People Committee

Terms of reference

1 November
2025

People Committee - terms of reference

1. Role and responsibilities

1.1. The purpose of the People Committee (**Committee**) is to:

a. support the Executive in providing strategic oversight on people and workforce related matters.
b. provide strategic direction on succession planning, remuneration, talent management, staff welfare, and training and development, and
c. perform the specific functions set out in the schedule to these terms of reference.

1.2. In addition to these terms of reference, members of the Committee must adhere to the General Committee Terms contained in the FRC Governance Handbook.

2. Membership

2.1 The Committee shall comprise exclusively of all non-executive members of the FRC's Board (**Board**).

3. Meetings

3.1 The Committee shall meet at least twice a year.

Schedule of responsibilities and delegated tasks

No.	Responsibility
1. Appointments and Remuneration	
1.1	Support the Chair of the Board and the Department of Business and Trade (**DBT**) (or its successor) in the recruitment and appointment of non-executive members to the Board, including the development of job specifications.
1.2	Approve (re)appointments, removal, and terms of appointment of a. Senior Advisors,[1] b. members of the Appointment Committee, c. members of the Enforcement Committee Panel, and d. the Convener.
1.3	Set the remuneration of:[2] a. Senior Advisors, b. members of the Appointment Committee, c. members of the Enforcement Committee Panel, d. the Convener, e. the Tribunal Secretary f. the Tribunal Panel and Appeal Panel; and g. the Independent Sanctions Tribunal (CDRASP and ARSP.
1.4	Approve amendments to the Tribunal and Appeal Panel Terms of Appointment.
1.5	Keep under review, and make recommendations to DBT on the remuneration paid to the: a. non-executive members of the Board (including the Chair); and b. the Chief Executive Officer (**CEO**).
1.6	Approve annually the total individual remuneration package of the Executive Director members of the Executive Committee (excluding the CEO), subject to any approvals required under the public sector pay controls.
1.7	Monitor the submission of the annual staff remuneration review to DBT.
2. People Policy and Talent Management	
2.1	Consider annually the succession plans of the Executive Committee and non-executive members to the Board.
2.2	Receive updates from the Chief People Officer regarding people matters, including the FRC's Diversity and Inclusion Strategy and consideration of the annual people survey results and any action plans.
2.3	Appoint a non-executive member of the Board to lead the Board's ongoing engagement with staff.

3. Conflict management	
3.1	Review bi-annually the gifts and hospitality register.
3.2	Approve amendments to the FRC's Conflict of Interest Policy.
3.3	Approve the quarterly publication of the expenses claimed by members of the Executive Committee and the Board.
3.4	Review bi-annually the disclosed interests and external appointments of the non-executive members of the Board, the members of the Executive Committee and Senior Advisors, and consider whether those interests and/or external appointments may impede the impartiality, objectivity or commitment of those individuals in carrying out their respective FRC roles.
3.5	Refer any conflict of interest concerns in respect of members of the Board to DBT, if appropriate.
3.6	Receive notification if any member of the Board becomes the subject of a disciplinary sanction by any professional or other body or tribunal, or is found guilty of an offence by any court, declared bankrupt, enters into an arrangement with creditors, or is disqualified from acting as a director.
4. Other responsibilities	
4.1	Review and approve recommendations for any major changes to the FRC's Pension arrangements.
4.2	Approve any significant changes to the staff benefits package.

Approved by the Board with effect from 1 November 2025