

Golden Lane Housing Limited

People, Nominations and Remuneration Committee

Terms of Reference

Members:	Jonathan Bunt, Non-Executive Director (Chair) Steve Secker, Chair of Board (Optional Attendance) Nicola Marriott, Non-Executive Director Natalie Macpherson, Non-Executive Director Jason Ridley, Non-Executive Director
Obligatory Attendees:	John Verge, Chief Executive Officer Emma Midgley, Director of Business Services Jenny Ross, Head of Governance, Risk and Procurement (minutes)
Guests:	Steve Secker, Chair of Board (Optional Attendance) Any Board member may attend without invitation
By Invitation:	Golden Lane Housing Executive Directors People and Culture Team Members Building Safety Business Partner
Frequency:	Three meetings per year (minimum one in person meeting)
Quorum:	Two members (any member may delegate membership to another Board member in their absence to meet quorum)
Deputies:	In the circumstance where the Chair is unable to attend a deputy may be nominated.

Deputies may be provided for Obligatory Attendees by Agreement with the Chair.
The People, Nominations and Remuneration Committee may ask any other representatives of Golden Lane Housing, or third-party service providers, to assist it with its discussions on any particular item.

The People, Nominations and Remuneration Committee may occasionally and with prior notice ask any or all of those who normally attend but who are not members to withdraw to facilitate discussion of particular items or for the committee to assemble its advice to the Board.

1.0 Purpose

- 1.1 The People, Nominations, Remuneration Committee focuses on our organisational cultural development and change, as well as colleague health, safety and wellbeing. The committee ensures that the organisation has plans in place to attract, develop and

retain the right skills and competencies in the organisation, enabling a robust approach and oversight of leadership structure and succession planning, including remuneration and benefits for all. The focus of the committee ensures adequate resources and capacity, along with good policies and practices are undertaken to meet regulatory standards and our organisational strategies and goals.

2.0 Responsibilities and Powers

The Committee has the following responsibilities and powers:

2.1 Strategy and Performance:

- 2.1.1 The committee plans for the succession of leadership roles, including the Chief Executive and non-executive directors, ensuring a continuous supply of skilled leadership.
- 2.1.2 Receive annual appraisal reports on the Chief Executive, and an update on the Chief Executives appraisals of their Executive Directors against agreed overall objectives.
- 2.1.3 Review the Chief Executive's contract of employment at least every three years) and make any recommendations to the Board on the contract and the Chief Executive's salary and conditions.
- 2.1.4 To be responsible for agreeing the process for the recruitment of the Executive Team, or its delegation.
- 2.1.5 To be responsible as the appeal body in any disciplinary or employment matter concerning the Chief Executive Officer and Executive Directors.
- 2.1.6 The committee is involved in recruitment and retention strategies for colleagues, ensuring the organisation can attract, develop and retain talented individuals with the required skills and competencies.
- 2.1.7 The committee recommends and monitors remuneration packages, including annual pay awards and other benefits, aligning these with organisational objectives and values.
- 2.1.8 To be responsible for the review and performance of the Pension Scheme, with the benefit of independent advice.
- 2.1.9 The Committee will scrutinise and approve any policies or strategies delegated to it by the Board.
- 2.1.10 Receive an annual assurance report on leadership competencies, experience and technical knowledge, appropriate to the size, scale and risk profile of Golden Lane Housing, plus plans to address material skills gaps required to achieve strategic objectives. Such document to also report on organisational culture and whether it is aligned with Golden Lane Housing's mission and values. Recommend any necessary action to be taken to Board.

- 2.1.11 Recommend to the Board whether the organisation's purpose could be better achieved through changes to its structure.
- 2.1.12 Receive an annual report and ongoing assurance on Golden Lane Housing's Equality, Diversity and Inclusion activities and the annual Gender Pay Gap report, recommending any improvement actions to Board.
- 2.1.13 Receive periodic reports on colleague surveys, including net promoter scores, colleague sentiment, colleague comments, trend analysis plus plans to address any concerns identified or indicators of poor culture.
- 2.1.14 Receive an annual assurance report on whistleblowing investigations and approve the Whistleblowing Policy.
- 2.1.15 Receive assurance on 'Level 2' risks delegated from Board:
 - 2.1.15.1 Employee Health and Safety Risk
 - 2.1.15.2 Equality, Diversity and Inclusion Risk
 - 2.1.15.3 Communication Risk
 - 2.1.15.4 People Risk
 - 2.1.15.5 Culture and Conduct Risk

Such assurance to include:

- Key Performance Indicators
 - Key Risk Indicators
 - Details of any medium, high or critical rated risk events, issues, Internal Audit or External Audit actions
 - Deep dive reviews
 - Outcome of key control design and operational effectiveness testing
 - Assessment of emerging risks and horizon scanning
- 2.1.16 Review and recommend to Risk and Audit Committee any proposed changes to residual risk rating or risk appetite for risks details in section 2.1.15
 - 2.1.17 Escalate to Risk and Audit Committee any high or critical rated emerging risks or issues. Risk and Audit Committee will be responsible for any onward escalation to Board, who retain ultimate responsibility for risk management.
 - 2.1.18 Notwithstanding clause 2.1.17, risks may be escalated directly to Board if deemed necessary due to criticality and timing.

2.2 Board Effectiveness:

- 2.2.1 Receive an appraisal report on Non-Executive Directors and oversee any recommendations.
- 2.2.2 Oversee the following policies and processes: Board Member succession and effectiveness strategy, role descriptions, skills and competencies, recruitment, inductions, remuneration, expenses, nominations and appointments processes, service agreement, code of conduct, register of

interests, training and development, appraisals, disputes, conflicts of interest, Non-Executive Director's Handbook and grievances policy.

