

1. MEMBERSHIP	
1.1	<p>The Executive Committee (ExCo) will consist of members of the Society's Executive Team including:</p> <ol style="list-style-type: none"> 1. Chief Executive Officer (CEO) 2. Finance Director 3. Chief Risk Officer (CRO) 4. Chief Commercial Officer (CCO) 5. Director of Operations and MLRO 6. Director of Operational Resilience and Strategic Change 7. Head of HR 8. Chief Information Officer 9. Group Secretary (Secretary) <p>Other Society employees may be requested to attend and report as necessary.</p>
1.2	<p>The CEO will act as Chair of the Committee.</p> <p>In the absence of the CEO, the CEO will nominate a deputy to act as Chair or the Committee members may elect someone to deputise if no nominated deputy is available.</p>
2. SECRETARY	
2.1	<p>The Group Secretary or a deputy agreed with the Chair shall act as the Secretary of the Board.</p>
3. QUORUM	
3.1	<p>The quorum necessary for the transaction of business shall be 3 members, two of whom must be either the CEO, CRO, Finance Director or CCO.</p> <p>A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.</p>
4. FREQUENCY OF MEETINGS	
4.1	<p>The Committee shall meet as often as necessary but shall hold a minimum of 7 meetings each calendar year (including strategy meetings).</p>
5. NOTICE OF MEETINGS	
5.1	<p>Meetings of the Committee shall be arranged by the Secretary of the Committee at the request of any of its members, generally with the agreement of the Chair.</p>
5.2	<p>A notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers shall be forwarded to each member of the Committee and any other person required to attend, generally no later than three working days before the date of the meeting.</p>

6. MINUTES OF MEETINGS

6.1	The Secretary shall minute the proceedings and resolutions of all formal meetings of the Committee, including recording the names of those present and in attendance and any conflicts of interest divulged at the meeting.
6.2	Draft minutes of Committee meetings shall be circulated to all members of the Committee for review ahead of their approval at the next corresponding, formal Committee meeting.
6.3	Final signed copies of the minutes of the meetings of the Committee will be maintained for the Society's records.

7. DUTIES

The Committee shall carry out the principal duties below as appropriate:

7.1	Development of the Society's business model and long-term strategy.
7.2	Drive and monitor operating and financial performance.
7.3	Assess, manage and monitor the Society's Key Risks.
7.4	Prioritise and allocate appropriate resources to effectively manage the Society's business activities.
7.5	Balance the interests of the Society's various stakeholders (employees, members, Regulators and the wider public at large) by considering the Society's core values of Community First, Genuine and Responsible.
7.6	Upholding the integrity, brand and reputation of the Society.
7.7	Plan the Society's future development.
7.8	Operationalising the Society's core values and ensuring these are widely understood and consistently adhered to by all stakeholders.
7.9	Ensuring the Society's employees act with integrity, which align to and promotes the Society's core idea of 'Members Matters' and core behaviours of 'Fairness', 'Awareness', 'Togetherness' and 'Effectiveness.
7.10	Driving Equity, inclusion and diversity and ensuring the composition of the Society's workforce is representative of the communities in which it operates.
7.11	Holding the business to account through an effective organisational, performance and accountability structure.
7.12	Review and recommend to the Board, the Corporate Plan including strategies in relation to: <ul style="list-style-type: none"> • Funding • Lending • Marketing • People • IT • Commercial • Strategic Change and Small Change • Environmental, Social and Governance • Diversity, Equity and Inclusion
7.13	Development and implementation of financial and operational plans, policies, procedures and budgets to execute the Corporate Plan and associated

	strategies utilising the expenditure as approved by the Board within the Corporate Plan.
7.14	Ensuring the active liaison, co-ordination and co-operation between different parts of the business to support execution of the Corporate Plan and associated strategies.
7.15	Review and monitor the achievement of the Corporate Plan and Annual Plan including budget, forecasts and projects.
7.16	Review and monitor Commercial Trading performance and review pricing in line with the Annual Plan as approved by the Board.
7.17	Review and monitor the operational and financial performance of the business against targets, objectives and Key Performance Indicators (KPIs) including reviewing the adequacy of interventions and monitoring the effectiveness of management actions.
7.18	Review and approve the Annual Pay awards for Non-Remuneration Code staff in line with the agreed Annual Plan budget.
7.19	Review and approve the delegated policies as prescribed by the Enterprise Wide Risk Management Framework (EMRMF), as approved by the Board of Directors. (See Appendix 1) .
7.20	Review and monitor progress against any actions resulting from the Regulator's annual PSM Letter .
7.21	Review and monitor all relevant Regulatory Changes and ensure these are escalated to the appropriate Sub Board Committee and/or Board.
7.22	Review and monitor progress against the Strategic Change Transformation Programme including budget monitoring against the approved Annual and Corporate Plans.
7.23	Review and monitor progress against any actions resulting from the annual Internal Audit Plan Final Reports.
7.24	Review and recommend for approval the Committee's Terms of Reference and ensure made available to relevant stakeholders.
7.25	Consider any other topics as defined and requested by the Board or any of its Sub-Committees.
7.26	Review and approve any Management Committee TOR's
7.27	Review and approve Changes to Terms & Condition's and rate changes etc.
7.28	Any other duty not listed above but delegated in the latest approved Schedule of Matters Reserved for the Board and Statement of Delegated Mandates
8. MATTERS RESERVED TO THE BOARD	
8.1	<p>The Society has a Schedule of Matters Reserved for the Board and Statement of Delegated Mandates</p> <p>Any Matters which the Board considers suitable for delegation are contained in the Terms of Reference of its Committees and in a separate document which is available by request.</p>
9. MAINTAINING OPEN COMMUNICATIONS WITH THE REGULATOR	

