

Paper A1

Establishing the Resources Committee

Business Committee

Basic information

Contact name and email address	Victoria James, Chief Operating Officer victoria.james@urc.org.uk
Action required	Approve the proposed changes to the committee membership and to the committee structure. Approve the Terms of Reference.
Draft resolution(s)	Assembly Executive: <ol style="list-style-type: none">1. Agrees the revised membership of the Resources committee. Such membership to be Convenor, Treasurer, Deputy Treasurer, Chief Operating Officer, Chief Finance Officer plus 6 further members covering Finance (2), HR (1), Properties (1), Comms (1) and compliance/health and safety/ GDPR (1).2. Agrees to the Remuneration Committee continuing as a sub-committee of the Resources Committee.3. Adopts the Terms of Reference for the Resources Committee and the Remuneration Committee.

Summary of content

Subject and aim(s)	Agree the Terms of Reference for the Resources Committee (and its Remuneration subcommittee) to enable Nominations Committee to bring nominations for this new committee to serve from the close of General Assembly 2024.
Main points	<p>For the Resources Committee to be appointed to and for its nominated members to be approved by General Assembly at its meeting in July 2024, Assembly Executive is asked to agree the revised membership proposal along with the terms of reference for the Resources Committee and the Remuneration Committee.</p> <p>As the Resources Committee is a committee of the Church which also reports to, and acts on the delegated authority of, the URC Trust (in relation to matters relating to employment and central properties), these decisions will enable further work to be undertaken with the URC Trust before summer 2024. This will include finalising the delegated authority framework between the</p>

	URC Trust and the Resources Committee. This in turn will enable the committee to begin its work after General Assembly 2024 as envisaged by the original Resolutions.
Previous relevant documents	General Assembly 2023 – Paper N2, Resolutions 59,60 and 61.
Consultation has taken place with...	<ul style="list-style-type: none"> • Staff members whose work will be shaped by this new committee • Convenors and Secretaries of the relevant committees (Finance, Human Resources Advisory Group, Communications Committee, Remuneration Committee) • Members of CHMG based on role and specialism • URC Trust • Nominations Committee.

Summary of impact

Financial	Cost of meetings will be reduced as fewer people will be travelling and the number of meetings will be reduced.
External (e.g. ecumenical)	None.
Other	<ul style="list-style-type: none"> • Increased effectiveness within the governance relationships • Improved risk management and awareness of liabilities in these key areas • Increased clarity to the authority delegated by General Assembly and the Trust • The work of the Administration and Resources team will become more coordinated.

1. Introduction

1.1 GA 2023 under Resolutions 59, 60 and 61 has required the creation of a new Resources Committee as part of the Church Life Review. This will bring together the following five current groups and committees:

- Finance Committee
- Church House Management Group (CHMG)
- Human Resources Advisory Group (HRAG)
- Remuneration Committee
- Communications Committee.

1.2 This change is welcomed by those working in these areas and will support improved collaboration and coordination as well as streamlining workflow. The committee time will be streamlined also. In essence, the change envisaged by the GA Resolutions takes the work of 5 committees (which involved 14 meetings a year, taking between 43-52.5 hours per annum, and covering ten broad areas of work) to create one committee.

- 1.3 For this new committee to function effectively, it will need to be working at a strategic level with operational matters clearly and effectively delegated. It is also important to note that the Resources Committee is a committee of the Church reporting to General Assembly, but it also will be acting on the delegated authority of the URC Trust in relation to employment and property matters. The Terms of Reference seek to capture this relationship.

2. Work and consultation since General Assembly 2023

- 2.1 Since the resolutions were passed in the summer, the Admin and Resources team have worked together to produce the draft Terms of Reference and a proposed meeting cycle to ensure the appropriate flow of decision making. Both these elements have been out for further consultation with the Convenors and Secretaries of the Finance Committee, HRAG, Remuneration, and Communications and it has been discussed with CHMG. In addition, Nominations Committee has been involved in the process so that they are ready to proceed in the relatively short timeframe between Assembly Executive and the deadline for papers for General Assembly 24.

