

UNIVERSITY OF LIMERICK
OLLSCOIL LUIMNIGH

People & Culture Committee

Terms of Reference to the Governing Authority
30 September 2025

UNIVERSITY OF LIMERICK

People and Culture Committee

8 September 2025

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PART A:

MAIN OBJECT, SCOPE OF AUTHORITY, WORKPLAN

1. PREFACE

1.1 The terms of reference of the People and Culture Committee (the "P&CC") have been drafted having regard to the requirements of the Universities Act 1997 (as amended) and Code of Practice for the Governance of State Bodies 2016 (the "State Code").

1.2 The Governing Authority has a statutory obligation to "promote the success of the University" and key to that objective is the emergence of a positive and high performing organisational culture. The Governing Authority is cognisant that building that culture is dependent on:

- every member of the UL community developing and honing a growth mindset;
- how fully engaged the whole UL community is in creating and shaping and owning that culture;
- how clearly and deeply that culture is defined, communicated and understood by the full University of Limerick community;
- how rigorously institutional practices, habits, norms, procedures and policies support that culture;
- how well the leaders of University of Limerick create the conditions for accountability and commitment to living that culture every day.

1.3 The Governing Authority also understands that the everyday work experience of the UL community is strongly influenced by how:

- people communicate with each other;
- decisions are made;
- people are hired and promoted;
- people are recognised for their contributions;
- people celebrate their work and each other.

1.4 Achieving cultural change is a dynamic process. Through the establishment of the P&CC the Governing Authority aims to support the development of an organisational which supports it to achieve its mission.

1.5 The P&CC is a governance committee of the University's Governing Authority.

2. MAIN OBJECT AND SCOPE OF AUTHORITY

2.1 Main Object

2.1.1 The object of the P&CC is to advise the Governing Authority on its oversight role in relation to people and culture, including strategy and its alignment with the University's mission, stated values, and goals. The P&CC will also advise upon and review initiatives to foster an inclusive, engaged, and high-performing institution and community.

2.2 Scope of Authority

2.2.1 The P&CC's authority derives from the Governing Authority, and the scope of that authority is subject to the Schedule of Matters Reserved to the Governing Authority and the functions assigned to it within these terms of reference. The P&CC is predominantly an advisory committee.

2.2.2 In addition to its main object and scope of authority the PC&C may, at the request of the Governing Authority:

(a) investigate any activity within its terms of reference.

(b) seek (and be provided with) any information or explanations that it requires from any University employee or subsidiary company (or employee of such company) and all such persons or entities shall cooperate with any request made by the P&CC.

2.2.3 The Chair of the P&CC will coordinate with the Chairs of the other Governing Authority committees to ensure, where necessary and/or expedient in any case, that the respective committees collaborate in the effective discharge of their functions.

2.3 The P&CC may:

2.3.1 Obtain independent legal or other independent professional advice, at the University's expense and in accordance with procurement rules, and secure the attendance of persons with relevant experience and expertise at the P&CC meeting if it considers this necessary;

2.3.2 Procure specialist ad-hoc advice at the reasonable expense of the University, subject to budgets agreed by the Governing Authority.

3. WORKPLAN

3.1 The P&CC shall agree a workplan in September of each year and submit the workplan to the Governing Authority for approval as soon as practicable thereafter.

3.2 The P&CC may at any time submit a revised workplan to the Governing Authority.

PART B:

RESPONSIBILITIES:

PEOPLE AND CULTURE

4. PEOPLE

4.1 **Oversight of people strategy:** Monitor and advise on the development and implementation of the University's people strategy, ensuring alignment with the Institution's strategic goals.

4.2 **Human capital:** Review the University's approach to talent acquisition, development, performance management and workforce planning.

4.3 **Diversity, equality and inclusion:** Oversee programmes aimed at improving diversity, equality and inclusion across the workforce.

4.4 **Policy formation:** Advise and influence policy formation pertaining to people and culture through members' insights, expertise and experience.

4.5 **Integrated set of metrics:** Advise on the process for ensuring that an integrated set of metrics exist, both current and recurrent, to assess workforce skills; organisational health; employer brand; employee engagement; and cultural indicators.