- 2.2.3 Ensure an externally supported appraisal for Board Members, at least every three years.
 - 2.2.4 The power to consider and recommend to the Board, having taken independent advice, Board Member remuneration.
 - 2.2.5 To review and implement any specific people recommendations from the annual Board and Committee Effectiveness Review process as requested by Board.
 - 2.2.6 Scrutinise the Non-Executive Director register of declarations of interest on an annual basis.
 - 2.2.7 On a triennial basis, review the Service Contracts, allowances and expenses and any Board Member Code of Conduct.
 - 2.2.8 Receive any other matters the Chief Executive asks the Committee to address.
- 2.3 General:
- 2.3.1 The Committee is authorised to obtain outside legal or other independent professional advice as necessary. This includes the ability to co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience. Any co-optee appointments will be ratified by the Board.
 - 2.3.2 The Committee may request external advisors attend from time to time as required.
 - 2.3.3 The Chair shall be empowered to seek such appropriate advice or consultation as may be necessary to deal with matters of urgency arising outside of Committee meetings where it is not deemed advisable to wait until the next scheduled meeting. Any matters of urgency dealt with under such action shall be reported to the next meeting of the Committee.
 - 2.3.4 The Chair or, in the absence of the Chair, a duly appointed member of the Committee shall have delegated authority and be authorised to deal on behalf of the Committee with any matter which may arise between ordinary meetings of the Committee and all actions taken under such authority shall be reported to the next meeting of the Committee.
 - 2.3.5 In the absence of the designated Chair, the first order of business at any meeting shall be to elect the chair of that meeting.
 - 2.3.6 Any minutes of items designated as "confidential" shall be excluded from the published minutes made available to employees and to those Committee members who withdraw from that item, except where the

Chair expressly requests inclusion of a full or summary minute to be included for wider circulation.

3.0 Support Information Requests

- 3.1 The People, Nominations and Remuneration Committee is supported by the Head of Governance and Risk. Minutes of each meeting will be circulated for comment within two weeks. They will be tabled for general approval at the next People, Nominations and Remuneration Committee. The Committee is supported by a Lead Executive Officer and in this instance, the lead officer for this committee is the Director of Business Services.
- 3.2 Actions arising from People, Nominations and Remuneration committee will be recorded as Matters Arising and circulated to action owners. Action owners must provide comments on their actions at least 10 days before the next scheduled meeting.
- 3.3 Papers for the Committee must be submitted at least 10 working days before the scheduled meeting. Any submissions which may require to be circulated within 10 working days of the scheduled meeting must be submitted at least by the last Friday before the meeting. In the event of an urgent but brief addition (less than 2 pages), this may be submitted a minimum of 2 days before the meeting, but this is expected to be a rare occurrence and is not encouraged.
- 3.4 An agenda and papers for each meeting will be circulated to Members and Obligatory Attendees 8 days before the scheduled meeting.

4.0 General

- 4.1 The People, Nominations and Remuneration Committee has delegated authority from the Board in respect of all matters detailed within these Terms of Reference. However, in the case of dispute, the Board's decision will override that of the Committee.
- 4.2 The Committee will liaise as necessary with the other Committees of the Board and as instructed by the Board. The Committee reserves the right to defer any issues or questions to the Board for clarification where it considers it necessary.
- 4.3 The Committee has the right of access to any information it considers necessary for the proper performance of its functions. The Committee Members will be provided with appropriate and timely training and development as necessary for the proper performance of their duties.

- 4.4 The Committee is authorised by the Board to seek any information it requires from any employee of Golden Lane Housing in order to perform its duties and may call any employee to be questioned at a meeting of the Committee as and when required.
- 4.5 If any Committee Member has any pecuniary, family or other personal interest, direct or indirect, in any contract or proposed contract or other matter and is present at the meeting at which the issue is the subject of consideration, then the Member, as soon as practicable, shall disclose that fact and shall in consultation with the Chair of the Committee, Company Secretary and/or legal advisers, come to a decision about whether it is appropriate to be involved in the discussion or if it is necessary to withdraw, and whether it is appropriate to vote on the issue. If the member has not withdrawn then, if requested by the Chair, or recommended by the Company Secretary shall withdraw from the meeting. Any Officer of the Board or employee present shall withdraw from any meeting or part thereof where the position of that person is being considered.
- 4.6 The Committee will review its performance against these Terms of Reference and report to Board annually in a format prescribed by the Board. The Chair of the Committee will report to the Board after each meeting of the Committee on the activities of the Committee, performance against targets and emerging risks.
- 4.7 The Committee will review the scope of its monitoring functions on an ongoing basis and add ad hoc investigations on specific issues when it decides necessary.
- 4.8 Terms of Reference shall be reviewed on an annual basis by the Committee, with the support of the Company Secretary, Lead Executive Officer and by the Board on a triennial basis within its governance and effectiveness review.

Version	Amendments	PNR Approved	Board Approved
1	Reflection of change in scope to include all people, nominations and remuneration matters in addition to the committees existing Governance focus.	Feb 2025	Mar 2025
2	The following amendments have taken place: • Alignment of new ToR template. • Alignment of review dates across all committees. • Further updated purpose to reflect widened scope of committee. • Addition of more detailed responsibilities around Strategy and Performance from a people perspective • Removal of Governance reviews, actions and self-assessments/compliance activities that don't have a specific people focus.	Oct 2025	Nov 2025
3	• Transfer of Whistleblowing Policy and assurance from Risk and Audit Committee	May 2026	Jun 2026

	• Clear delegation of People related risk oversight from Board • Clarify oversight of touchpoint survey, EDI and Gender Pay Gap • Expanding guests to include Building Safety Business Partner (for Employee Health and Safety Risk) • Including reference to the Non-Executive Director Handbook		
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