3. Proposed changes to the original resolutions

- 3.1 Following the detailed work of the Admin and Resources team and the consultation process, the following changes to the original resolutions are proposed:

a. Keeping Remuneration Committee as a subcommittee of the Resources Committee

It would be helpful to keep this small committee (albeit with slightly changed terms of reference) for the following reasons:

- a. Keeping a small committee for this purpose preserves confidentiality around sensitive personal salary information and performance matters where these relate to bonuses.
- b. It keeps some distinction between these staff remuneration conversations and those managing the finances and the implications of the budget position.
- c. It is easier to enable external input into this small group rather than the whole and this external representation is hugely valuable for comparisons and benchmarking purposes.

b. Proposed membership of the main committee

General Assembly originally agreed that the membership of the new committee will include the Convenor, Treasurer (if not the Convenor), COO (as Executive Secretary), Chief Finance Officer plus five other members covering Finance, HR, Property and Communications. This leaves only one member to cover IT, Compliance (including Health and Safety), Records and Archives.

The following factors are relevant to the membership of the committee:

- The Deputy Treasurer needs to be included.
- Having only one person with finance expertise beyond the ex officio members leaves us a little exposed in that area, which is of concern in the current context when there is much to work through in terms of finance in the coming years. We could also have a situation where the other members who bring skills in

relation to HR, Property and Communications are less confident in matters of a technical finance nature which puts increased reliance on the finance specialist beyond the ex officio members. A further outworking could be that if that member sends apologies for a meeting, then the finance input will be coming primarily from those who have been responsible for preparing the budgets and other papers. To ensure proper accountability it is proposed that we increase the number of finance specialist members.

- Given the Trust's responsibilities and duties in terms of finance, property and employment, there needs to be sufficient Trust representation on the new committee.

3.2 The proposed membership is as follows:

- Convenor
- Treasurer (if not the convenor)
- Deputy Treasurer
- COO
- CFO
- Six further members covering Finance (2), HR (1), Properties (1), Comms (1) and compliance/health and safety/GDPR (1).

4. Terms of Reference

4.1 The Terms of Reference for the Resources Committee and the Remuneration Committee are based on the changes outlined in Section 3. The Terms of Reference for the Resources Committee are provided in Appendix 1 and the Terms of Reference for the Remuneration Committee are provided in Appendix 2. Both are before Assembly Executive for final approval.

4.2 If Assembly Executive changes the approach from that outlined in Section 3, then the Terms of Reference will need to be amended accordingly.

5. Meeting cycle

5.1 Given the significant change that this new committee will bring, an outline meeting cycle has been prepared to support the committee in its early stages. This will help ensure that no key business is missed as well as supporting operational efficiency in administering the committee. Assembly is asked to simply note this cycle.

6. Next steps

6.1 If Assembly Executive agrees to the proposed changes outlined in Section 3 and approves the terms of reference, then the next steps will be:

- a. Role descriptions to be prepared for the committee positions.
- b. The committee membership to be appointed using safer recruitment principles.
- c. Nominations Committee to bring the nominations for the membership of the Resources Committee and Remuneration Committee to General Assembly in July 24.
- d. The new committee to form and begin its work immediately after General Assembly.

Appendix 1

Resources Committee Terms of Reference

Committee	Resources Committee
Convenor	Appointed by General Assembly
Secretary	Chief Operating Officer (COO)
Ex Officio Members	Treasurer Deputy Treasurer Chief Finance Officer (CFO)
General Assembly Appointed Members	Six members with collective experience of finance, properties, HR, compliance, and communications. Ideally representing those skills areas as follows: Finance (2), HR (1), Properties (1), Communications (1) and compliance/health and safety/GDPR (1). At least one such member to be a director of the URC Trust
Length of Term	Initial term of four years which may be extended by up to two years
In Attendance when required (to cover their areas of expertise)	Head of Communications (and other team members as required) Compliance Officer Archive and Records Manager Facilities Manager Human Resources Officer IT Manager
Minute Secretary	PA to COO and CFO
Meeting Frequency	Six times per annum (c 21 hours)
Subgroups/Sub committees	Pensions Committee, Remuneration Committee and Legacy Fund Panel
Quoracy	Four members to always include the Treasurer or Deputy Treasurer
Accountability & Reporting Duties	General Assembly (Communications and Finance) and United Reformed Church Trust (properties, compliance, employment and finance). The Committee will provide an update report to each meeting of the URC Trust. Responsibility for the implementation of policies and decisions of the Resources Committee rests with those employees appointed by Church House to do so, and ultimately, the COO.
Terms of Reference Review	At least every four years, in consultation with the Trust. In addition, a full review in consultation with the Trust and the operational team will take place 18 months after its first meeting to ensure its effectiveness.

