



## **PENSION BOARD DRAFT TERMS OF REFERENCE FOR THE JOINT SURREY AND SUSSEX POLICE PENSION BOARD**

**Version adopted and approved on (05/06/2024)**

### **1. INTRODUCTION**

The purpose of this document is to set out the Terms of Reference for the Joint Police Pension Board for Surrey and Sussex (the Board).

The two Boards were established to help and assist the Scheme Managers on 1 April 2015 by Chief Constable Lynn Owens, as Chief Constable of Surrey Police and Giles York Chief Constable of Sussex Police (the "Scheme Manager") according to section 5 of the Public Service Pensions Act and regulation 13 of the 2015 Police Pension Regulations. As of April 2021, this became a joint Surrey/Sussex Board

Chief Constable Tim De Meyer of Surrey Police and Chief Constable Jo Shiner of Sussex Police have given their approval of these Terms of Reference (05/06/2024)

Section 21 of these Terms of Reference explains the defined terms used in these Terms.

### **2. POWERS OF THE POLICE PENSION BOARD**

The Board will exercise all its powers and carry out its duties in accordance with the law and these Terms of Reference.

### **3. AMENDMENT OF THESE TERMS OF REFERENCE**

Subject always to the Act and Regulations, the Board may amend any term of these Terms of Reference where, in its reasonable judgement, such amendment would promote the efficiency and smooth working of the Board.

A Board Member may propose an amendment at any meeting of the Board. The Board Member shall have informed the Chair of their proposal and the Chair shall have included the proposal in the meeting agenda and / or papers circulated prior to a meeting of the Board. Such amendment shall be made where a majority of the Board Members present and voting at any meeting are in favour of the proposal.

These Terms of Reference are to be reviewed annually, will include the date of the last review and will be published on the Scheme Managers Website.

## 4. FUNCTIONS OF THE BOARD

The role of the Joint Pensions Board is, under regulation 13(1) of the Regulations, to assist the Scheme Managers:

to secure compliance with:

- the Regulations.
- any other legislation relating to the governance and administration of the Police Pension Scheme (the “Scheme”) (and any statutory pension scheme that is connected with it).
- any requirements imposed by the Pension Regulator in relation to the Scheme (and any statutory pension scheme that is connected with it).
- and
- in the performance of the Scheme Managers functions under the Regulations.
- Making decisions in relation to the Scheme using the powers designated to them by the Scheme Manager under pension legislation and scheme documents.
- Identify, evaluate, and record risk, including an annual own Board risk assessment.

The Scheme Manager considers that “assisting the Scheme Manager” should be interpreted as helping the Scheme Manager in their management or administration of the Scheme pursuant to sections 4 and 5 of the Act and the Regulations.

This shall include, but shall not be limited to, doing, in a timely manner, such work and tasks as requested by the Scheme Manager in relation to such aspects of governance and administration of the Scheme as the Scheme Manager determines.

The specific functions of the Board as determined by the Scheme Managers above the Board’s core statutory role are as set out in Annex A to these Terms of Reference.

## 5. COMPOSITION OF THE PENSION BOARD

### Membership

The Board shall consist of a minimum of eight voting members (who must be Employer or Scheme Member Representatives) and maximum of twelve, and be constituted as follows:

- There shall be a Chair appointed as per the process in the next section.
- The Chair shall appoint at least 11 other members of the Board who are entitled to vote and there shall be an equal number of Employer representatives and Scheme Member representatives from both Surrey and Sussex and shall include the PCC’s CFO from both Surrey and Sussex.
- The Chairs may appoint any number of Independent Members to the Board who are not entitled to vote.
- Board Members should be able to demonstrate their capacity to attend and complete the necessary preparation for meetings and participate in training as required.
- Scheme Member Representatives shall either be Scheme Members, active or deferred or pensioner or have capacity to represent members of the scheme.
- Selection and recruitment of all members will be in accordance with Surrey and Sussex Police’s recruitment & Equality, Diversity and Inclusion (EDI) policies and procedures.

## **Appointment and Removal of Chair and Deputy Chair**

The Scheme Managers have a responsibility under the Regulations to appoint the Chair and Deputy Chair of the Board for a term not exceeding a period of 3 years.