9.1	<p>The Committee is committed to maintaining open and co-operative ongoing dialogue with the Prudential Regulation Authority and the Financial Conduct Authority.</p> <p>A list of Matters which the Board considers require communication to the Regulator is detailed in a separate document which is available by request.</p>
10. AUTHORITY	
The Committee is authorised to:	
10.1	Manage expenditure as set out within the Corporate Plan
10.2	<p>Approve changes to the Society's standard and mortgage variable interest rates (SVR/MVR) and back-book savings and Deposit interest rates on following basis:</p> <ul style="list-style-type: none"> • Final decisions made by Executive Committee on recommendation from PPC. • Any dispute or lack of consensus between Executive Committee members results in escalation to Board for decision. • Second line membership and attendance of PPC and ExCo for recommendation and decision • Subject to regulatory compliance and Board Statement of Risk Appetite <p>Subject to full Board transparency and MI (in advance for changes to SVR/MVR which are outside of BofE changes)</p>
10.3	<p>Set new MVR/SVR rates and new mortgage product rates within regulatory parameters and in accordance with relevant terms and conditions on following basis:</p> <ul style="list-style-type: none"> • Final decisions made by ExCo on recommendation from PPC and/or PDEC. • Any dispute or lack of consensus between Executive Committee members results in escalation to Board for decision. • Second line membership and attendance of PPC and ExCo for recommendation and decision • Subject to regulatory compliance and Board Statement of Risk Appetite • Subject to full Board transparency and MI
10.4	Approve changes to non-specific variation clauses (subject to appropriate legal advice)
10.5	Make the decisions needed to be taken in a recovery plan scenario to preserve the Society as a going concern subject to full Board transparency and MI where appropriate.
10.6	Dispose of an asset classified as within normal BAU activities including but not exhaustively: fleet vehicles, IT hardware and office furniture.
10.7	Tender and appoint third party contracts in accordance with the agreed strategy, Corporate Plan or Procurement Policy with the exception of any changes to and selection and appointment of core IT system service providers

	and other material outsourced/third party relationships for critical services (e.g. – infrastructure, WAN, telephony) as specified within the Schedule of Matters Reserved for the Board and Delegated Mandates.
10.8	Be responsible for the Society’s communications strategy and plans for both in life/existing and new Members (both savers & borrowers) across all distribution channels and communication methods for business acquisition and retention purposes.
10.9	Agree and maintain adequate and appropriate insurance cover for all the Society’s assets and insurable events.
10.10	Seek any information it requires from any employee of the Society in order to perform its duties.
10.11	Call any employee to attend meetings of the Committee as and when required.

11. OTHER MATTERS

The Committee shall:

10.1	Have access to sufficient resources in order to carry out its duties.
10.2	Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
10.3	Recommend any disposal of an asset (except normal BAU activities as set out in the Schedule of Matters Reserved for the Board and Delegated Mandates) to the Board.
10.4	Arrange for periodic reviews of its own performance and, at least annually, review its Terms of Reference to ascertain whether it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

APPENDIX 1 – KEY RISK DOCUMENTS AND GOVERNANCE

Policies for Approval

Expenses Policy

Board Statement on Managing Conflicts of Interest

Change Management Policy

Training & Competency Policy

Management Committee Terms of Reference

Policies for Review and Recommendation to the Board/BRC/Audit

Board Statement of Risk Appetite

Board Statement of Remuneration

Board Statement on Managing Conflicts of Interest

Group HR Policy

Schedule of Matters Reserved for the Board and Statement of Delegated Mandates

Diversity, Equity and Inclusion Policy

Procurement Policy