Responsibilities

The Resources Committee (the Committee) has key responsibilities across a number of interlinked and interdependent operational areas.

Finance

The Committee has oversight responsibility for the funds administered for the benefit of the United Reformed Church, its long-term financial planning, and the preparation and control of its budget under the authority of General Assembly and the Trustees of the URC Trust.

The committee will ensure that proper procedures are in place for the maintenance of accounting records, controlling, and monitoring the budgetary process and the preparation of financial statements in compliance with applicable UK law and accounting standards. To this end, the Committee should expect to liaise with the appointed auditors at least once per annum.

The Committee may take such decisions about the finances of the Church as are necessary within the policies set by General Assembly.

The Committee will also have detailed budget oversight for the following broad areas:

- Administration and Resources including Church House
- Central Properties (see below)
- Communications.

Communications

To promote effective communication and celebration of the Gospel in and beyond the URC the committee will:

- Develop and monitor the communication strategy ensuring structures, staffing and appropriate communications channels are in place to give voice to good news, facilitate regional/national communications, support the communications of Church House departments and General Assembly and resources local churches.
- Develop and monitor the strategy in relation to the Bookshop as a denominational resource and communication tool.
- Develop and monitor policies and procedures which relate to the work of the Communications team.
- Ensure that the work of the Communications team appropriate supports and resources local churches.

Central properties

The Committee has delegated authority from the URC Trust to oversee the 'management' of all existing central properties, which include Church House (86 Tavistock Place, the tenanted flat (86A Tavistock Place) and all properties owned or rented to house Synod Moderators and General Assembly appointed ministers. 'Management' means acting in accordance with current policies to oversee:

- Maintenance and all capital expenditure in relation to all properties
- The sale and acquisition of manse accommodation
- Overall compliance of the central properties to all policies and legal responsibilities.

Church House Operations and Human Resources

The Committee has delegated authority from the URC Trust to ensure the development

and monitoring of a suite of policies covering all operational and compliance areas, including but not limited to Health and Safety, Data Protection, Archiving, IT and Business Continuity.

The Committee has delegated authority from the URC Trust in relation to all operational HR matters, including the agreement of HR Policies and Procedures, as they relate to employees. In exercising this authority, the Committee shall:

- Develop and monitor the terms and conditions and employment policies/procedures for employed staff to support the culture as well as ensure legal compliance.
- Monitor, review and approve the ongoing staffing strategy including size and makeup of the team, grading/regrading of posts, expertise, career development and succession planning
- Approve any new job descriptions and resulting appointments referring matters related to salary banding to the Remuneration Committee
- Review any proposed major changes to existing job descriptions for employed staff and referring any associated salary change to Remuneration Committee
- Agree a course of action with HR staff regarding any dismissal other than a those at the end of a fixed term contract or non-confirmation of employment at the end of a probationary period. This would include any decisions on severance arrangements or settlement agreements
- Determine, within the budget preparations, the annual cost of living rise for lay salaries and stipends based on the recommendation from the Remuneration Committee and the MoM Committee.

The Committee shall be responsible for any other related matters which affect the welfare of staff or operational matters in Church House, which may arise from time to time, and for which a formal policy or procedure is required.

Risk management

The Committee will review the Risk Register as it relates to its key responsibilities, at least once per year but will add additional risks as and when they arise.

