

## People Committee rules of procedure

Considered by the OfS board on 8 October 2025 and updated to include changes to membership arrangements taking effect on 11 November 2025.

### Scope of rules of procedure

1. These rules of procedure apply on and from 11 November 2025 to the People Committee.

### Provisions that apply to the committee

2. The validity of any proceedings (including quorum) is not to be affected by a vacancy among the members or by any defect in the appointment of a member.
3. All words and expressions in this document are to be interpreted in accordance with Part 9 of the OfS scheme of delegation.

### Members

4. The People Committee (hereafter 'the committee') is to consist of up to six members, including:
  - a. Up to three members of the OfS (including non-executive directors, but excluding executive directors, the chief executive and the chair).
  - b. Up to two persons who are neither a member of the OfS nor a member of OfS staff (hereafter 'Independent committee members').
5. The Independent committee members will have relevant experience of people, culture and reward related matters. This shall be interpreted broadly to include experience of management and oversight of organisations.
6. As at 11 November 2025, the members of the OfS who have been appointed to the committee are:
  - Jane McCall.
  - Andrew Wilson.

### Chair

7. The chair of the committee is Jane McCall.
8. In the absence of the committee chair, a meeting of the committee will be chaired by another member that is also a member of the OfS, excluding the chair of the OfS.

## **Meetings**

9. The committee is expected to meet three to four times a year. The chair of the OfS, chair of the committee, chief executive, or Director of Resources and Finance may convene additional meetings as they deem necessary.
10. Meetings of the committee may be held in person or by video or teleconferencing (or any combination of such methods).
11. In lieu of a meeting of the committee, advice from members may be provided by correspondence (including by email).

## **Reporting**

12. The committee is expected to provide a written report to the OfS board on the activities of the committee after each committee meeting. The matters reported on may vary from time to time and may focus on matters the chair of the committee considers of be of particular interest to the OfS board. However, any failure to provide a report to the OfS board will not in any way affect the validity of any other advice or assurance provided by the committee.