility of an extension of a further three (3) years. The general aim is to change the membership from time to time to ensure an appropriate balance between continuity and fresh perspectives.

2.8 The Director of Human Resources shall act as secretary to the Committee and be responsible for the preparation and distribution of the agenda, papers, minutes and reports following consultation with the Chairperson of the Committee. Agenda and papers will normally be circulated one week in advance of each meeting.

3. Meetings and Quorum

3.1 The Committee shall meet on at least five (5) occasions per annum. Other meetings as required shall be convened by the Chairperson. Committee meetings shall be scheduled approximately three (3) weeks prior to the next Board meeting. The Chairperson may convene additional meetings as they deem necessary. Joint formal meetings with other Principal Committees of Board may be convened as business requires.

3.2 The quorum for meetings shall be 50% of the membership. Where this does not result in a whole number, the figure shall be rounded down to the nearest whole number.

3.3 The Committee may also invite any other person to attend meeting(s) of the Committee, as it may from time to time consider desirable, to assist the Committee in the attainment of its objectives.

3.4 The meeting agendas for all Committee meetings shall include an item requiring members to declare any potential conflict of interest with items on the agenda. Where deemed appropriate by the Chairperson, the relevant member should leave the room for the duration of the discussion and/or not take part in any decisions or discussions relating to the matter. Any such conflict should be noted in the minutes of the meeting.

3.5 Each question at a meeting of the Committee shall be determined by consensus, but where in the opinion of the Chair, consensus is not possible, the question shall be decided by a simple majority of the members present voting on the question and, in the case of an equal division of votes, the Chair shall have a second and casting vote. All votes taken shall be referred to the Board for noting via the minutes.

3.6 If approved by the Chairperson, decisions between meetings may be made by written or email resolution following circulation of documents and shall be minuted.

3.7 The Committee may from time to time establish advisory groups or taskforces from the user communities or may arrange for subgroups to consider specialist issues and bring forward recommendations to the Committee.

3.8 The draft minutes of the Committee, together with a high-level executive summary, shall be circulated to the Board as soon as possible for noting and/or discussion as necessary. Items, if any, of concern to Board will be noted in the minutes. The Chairperson or Board Representative of the Committee shall be available to report orally to the Board on key aspects of the proceedings of the Committee as required.

3.9 There may be occasions when the Committee's business is designated reserved (confidential and/or commercially sensitive). On such occasions, with the approval of the Chairperson, any person in attendance may be asked to withdraw from the meeting during consideration of a reserved item of business. The record of matters with which the Chairperson and the Committee are satisfied should be dealt with on a reserved basis and will be recorded separately.

4. Duties

4.1 Agree a Programme of Work and reporting dashboard on an annual basis and submit this to Board. The Secretary's Office will set a deadline for this to enable the Board to create its annual work programme.

4.2 Monitor the University's cultural climate. Provide advice to Board on ways to fulfil its governance responsibility to oversee the University's culture.

4.3 Assist Board in the formulation, co-ordination and implementation of policies relating to people and culture matters, and review such policies on a regular basis in order to make recommendations of changes to Board on the basis of relevance and efficacy and international best practice.

4.4 Advise Board of legislative and regulatory requirements applicable to the University in the areas of the Committee's remit and oversee and monitor the management of plans and actions to ensure these requirements are met. This will include the University's obligations under the Public Sector Equality and Human Rights Duty.

4.5 Review, challenge and monitor the content of and approach to University strategies involving areas within the Committee's remit, including its Equality, Diversity and Inclusion strategy, and Human Resources Strategy, ensuring alignment with the University's statutory obligations. Monitor progress through regular reporting, and steer or make recommendations to ensure strategic objectives are met.

4.6 Review risk registers for areas within the Committee's remit and suggest necessary actions. Take time to review and endorse any section of the University's annual internal audit or risk plans related to areas within the Committee's remit. Ensure that lessons learned from adverse events are communicated effectively and embedded in practice.

4.7 Report regularly to Board on implementation of policies such as Respect, Dignity, and Consent, and how they are being rolled out and embedded in the University. This will include reports on engagement with Sexual Misconduct and Dignity & Respect Polices in line with HEA requirements.