Conducting business

Additional meetings can be scheduled, with reasonable notice, if business requires it.

Decisions can be taken via email with the same rules of quoracy applying. Such decisions will be recorded by the COO and noted at the next meeting with updates on progress as needed.

Expertise from outside its membership can be utilised for projects and instruct task groups from beyond its membership to develop specific pieces of work. The Committee has the power to seek external professional advice if they deem it necessary with reference to the Chief Operating Officer for unbudgeted professional fees.

The COO shall be responsible for ensuring communication to Church House staff and other relevant parties, of all decisions.

The Committee has discretion to seek input from the wider staff team as deemed necessary.

Appendix 2

Remuneration Committee Terms of Reference

Sub-committee	Remuneration Committee
Convenor	Appointed by General Assembly
Secretary	Chief Operating Officer (COO)
Ex Officio Members	Treasurer
General Assembly Appointed Members	HR specialist on Resources Committee
Length of Term	Initial term of four years which may be extended by up to two years
External/Independent members	Methodist Head HR for contextual view and benchmarking
In Attendance	Human Resources Officer Staff representative (at specific times)
Minute Secretary	Human Resources Officer
Meeting Frequency	Two per annum
Quoracy	Three members to always include the Treasurer and Chief Operating Officer
Accountability and Reporting Duties	Accountable to Resources Committee and report on the overall financial impact of decisions as against the budget allocated by the Resources Committee
Terms of Reference Review	At least every four years, in consultation with Resources Committee. In addition, a full will take place 18 months the first meeting of the Resources Committee

Responsibilities

The Remuneration Committee is responsible for considering matters in relation to lay staff remuneration including bonuses and long service awards within the budget provided by the Resources Committee. The Remuneration Committee will:

- Consider any annual cost of living rise based on recent inflation rates, expected changes, external benchmarking and the outturn of formula for stipends received from MoM
- Decide upon proposals from line managers in respect of bonus payments to be made to individual members of staff in recognition of exceptional performance, within the budget allocated by the Resources Committee
- Recommend salary banding for new posts for final approval of the Resources Committee
- Review existing salaries in the light of any proposed major changes to existing job descriptions for employed staff and providing a high-level summary to the Resources Committee for budget management purposes.

Risk management

The Committee will review the Risk Register as it relates to its key responsibilities, at least once per year but will add additional risks as and when they arise.

Conducting business

Additional meetings can be scheduled, with reasonable notice, if business requires it.

Decisions can be taken via email with the same rules of quoracy applying. Such decisions will be recorded by the COO and noted at the next meeting with updates on progress as needed.

If external professional advice is deemed necessary by this Committee, it would need to seek authority from the Resources Committee.

The COO shall be responsible for ensuring appropriate information flow into the Resources Committee and out to staff (collectively or individual) as necessary.

The Committee shall seek input from the wider staff team at key points in the year on matters relating to the annual cost of living rise. Views may be sought at other times at the discretion of the Committee.

Appendix 3

Resources and Remuneration Committees – meeting cycle

Items with papers are to fall into the following categories:

- Information (I) – ie submitted for information and questions taken but not detailed discussion or decision
- Decision (D) – paper on which decisions are needed
- Conversation (C) – papers seeking a steer for further work.

Resources Committee

Month of Meeting	February (10am-3pm) Online	May (10am-1pm) online
HR and Remuneration Helen in attendance	<ul style="list-style-type: none"> • New posts/revised JD (D) • Increases in contractual hours (D) • Receive Remuneration Committee summary (I) 	
Finance	<ul style="list-style-type: none"> • Legacy Fund Update (I) • Building Fund Update (I) • Pensions Committee Update (I) • Management Accounts 31 December (I) • Audit Plan (I) • Confirm plan for Annual Treasurers' Day (C) 	<ul style="list-style-type: none"> • Pensions Committee Update (I) • Management accounts 31 March (I) • Annual Accounts and Reserves policy (D) • Meet with auditors (C&D) • Budget steer (C&D)
Central Properties Mary in attendance	<ul style="list-style-type: none"> • Sales and Acquisitions (I&D) • Maintenance (I&D) • Compliance (I) 	
Communications Andy in attendance		<ul style="list-style-type: none"> • Strategy Planning (D) • Work updates (I)
Operational Items Mary, Fred, Nic, Shahera in attendance	<ul style="list-style-type: none"> • CH and Facilities Update (I) • IT Update (I) • Compliance Update (I) • Records and Archives annual update (I) 	
Overarching Matters		