5. CULTURE

5.1 **Cultural change:** Collaborate with the executive and advise the Governing Authority, providing guidance and opinion on achieving the desired culture and effecting cultural transformation.

5.2 **Alignment with mission and values:** Ensure that the University is taking appropriate steps to ensure that the desired culture continues to align with its mission, values, and strategic objectives.

5.3 **Validation, survey and employee engagement:** At an appropriate time, and thereafter at appropriate intervals, and informed by the set of metrics referred to at 4.5 above, agree the process, methodology and reporting format to assess institutional culture.

5.4 **Ethical standards and behaviours:** Promote a culture of ethical conduct and integrity, ensuring that institutional practices (including codes of conduct) reflect high standards of accountability and professionalism.

5.5 **Recognition and well-being:** Advocate for programs, within public service norms, that support employee recognition well-being, and work-life balance, consistent with the desired culture.

6. DELEGATED RESPONSIBILITIES

6.1 Support the Governing Authority, in such manner as the Governing Authority may assign, to oversee implementation plans arising from any external governance reviews (e.g. S.64 review and/or related reviews) relevant to the P&CC's mandate.

6.2 Review, over the lifetime of the P&CC, all HR Policies as they fall due for review, as required by the University's Policy Management Framework. The P&CC may, in respect of key policies relevant to its people and culture remit, seek a report from the executive on the effectiveness of such policies[1].

6.3 Approve the University's Framework for the management of severance agreements, ensuring that similar arrangements are in place for University subsidiaries.

6.4 Approve severance agreements in accordance a Framework for the management of severance agreements and provide an annual report to the Governing Authority on severance payments made by the University, or by a subsidiary company.

6.5 Further to the P&CC's obligations under paragraph 6.3 the PC&C may, if considered necessary or expedient, establish a sub-committee to approve proposed severance agreements between the University and its employees, or any employee of a subsidiary. The P&CC may exercise this function without establishing a sub-committee, provided that no member of the P&CC who is an employee or student of the University considers the matter.

7. RISK

7.1 The P&CC will consider material risks relevant to its remit and satisfy itself that: (a) such risks are reflected on the University's risk register(s); and (b) appropriate measures are being taken to mitigate impacts on matters relevant to people and culture.

[1] A list of relevant policies which the P&CC shall review and recommend to the Governing Authority are set out in Schedule 2.

PART C:

MEMBERSHIP, ATTENDANCE AND FUNCTIONING

8. MEMBERSHIP AND ATTENDANCE

8.1 There shall be at least six but no more than twelve members of the P&CC, as follows:

- The **Chairperson** who shall be either an External Member of the Governing Authority or an external appointment[2],
- The **President**,
- At least two but no more than three **External Members** (including the Chair if an External Member),
- Two **Internal Members**,
- A maximum of two **Student Union Representatives**,
- A maximum of six **External Appointments** (including the Chair if an External Appointment).

8.2 As between the membership as a whole the P&CC should have knowledge of:

(a) human resources strategies, workforce planning, organisational development, and best practices in fostering inclusive and high-performing cultures.

(b) experience in governance roles with the ability to provide strategic guidance and evaluate initiatives in alignment with organisational goals.

(c) familiarity with the challenges and opportunities within the higher education sector, including cultural transformation, workforce dynamics, risk management and compliance requirements.

8.3 Where the P&CC considers it requires specific expertise, experience, or skills that complement its needs, or to fill a gap in knowledge or representation that is not met by existing Governing Authority Members, then additional member(s) may be coopted to the P&CC (i.e., External Appointment(s)) with the approval of the Governing Authority, provided that the membership of the P&CC does not exceed 12 members.

8.4 The P&CC membership must comprise not less than two External Members of the Governing Authority. However, provided that the P&CC moves to fill the vacancy as soon as is practicable, it may act notwithstanding any vacancy among the External Members.

8.5 The Director, Human Resources shall be in attendance and, as the business of the P&CC requires, any employee of the University or subsidiary company may be requested by the P&CC to attend for specific meetings or agenda items.

