

Arawak Walton Housing Association HR & Governance Committee Terms of Reference
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1. Purpose

The HR & Governance Committee (“the Committee”) is a standing committee of the Board, established to provide assurance, scrutiny and oversight of:

- People, culture and organisational capacity
- Governance effectiveness and Board development
- Senior leadership performance, remuneration and succession

The Committee supports the Board to ensure Arawak Walton Housing Association has the right leadership, culture, governance arrangements and people capability to deliver its Corporate Plan and regulatory obligations.

2. Status and Accountability

- The Committee is accountable to the Board.
- It operates under delegated authority from the Board as set out in these Terms of Reference.
- The Committee has no executive powers beyond those expressly delegated.

3. Scope of Responsibilities

3.1 People, Culture and Organisational Development

The Committee will oversee and recommend to the Board:

- The People Strategy (including workforce planning, recruitment, retention, wellbeing, learning and development)
- Senior management structure
- Organisational culture, values and behaviours, including alignment with Arawak Walton’s mission as a BAME housing association
- Annual HR report
- Oversight of:
 - Employee engagement and wellbeing
 - Workforce diversity, inclusion and equality

- Leadership and management capability
- Compliance with employment law and good HR practice

3.2 Equality, Diversity and Inclusion

The Committee will:

- Oversee the Equality, Diversity and Inclusion (EDI) Strategy and action plan
- Monitor progress against agreed EDI objectives and outcomes
- Ensure EDI considerations are embedded in:
 - Recruitment and progression
 - Pay and reward
 - Board and executive succession
 - Organisational culture and decision-making

3.3 Chief Executive and Executive Oversight

The Committee will:

- Oversee the annual appraisal of the Chief Executive
- Recommend:
 - Remuneration and contractual arrangements for the Chief Executive
 - Remuneration framework for the Executive Team
- Consider and recommend action to the Board in relation to:
 - Executive disciplinary matters
 - Redundancy or dismissal
 - Material changes to executive contracts

3.4 Pay, Reward and Employment Policies

The Committee will:

- Scrutinise and approve all HR-related policies
- Oversee:
 - Pay and reward frameworks
 - Annual pay awards and make recommendation to Board for approval

- Terms and conditions of employment and recommend to Board for approval
- Ensure pay and reward arrangements are:
 - Fair, transparent and affordable
 - Aligned with Arawak Walton's values and regulatory expectations

3.5 Governance, Board Effectiveness and Succession

The Committee will oversee and recommend to the Board:

- Board succession planning, including skills, diversity and future capacity
- Recruitment and selection of:
 - New Board Members
 - Shareholders (where applicable)
- The Board Skills Matrix and ongoing Board development plan
- The Board appraisal framework, including:
 - Annual individual and collective Board appraisal
 - Periodic independent Board effectiveness reviews
- Succession planning for:
 - Board leadership roles (Chair, Vice Chair, Committee Chairs)
 - The Executive Team

3.6 Board and Chair Remuneration

The Committee will:

- Review and recommend:
 - Board Member remuneration
 - Chair remuneration
- Ensure arrangements comply with:
 - Arawak Walton's Rules
 - Regulatory expectations
 - Sector good practice and proportionality

4. Authority

The Committee is authorised to:

- Seek external professional advice (e.g. legal, HR, governance) within approved budgets
- Commission work or reports within its remit

5. Membership

- Appointed by the Board
- Minimum of three members
- Board Members must form the majority
- The Chair of the Board is an automatic member, but may not Chair the Committee
- Members will be appointed based on skills, experience and independence
- Quorum: Three members

6. Chair of the Committee

- Appointed by the Board from among its Board Members
- May not be the Chair of the Board
- Responsible for:
 - Setting agendas with the Chief Executive
 - Ensuring effective discussion and decision-making
 - Reporting to the Board

7. Meetings

- The Committee will meet at least twice per year, and more frequently as required
- Meetings will normally align with:
 - The budget cycle
 - Performance appraisal and pay review timelines
- Additional meetings may be convened at the request of the Board or Chair

8. Reporting and Recommendations to the Board

The Committee will make recommendations to the Board on:

- Chief Executive remuneration and appraisal outcomes

- Executive and Board succession plans
- Senior management structural changes
- Board and Chair remuneration
- Governance effectiveness and Board development
- Significant people or culture risks

9. Delegated Authority

The Committee has delegated authority to:

- Approve HR policies
- Oversee implementation of:
 - People Strategy
 - Organisational Development Strategy
 - EDI Strategy
- Ensure:
 - Chief Executive appraisal is completed
 - Chair appraisal is completed

10. Review

- These Terms of Reference will be reviewed annually by the Committee
- Any proposed changes will be recommended to the Board for approval

Reviewed by HR & Governance Committee: 26 February 2026

Approved by Board: XXX