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Month of Meeting	June (10am-1pm) online	September (11am-4pm) In person
HR and Remuneration Helen in attendance External rep		<ul style="list-style-type: none"> • New posts/revised JDs (D) • Increases in contractual hours (D) • Receive Remuneration Committee summary (I)
Finance	<ul style="list-style-type: none"> • Latest management accounts (I) 	<ul style="list-style-type: none"> • Legacy Fund Update (I) • Building Fund Update (I) • Pensions Committee Update (I) • Management Accounts Jul 31 (I) • Budget and forecasts (D)
Central Properties Mary in attendance	<ul style="list-style-type: none"> • Sales and Acquisitions (I&D) • Maintenance (I&D) • Compliance (I) 	<ul style="list-style-type: none"> • Sales and Acquisitions (I&D) • Maintenance (I&D) • Compliance (I)
Communications		
Operational Items Mary, Fred, Nic, Shahera in attendance	<ul style="list-style-type: none"> • Business Continuity Plan (C) 	<ul style="list-style-type: none"> • CH and Facilities Update (I) • IT Update (I) • Compliance Update (I)
Overarching Matters	<ul style="list-style-type: none"> • Policy Schedule and Policy reviews (D) 	

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Month of Meeting	November (10am -1pm) online	December (10am-1pm) online Needs to meet in first week of December (absolute deadline for providing payroll changes is 12 for processing on 15)
HR and Remuneration Helen in attendance External rep		<ul style="list-style-type: none"> • Annual HR Report (C) • Revised JDs post PDRs (D) • Increases to contractual hours (D) • Receive Remuneration Committee summary (I)
Finance	<ul style="list-style-type: none"> • Latest management accounts (I) 	<ul style="list-style-type: none"> • Latest management accounts (I)
Central Properties Mary in attendance		
Communications Andy in attendance	<ul style="list-style-type: none"> • Strategy Planning (D) • Work updates (I) 	
Operational Items Mary, Fred, Nic, Shahera in attendance		
Overarching Matters	<ul style="list-style-type: none"> • Risk Register 	<ul style="list-style-type: none"> • Papers for Assembly Exec (D) • Triennial plan for GA matters (C&D)

Standing Items	Every meeting - Opening	Every Meeting - Closing
	<ul style="list-style-type: none"> • Welcome • Devotions • Apologies • Conflicts of Interest • Minutes previous meeting • Matters arising (not otherwise on the agenda) • Summary of matters approved via email and any update (I). • New policies/policy amendments (D) • Spending Approval for items outside routine agenda (D) 	<ul style="list-style-type: none"> • Confirm future meeting dates • AOB (notified in advance) • Grace

Remuneration Committee

HR officer in attendance External representation	Topics Covered
January if needed (10am-noon) online	<ul style="list-style-type: none"> • Individual salary reviews (D) • Salaries for new posts/revised JDs (D)
August/September (10am-noon) online	<ul style="list-style-type: none"> • Staff representative (C) • Cost of living report and recommendation (D) • Individual salary reviews (D) • Salaries for new posts/revised JDs (D)
November (10-noon) online	<ul style="list-style-type: none"> • Individual salary reviews (D) • Confirm pay awards (D) • Bonus requests (D) • Risk register
Standing items Every meeting - opening	<ul style="list-style-type: none"> • Welcome • Devotions • Apologies • Conflicts of interest • Minutes previous meeting • Matters arising (not otherwise on the agenda) • Summary of matters approved via email and any update (I)
Standing items Every meeting - closing	<ul style="list-style-type: none"> • Confirm future meeting dates. • AOB (notified in advance) • Grace