



UIA (INSURANCE) LIMITED BOARD TERMS OF REFERENCE

Role

The role of the Board is to set and manage the strategy for UIA (Insurance) Ltd (“UIA”, “the business”) in a manner that upholds the direction of the organisation set out in the Scheme of Operations and any relevant reforecasts, and in addition, delivers the maximum value to the business for the benefit of its members and Unisons’ Pension Scheme, whilst complying with the relevant regulatory requirements, the rules of the organisation.

Responsibilities

The Board takes collective responsibility for setting and delivering against UIA’s objectives. The Board will:

- Ensure the necessary financial, operational and human resources are in place to achieve UIA’s objectives
- Provide direction and oversight to UIA’s compliance with its regulatory and legal obligations
- Provide the necessary corporate and management resources
- Determine the policies applicable to the business
- Determine the nature and extent of the significant risks it is willing to take in achieving the business’s strategic objectives
- Establish and maintain a framework of risk management and internal/external controls that enables the strategic financial and operational risks of the business to be assessed and managed
- Monitor progress by the business towards the achievement of its objectives and compliance by the business with approved plans and agreed policies
- Report to the Members and relevant stakeholders on UIA’s activities, presenting a clear assessment of UIA’s position and prospects
- Approve the appointment of Board Committees with the appropriate balance of skills, independence and knowledge to meet the business’s requirements and relevant corporate governance standards
- Delegate clearly defined responsibilities to the Chair, the Senior Independent Director, the Chief Executive Officer, Board Committees and otherwise as the Board may determine from time to time
- Ensure effectiveness against collective performance measures, following an annual appraisal of Board performance
- To fulfil the specific responsibilities of the Board as set out in the Statement of Board Reserved Powers
- To be responsible for conduct risk and the approval of the Conduct Risk and Compliance Framework.

Structure

The maintenance of the business as a mutual organisation, registered under the Co-operative and Community Benefit Societies Act 2014.

Board Composition

The Board of UIA is composed of a minimum of four Directors. The cohort of Non-Executive Directors within the minimum structure will include at least two industry specialist Non-Executive Directors.

There is no maximum Board composition, which allows for Board members (Executive and Non-Executive) to be recruited to support the commercial requirements of the business.

Board Appointments

All Board appointments are managed by the Nominations and Remuneration Committee, with recommendation to the full Board for approval. They are subject to appropriate selection and recruitment procedures and Regulatory approval. For all Board appointments, including Executive Directors, the Nominations and Remuneration Committee will evaluate the balance of skills, experience, independence and knowledge on the Board. In the light of this evaluation a description of the role and capabilities required for a particular appointment will be prepared. Candidate selection and appointment is subject to UIA's recruitment process, and subject to receiving regulatory approval prior to appointment where appropriate.

Board Skills Matrix

A review of the skills and experience within UIA's Board is conducted by the Chair and CEO. This is to provide an indication of development requirements and any skills gaps to be fulfilled through the Board appointment process.

Board Quorum

No business shall be transacted at any meeting of the Board unless a quorum is present. The quorum for a meeting of the Board shall include at least one executive and two non-Executive directors.

Board Meetings

The Board must hold a minimum of 4 regular meetings in a year and other meetings may be convened as required. In addition, there will be commitment required to attend Committees and working parties of the Board. Board meetings will be inclusive of all Directors who are able to attend, in person or other agreed method. In the interests of transparency, no meetings relating to Board matters will be conducted to the exclusion of any Board member, subject to and at the discretion of the Chair.