Where the Scheme Managers do not appoint an Independent Chair, the Chair of the meeting shall be appointed as follows, to comply with the regulations:

- In the 1<sup>st</sup> year (of a 4-year cycle), the Chair will be a Sussex employer representative (usually the Sussex PCC's CFO) and the Deputy Chair will be a Surrey employee representative. The Chair and Deputy Chair will swap the role of chairing the meetings after one year.
- In the 3<sup>rd</sup> year (of a 4-year cycle), the Chair will be a Surrey employer representative (usually the Surrey PCC's CFO) and the Deputy Chair will be a Sussex employee representative. The Chair and Deputy Chair will swap the role of chairing the meetings after one year.
- If the Chair or the Deputy Chair's term of office:
  - terminates by natural expiry, the Scheme Managers will appoint the next Chair, or the Deputy Chair as set out above; or
  - terminates for any other reason, the Scheme Managers will appoint another person to replace the outgoing party from the existing membership of the Board from the same group of members for the remainder of the term of office.

The Chair will act as the leader of the governing body and demonstrate the standards of behaviour expected from other members of the board. They will ensure that meetings are properly conducted according to these Terms of Reference and other relevant procedures adopted by the Board, including Surrey and Sussex Police's EDI Policy and Procedure and recruitment policy. The decision of the Chair on all points of procedure and order shall be final. The Chair will note The Pension Regulators guidance on EDI where applicable.

The role of the Deputy Chair is to assist the Chair in carrying out their functions, and to carry out those functions if the chair is not present.

The Chair or Deputy Chair may delegate any of their functions apart from the responsibility to appoint Board Members.

## **Appointment and Removal of Board Members**

The Chair of the Board shall appoint the Employer Representatives and Scheme Member Representatives from both Surrey and Sussex, subject to the approval of the relevant Scheme Manager.

The eligibility and selection criteria for selecting Board Members and details as to how Board Members are to be removed are set out in the Police Pension Board Members Appointment and Removal Rules at Annex B.

## **6. DECISION MAKING AND ADMINISTRATION**

### **Notice of Meetings, Agendas and Minutes**

The Chair of the meeting will prepare an agenda prior to each Board meeting.

Notice of meetings should be provided to all Board Members and published on the Scheme Managers websites at least one month in advance of each meeting. If a Board Member decision is required as a matter of urgency, a shorter notice period will be used. Where a Board Member cannot attend a meeting called urgently, there is a procedure set out in section 8 below for the appointment of substitute attendee.

The Chair may decide to convene a meeting by conference call or other electronic means in accordance with these Terms as set in section 7 of these Terms below.

Board Members will be required to notify the Chair of any agenda items at least 7 working days in advance of the meeting. All agenda items are at the discretion of the Chair. The agreed agenda is to be published on the Scheme Managers websites at least 5 working days prior to the meeting.

The agenda and any papers and presentations for the Board will be reviewed by the Chair and will be issued at least 5 working days (where practicable) in advance of the meeting except in the case of matters of urgency. Presentations should be no more than 15 minutes and papers should be concise and informative and kept to no more than 2 A4 pages.

Minutes of each meeting summarising the content of the meeting, including all decisions, actions, and agreements, will be recorded, and circulated to all Board Members within 10 working days after the meeting. These minutes will be subject to formal agreement by the Chair taking consideration of comments by Board Members (which may be done electronically between meetings).

The minutes may, at the discretion of the Chair, be edited to exclude items on the grounds that they would involve the likely disclosure of exempt information as required under the Data Protection and Information Security Policy (Part 2), if edited, the finalised minutes shall show redacted extracts and once approved by the Board are published on the Scheme Managers websites.

## **7. LOCATION AND TIMING**

Subject to the ability of the Board to meet in person, by telephone or by other electronic means as set out below:

The Board may meet in person, by telephone, video conferencing or by other electronic means, so long as each Board Member can contribute to the business of the meeting.

The Board will meet for 2 hours for a minimum of 4 times in each calendar year on a 3 monthly cycle. The Chair may call, or agree to call, additional meetings in exceptional circumstances.

There shall also be ability for the Chair, with the consent of the Board membership and/or the Scheme Manager to require a special meeting to be convened on notice.

## **8. QUORUM AND APPOINTMENT OF PROXIES**

A meeting of the Board is quorate when:

- at least 8 Members are present one of whom is the Chair or Deputy Chair and
- there are an equal number of Employer and Scheme Member Representatives present.

