

People and Culture Committee

Terms of reference

March 2025

Purpose

1. To oversee Cycling UK's organisational development with particular reference to staff and people on behalf of the Board.

Authority

2. The People and Culture committee is appointed by, and responsible to Cycling UK's Board. Its decisions are subject to the Board's approval, except where it is specifically given delegated authority. The committee will produce a written report on its work and recommendations to every Board meeting and flag up urgent issues to Trustees between meetings where appropriate.

Responsibilities

3. Have responsibility for setting, monitoring, and reviewing the remuneration policy for the organisation, including pension rights and any compensation payments, as well as overseeing and providing recommendations where appropriate on pay for other senior managers and throughout the group. Reference may be made to Articles of Association. No Director or manager shall be involved in any decisions as to their own remuneration.
4. In determining such a policy, consider all factors which it deems necessary, including relevant legal and regulatory requirements, the provisions and recommendations of governance codes and associated guidance. The policy must be designed to support the long-term strategy and purpose of the charity in the interest of all stakeholders including members, workers, customers, suppliers, and wider society. It must incentivise and reward management of the quality required to run the charity successfully and sustainably whilst guarding against reward for failure and supporting distribution of pay that meets both internal and external expectations of fairness.
5. Evaluate the impact of the charity's reward practices throughout the organisation, for example by examining whether pay and benefits are aligned with the charity's purpose; whether they encourage appropriate behaviours and performance; and whether differences in pay and reward levels are fair and proportionate.
6. Assess and review the organisational culture to ensure alignment with the charity's mission, vision, values, and strategic objectives, and to identify areas for improvement.
7. Monitor and review all issues relating to the organisational culture and values of the charity, drawing as necessary on data and narrative insights from the human resources team, employee surveys and forums, site visits and external information sources such as trade unions and employer perception audits, to ensure that the

culture and values of the charity and well-being of the workforce are consistent with the long-term strategy and purpose.

8. Use this information to set out strategic objectives in relation to the culture and people management, designed to ensure the long-term success and sustainability of the charity and to support the well-being of its workforce. The committee, where warranted, will undertake or instigate reviews of specific working practices and set standards and principles in relation to people management and workforce well-being where these are applicable across the charity in its entirety.
9. Provide oversight of people strategy-related policies and collaborate with relevant stakeholders to develop and enhance said policies, ensuring policies and practices are in line with the overall people strategy and promoting workforce well-being.
10. Obtain reliable, up-to-date information about pay, people management and organisational culture in other companies of comparable scale and complexity. To help it fulfil its obligations in this respect, the committee will have full authority to appoint any external advisers which it deems necessary at expense of the charity but within budgetary restraints imposed by the Board.
11. Work and liaise as necessary with all other board committees and report on the Committee's activities via the annual report and to the Board, ensuring that all strategic issues relating to pay, people management and organisational culture are given the appropriate consideration by all members of the charity's leadership.

Membership of the People and Culture Committee

12. Composition:

- a. The committee will consist of at least four trustees appointed by the Board. The quorum is three.
- b. The chair of the People and Culture Committee will be appointed by the Board from among the members of the Committee. In the absence of the committee chair, the remaining members present must elect one of themselves to chair the meeting.
- c. SLT and other staff members may be invited to attend all or specific items of the meeting, as and when appropriate and necessary.
- d. The Committee may appoint professional advice when required.

13. Tenure

- e. The usual term of office for members of the committee is three years. This may be extended at the discretion of the Board, up to a maximum of six years.

Meeting management

14. The People and Culture Committee will meet up to four times a year. Meetings can be called at any time should the Chair of the Board, the Chair of the People and Culture Committee or the CEO consider necessary.

15. The agenda and papers will be circulated at least five days before the meeting.

Approved by the Board
26 March 2025