[2] An "External Appointment" refers to a person who is not an employee of the University, nor a member of its Governing Author

t the request of the P&CC However, the P&CC reserves the right to request that any person who is not a member does not attend a specific meeting or a part of any meeting as the P&CC considers appropriate.

9. APPOINTMENT OF CHAIRPERSON AND MEMBERS

9.1 The term of office of a member of the P&CC shall be for a period not exceeding four years and in the case of a member of the Governing Authority, for such period not exceeding their term of office as a member of the Governing Authority.

9.2 A member of the P&CC may not serve more than two consecutive terms of office and shall not hold office for a consecutive period of more than 8 years.

9.3 A member of the P&CC may, for good and valid reason, be removed from office by resolution of the P&CC and of the Governing Authority, requiring in each case a simple majority vote of appointed members.

9.4 The Governing Authority shall appoint a person to be the first Chairperson of the P&CC.

9.5 Any vacancy on the P&CC arising (including for the position of Chairperson) shall be notified to the Nominating and Governance Committee, which shall make a recommendation to the Governing Authority.

9.6 The Nominating and Governance Committee may also make a recommendation to the Governing Authority about the term of members' office, and the filling and/or non-filling of any vacancy on the P&CC, as it considers appropriate.

9.7 The P&CC may, from time to time as the occasion requires, appoint from amongst its External Members (or its External Appointments) a member to be its Deputy Chair.

10. FREQUENCY OF MEETINGS

10.1 The P&CC shall meet at least five times a year.

10.2 The Chancellor and/or the President may request the P&CC to convene additional meetings to consider particular issues of concern.

11. QUORUM

11.1 No meeting will proceed in the absence of a quorum, which shall be one third the total number of members (to include, subject to paragraph 5.4, not less than two External members), rounded up to the nearest whole number, plus one.

11.2 The participation of the members by teleconferencing and/or video conferencing will be counted for the purposes of a quorum.

12. CONFLICTS OF INTEREST

12.1 P&CC members and persons in attendance shall take personal responsibility for the declaration of any potential conflict of interest, perceived or otherwise. To facilitate this, the declaration of conflicts of interests will be the first agenda item for each meeting. Where such a conflict is declared, the member will absent him/herself from the meeting during consideration of the agenda item. In addition, any additional documentation will not be made available to the member following the declaration of interest. These matters will be recorded in the minutes.

13. QUESTIONS / DECISION-MAKING

13.1 Questions arising at any P&CC meeting shall be decided by consensus where possible. Where, in the opinion of the Chair, consensus is not possible, then questions will be decided by a majority of the votes of the members present, either in person or by tele conferencing and/or video conferencing. Where there is an equality of votes, the Chair shall have an extra casting vote.

13.2 Where decisions are unanimous, they shall be recorded as such in the minutes. Dissensions and negative votes shall be noted in the minutes.

14. MINUTES

14.1 Draft minutes will be provided to the Chair of the P&CC within five working days of each meeting and circulated to the members thereafter.

14.2 With the approval of the members, the secretariat may use approved technology applications (e.g., Microsoft Teams, Microsoft 365 Copilot etc.) to assist in the prompt preparation of minutes, subject to accuracy verification, confidentiality and security compliance, adherence to legal requirements, and human oversight for final approval.

14.3 The P&CC will provide its agreed minutes to the Governing Authority as soon as practicable for noting and/or discussion, as necessary.

15. CONFIDENTIALITY

15.1 Members of the P&CC and any person privy to its affairs external to the University and who are not members of the Governing Authority will sign a Statement of Confidentiality based on the paragraph on Confidentiality/Use of Information of the Code of Conduct for Members of the Governing Authority.

16. SECRETARIAT

16.1 The P&CC shall be provided with a secretariat function by Corporate Secretary's Office.

17. APPROVAL, REVIEW AND EVALUATION

17.1 The P&CC will review its terms of reference and composition on an annual basis and recommend any proposed changes to the Governing Authority for consideration.

17.2 The P&CC will undertake a self-evaluation process annually and report on the outcome of this assessment to the Governing Authority.

17.3 These terms of reference have been approved by the Governing Authority with effect from 28 January 2025.

18. DOCUMENT CONTROL

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