

# The Board

## Terms of reference

### General

The Board meets nine times a year (or more frequently if required). Meetings are not ordinarily held in February, August and December.

### Membership

The Society's Articles of Association specify that the Board must not comprise of more than twelve directors. The Annotated Combined Code for Mutuals specifies that the number of Non Executive Directors should exceed the number of Executive Directors. There are currently eleven directors, of which seven are Non Executive Directors.

### Terms of Reference

The Board's role is to:

- ensure that the Society complies with all statutory requirements, legal obligations and the requirements of the Financial Services Authority (FSA);
- define, and keep under review, the objectives of the Society;
- formulate strategic policy and generally determine the pattern of tactical implementation and control;
- appoint the Chief Executive, define the scope of his authority and responsibility and the method and regularly of his reporting to the Board;
- appoint a With Profits Actuary pursuant to Financial Services and Markets Act 2000;
- appoint a Company Secretary for the purposes of the Companies Acts;
- appoint a Compliance Officer for the purposes of the Society's membership of the FSA;
- appoint the directors of the Society's subsidiaries;
- define the powers and terms of reference of any committees which the Board may appoint and consider and approve the reports and actions thereof;
- maintain a close scrutiny over exposure to financial risk in respect of the insurance business written and the investment of funds;
- approve the Society's expenditure budget, monitor performance against forecasts and authorise capital expenditure of over £250,000;
- approve the Society's marketing policy and monitoring the performance against forecasts;
- approve the Society's investment policy, regularly review the Society's assets and monitor its investment performance;
- approve the Society's operational policy in relation to the general administration of life and pensions policies and the management services facilities at Head Office;
- approve the Society's personnel policy with particular reference to staff development and monitor the general conduct of human resources activities;
- approve the Society's learning and development for staff at all levels;
- approve the Society's policy in relation to the use and application of information technology and monitor the impact of data processing systems;
- approve the Society's policy on all aspects of security, with particular regard to assets of all types, policy records, computer and other records, confidential records, health and safety matters and general disaster recovery;
- authorise the distribution of surpluses to members in the light of the Actuary's periodic valuation;
- ensure that the Society is at all times adequately staffed with well trained, qualified and experienced staff to meet current and future requirements;
- ensure the adequacy of arrangements for the provision of retirement pensions and other benefits for the Society's staff and their dependants;

- keep under review the composition of the Board to ensure that the directors can bring to their deliberations a broad spectrum of knowledge and experience relevant to the Society's business;
- ensure that a review of its own performance is undertaken on a regular basis and that the requirements of the Annotated Combined Code for Mutuals are fully met;
- prepare and make available to members an Annual Report & Financial Statements.

### Board Members

- Sir William Proby\* (Chairman)
- Chris Evans (Chief Executive)
- Michael Arnold\*
- Sara Charman
- David Middleton
- Laurie Edmans\*
- Craig Fazzini-Jones
- Moira Siddons\*
- Peter Maydon\*
- Susan Sharland\*
- J Charles Woodward\*

(\* = Non Executive Director)