All Board Members are expected to regularly attend meeting. Records of attendance of all Board Members will be maintained and reported to both Scheme Managers and the Chair of the Scheme Advisory Board on an annual basis.

Substitute members can be appointed to the Board subject to completion of a nomination process and at the discretion of the Chair.

If for any reason a Board Member cannot attend a Board meeting, an appointed substitute, (as long as they are representing the same group as the Board Member that they are substituting), can attend and vote at the meeting in their place as long as the Chair has been notified prior to the meeting. Such substitution only remains valid for the meeting/s that the Board Member cannot attend.

## **9. VOTING AND DECISION-MAKING**

Where all the Board Members are present at the meeting, and a decision is required, the decision will be taken on approval of a majority of Board Members present at the meeting.

Where not all Board Members are present at any given meeting of the Board, but the meeting is quorate, unanimous approval of all Board Members present is required.

The Board Members may also make decisions by written resolution signed by all the Board Members. The Chair shall determine this on a case-by-case basis and shall ensure that all Board Members receive full information to make a proper decision. The Board may exercise this power where it is impracticable to take a decision in a given meeting of the Board.

Each Employer and Scheme Member Representative on the Board has an individual voting right for each matter put to vote.

An Independent Member does not have a voting right unless they are appointed as the Chair or Deputy Chair.

If there is a tied vote on any issue, the Chair has a casting vote.

The results of any voting outcomes will be reported in the Board Minutes.

All Board Members are expected to regularly attend meeting. Records of attendance of all Board Members will be maintained and reported to both Scheme Managers and the Chair of the Scheme Advisory Board on an annual basis.

Substitute members can be appointed to the Board subject to completion of a nomination process and at the discretion of the Chair.

If for any reason a Board Member cannot attend a Board meeting, an appointed substitute, (as long as they are representing the same group as the Board Member that they are substituting),

can attend and vote at the meeting in their place as long as the Chair has been notified prior to the meeting. Such substitution only remains valid for the meeting/s that the Board Member cannot attend.

## **10. CREATION OF WORKING GROUPS/SUB-BOARDS**

The Joint Board has the power to set up working groups or sub-boards on whatever terms that the Board reasonably determines and may seek legal advice if required to determine if delegation is possible or desirable and the extent to which the full Board is bound by the decision of the sub-committee.

If the Joint Board decides to create a working group or sub-board than it will prepare terms of reference for each of these sub-committees in a timely way, to include the responsibilities of the working group/sub boards, how powers, decision-making and tasks will be delegated, and an escalation procedure.

### **AGENDA & PAPERS:**

Board Members will be required to notify the Chair of any agenda items at least 7 working days in advance of the meeting. All agenda items are at the discretion of the Chair.

The agenda and any papers and presentations for the Board will be reviewed by the Joint Board Chair and will be issued at least 5 working days (where practicable) in advance of the meeting except in the case of matters of urgency. Presentations should be for no more than 15 minutes and papers should be concise and informative and kept to no more than 4 pages.

Once agreed the Agenda for the Joint Board Meeting will be published on the Scheme Managers websites 5 working days prior to the meeting.

### **MINUTES, ACTIONS & DECISIONS:**

Minutes of each meeting summarising the content of the meeting, including all decisions, actions, and agreements, will be recorded, and circulated to all Board Members within 10 working days after the meeting. These minutes will be subject to formal agreement by Board Chair taking consideration of comments by Board Members (which may be done electronically between meetings). The minutes are formally agreed at the following Board meeting. Actions and decisions are logged on the Actions/Decisions log.

### **VOTING AND DECISION-MAKING:**

Where all the Board Members are present at the meeting, and a decision is required, the decision will be taken on approval of a majority of Board Members present at the meeting.

Where not all Board Members are present at any given meeting of the Board, but the meeting is quorate, unanimous approval of all Board Members present is required.

The Board Members may also make decisions by written resolution signed by all the Board Members. The Chair shall determine this on a case-by-case basis and shall ensure that all Board Members receive full information to make a proper decision. The Board may exercise this power where it is impracticable to take a decision in a given meeting of the Board.

Each Employer and Scheme Member Representative on the Board has an individual voting right for each matter put to vote.

An Independent Member does not have a voting right unless they are appointed as the Chair or Deputy Chair.

If there is a tied vote on any issue, the Chair has a casting vote.

The results of any voting outcomes will be reported in the Board Minutes.