4.8 Advise Board on relevant resource consequences in relation to areas within the Committee's remit.

4.9 Assist Board in establishing, reviewing, and disestablishing sub-committees of the Committee including changes to memberships and Terms of References, making recommendations to Board as the Committee sees fit.

4.10 Implement a programme of regular updates from sub-committees of the Committee, and from relevant working groups.

4.11 Report at least annually to Board on its activities. The report will include:

- an executive summary outlining significant decisions made and issues dealt with on behalf of Board;
- confirmation that an annual review of the Committee's Terms of Reference and those of its subcommittees and working groups has been carried out, including a summary of any changes to be adopted;
- confirmation that all functions outlined in the Committee's Terms of Reference have been carried out;
- the Committee's assessment of progress made on the University's strategies relating to areas within its remit;
- the Committee's assessment on its own performance and operations, including a summary of the performance and operations of its sub-committees.

5. Authority

5.1 The Committee shall operate under delegated authority from the Board, which is ultimately responsible for all matters relating to People and Culture matters. Board may expressly:

a) Delegate to the Committee such functions as it thinks fit (the Principles of Delegation shall apply);
b) Grant to the Committee the authority to exercise such functions on its behalf as it thinks fit (the Principles of Agency shall apply);
c) Entrust to the Committee such other functions as it thinks fit and the Committee may take such decisions as are necessary to exercise such authority, functions andduties.

In particular, the Committee shall:

- consider, review or investigate any activities within its Terms of Reference, calling on whatever resources and information it considers necessary to do so;
- champion diverse representation on all institutional committees;
- approve the University's strategies relating to areas within its remit for onward submission to the Board for consideration and final approval;
- approve University-level partnerships and collaborations with external parties involving areas within the Committee's remit and submit to the Board for consideration and final approval;
- approve implementation and action plans falling within the Committee's remit and monitor implementation of same;
- review Risk Management plans and University-level risk registers from the perspective of areas within the Committee's remit;
- approve statements and reports to be published by the University involving areas within the Committee's remit;
- establish and approve terms of reference and membership for sub-committees and submit to Board for final approval;
- obtain outside legal or other independent professional advice or expertise if it considers this necessary, at the reasonable expense of the University and subject to budgets agreed by Board.

5.2 The remits of the Board Principal committees (Audit, Finance, Risk and Compliance, Environmental Sustainability, People and Culture, Critical Infrastructure) are intended to operate as an integrated matrix, providing a comprehensive governance framework for the Board. Through alignment of the relevant Terms of Reference and Work Programmes for each of the Committees, gaps or unnecessary duplication will be avoided in their collective function. For the avoidance of doubt, it is noted that:

- Matters relating to the Public Sector Equality and Human Rights Duty come within the remit of this Committee.

Where there is a perceived overlap of responsibilities between the Committee and any other Committee of the Council, the respective Committee Chairs shall have the discretion to agree the most appropriate Committee to fulfil any obligation.

5.3 The Committee is authorised to seek any information it requires from any employee of the University, its subsidiaries or its campus companies, to enable it to discharge its responsibilities and shall have made available to it on a timely basis all information requested from any employee in a clear, concise and well-organised manner.

5.4 The Committee shall act as a channel of communication between the Board and management, and shall report to the Board with its recommendations where it considers action or improvement is needed in any area under its remit.

5.5 The Committee shall carry out such other functions and take such other decisions as may be delegated to it from time to time by the Board.

5.6 The Committee, through the Chair or representative Board member, will bring to Board's attention those matters which it believes necessary for the Board to consider or deliberate upon directly.

5.7 In addition to these Terms of Reference, the Committee may also draw up its own working procedures

6. Performance Evaluation

6.1 The Committee shall, at least once a year, review its own performance and its terms of reference and shall report its conclusions and recommend any changes it considers necessary to the Board. The attendance record of Committee members shall be considered as part of the self-evaluation process and shall inform the annual review of the membership of the Committee by the Chairperson and the Registrar as outlined under Section 2.5above.

Approved by Board: 07 March 2024