## **11. BUDGET**

The Board will have a budget for the following purposes:

- reasonable fees and expenses for Board members;
- reasonable legal, technical and other professional advice;
- cost of secretarial support;
- reasonable accommodation and administrative support to conduct its meetings and other business accommodation costs;
- training for members; and
- anything else that the Scheme Managers reasonably determine.

The terms of the budget are set out in the Board's "Budget, Fees and Expenses" document. The amount of the budget shall be as notified to the Board by the Scheme Managers on an annual basis.

## **12. FEES AND EXPENSES**

Fees and expenses of Board Members will be as set out in the Board's "Budget, Fees and Expenses" Document.

## **13. CONFLICTS OF INTEREST**

The Board Members shall always act within these Terms of Reference and in accordance with the Board's "Conflict of Interest Policy".

Though members of the Board include representatives of specific categories of stakeholder (i.e., scheme members and employers) each Board Member is required to have due regard to the role of the Board as outlined in these Terms of Reference.

Accordingly, all members are expected to work jointly with the key purpose of assisting the Scheme Manager in the management or administration of the Scheme, putting aside any individual views they may have in their private capacity or professional role. However, this should not prevent Board Members from sharing their knowledge on how matters might impact specific stakeholders of the scheme.

The Chair of the Board must be satisfied that they have an independent viewpoint when necessary and that the Board is acting within:

- the conflicts of interest requirements of the Public Sector Pensions Authority (PSPA) and the Regulations; and
- in the spirit of the Pension Regulator's guidance and Code of Practice no. 14 in relation to conflicts of interest; and
- in accordance with the Board's "Conflict of Interest Policy".

Each Board Member, or a person proposed to be appointed to the Board, (as well as attendees participating in the meeting) must provide the Scheme Managers with such information as they are reasonably required to for the purposes of demonstrating that there is no conflict of interest.

Each Board Member will be required to complete an annual Register of Interest form which will be published on the Scheme Managers Website.

#### **14. ADVICE AND INFORMATION**

The Board may appoint professional advisers, or other advisors to advise the Board on such matters that the Board determines. This will be on an 'as required' basis. For the avoidance of doubt, any expert adviser is not a Board Member.

The process for their appointment and agreeing their fees shall be on terms as the Board determines and are set out in the Fees and Expenses document.

If the Chair appoints an independent individual to the Board, he or she shall support the Board in its role and responsibilities.

The Board should request such information and documents from the Scheme Manager that it requires to carry out its functions. The Scheme Manager will be required to consider positively all reasonable requests in relation to the role of the Board whilst being mindful of value for money. The Scheme Manager shall inform the Board as soon as reasonably possible of their decision in relation to any request of the Board and shall carry out anything required of them in relation to this as soon as reasonably possible.

#### **15. KNOWLEDGE AND SKILLS**

Under the requirements of the PSPA, a member of the Board must be conversant with:

- the rules of the Scheme and
- any document recording policy about the administration of the Scheme which has been adopted in relation to the scheme.

In addition, a Board Member must have knowledge and understanding of:

- the law relating to pensions; and
- any other matters which are prescribed in regulations.
- evaluating and recording risk.
- audit and Assurance reports and internal controls.

The degree of knowledge and understanding referred to above is appropriate for the purpose of enabling the individual to properly to exercise the functions of a member of the Board.

It is for individual Board members to be satisfied that they have the appropriate degree of knowledge and understanding to enable them to properly exercise their function as a member of the Board; and therefore must comply with the Board's Knowledge, Understanding and Training Policy, and participate in such personal training needs, analysis or other processes that are put in place in order to ensure that they maintain the required level of knowledge and understanding to carry out their role on the Board. A log of Member training is to be kept, updated regularly and reviewed by the Chair at each Quarterly meeting.

## **16. STANDARDS OF CONDUCT**

The “Code of Conduct” shall apply in relation to the standards of conduct of Board Members.

## **17. REPORTING ON THE BOARD’S ACTIVITIES**

The Chair shall provide the approved minutes of each meeting to the Scheme Manager and produce an annual report on the Board’s activity, which is shared with the Chair of the Scheme Advisory Board.

## **18. REPORTING BREACHES ETC.**

The Board shall report any breach of the law in accordance with its “Reporting Procedures Policy”. An update will be given to the Board at each meeting of any Breaches that have been reported or recorded during the quarter prior to the meeting.

## **19. ACCESS TO THE PUBLIC AND PENSION BOARD INFORMATION**

The following will be entitled to attend Board meetings in an observer capacity:

- Officers or advisers of the Force or other employers involved with the management of the Scheme, subject to approval in advance by the Chair, or upon the request of the Chair.
- Any other person requested to attend by the Chair.
- Any other person subject to approval in advance by the Chair.
- Members of the press and public can attend the meeting, but the Chair reserves the right to hold part of the meeting in private (Part 2), on the grounds that it involves the likely disclosure of exempt information under the Data Protection and Security Information Policy.

Any such attendees will be permitted to speak on request of the Chair and may submit a written question to the Chair at least 10 working days prior to the meeting, if the Chair approves the request the question will be asked and answered during the meeting. If more time is required to provide an answer, this will be indicated at the meeting.

## **20. INDEMNITY/INSURANCE**

Indemnity Insurance will be provided to members of the Board by the Local Authorities (Indemnity for Members and Officers) Order 2004.

## **21. REVIEW, INTERPRETATION AND PUBLICATION OF TERMS OF REFERENCE**

These Terms of Reference have been agreed by the Board and will be reviewed annually by the Board and both Surrey and Sussex Police Scheme Managers.

The Terms of Reference are only effective once both Scheme Managers have provided confirmation that they approve them.

Changes to these Terms of Reference will only be approved by the Board, with both the Scheme Manager’s approval; and will be made in accordance with section 3 above of these Terms of Reference.

Once changes have been approved the Terms of Reference will be published on the Surrey and Sussex Scheme Managers websites.

## 22. DEFINITIONS AND INTERPRETATION

The following words apply to the Terms of Reference:

|                                                                           |                                                                                                                                             |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“2015 Regulations”</b>                                                 | Means the Police Pension Regulations 2015                                                                                                   |
| <b>“Act”</b>                                                              | Means the Public Service Pensions Act 2013.                                                                                                 |
| <b>“Board Member”</b>                                                     | Means a member of the Board (this includes a reference to an Employer Representative, Employee Representative and an Independent Member).   |
| <b>“Chair”</b>                                                            | Means the appointed chairperson of the Pension Board.                                                                                       |
| <b>“Code of Conduct”</b>                                                  | Means the code of conduct adopted by the Board.                                                                                             |
| <b>“Conflicts of Interest”</b>                                            | Is as defined in the Act.                                                                                                                   |
| <b>“Conflicts of Interest Policy”</b>                                     | Means the policy on conflicts of interest as adopted by the Board.                                                                          |
| <b>“Deputy Chair”</b>                                                     | Means the appointed deputy chairperson of the Board.                                                                                        |
| <b>“Equality, Diversity &amp; Inclusion Policy &amp; Procedure (EDI)”</b> | Means the EDI Policy & Procedure of Surrey & Sussex Police                                                                                  |
| <b>“Employer Representative”</b>                                          | Means a person appointed to the Board for the purpose of representing employers for the Scheme and any connected scheme.                    |
| <b>“Independent Members”</b>                                              | Means neither an Employer Representative or a Scheme Member Representative.                                                                 |
| <b>“Knowledge and Understanding and Training Policy”</b>                  | Means the training policy as adopted by the Board                                                                                           |
| <b>“Police Pension Board Member Appointment and Removal Rules”</b>        | The document adopted by the Board setting out the nomination and selection procedure and how Board Members are to be appointed and removed. |
| <b>“Recruitment Policy”</b>                                               | Means the Recruitment Policy of Surrey and Sussex Police.                                                                                   |
| <b>“Reporting Procedure”</b>                                              | Means the procedure adopted by the Board setting out the Board’s procedure for reporting breaches of law and other matters.                 |
| <b>“Scheme”</b>                                                           | The Police Pension Scheme.                                                                                                                  |
| <b>“Scheme Manager/s”</b>                                                 | The Chief Constable of Surrey Police and the Chief Constable of Sussex Police                                                               |
| <b>“Scheme Member Representative”</b>                                     | Means a person appointed to the Board for the purpose of representing scheme members of the scheme and any connected scheme.                |

All references to job titles of officers are to officers within the Force unless otherwise stated.

## 23. STANDARD AGENDA

The standard agenda will consist of the following:

- Conflicts of interest
- Review of minutes, actions and decisions made since the last Board meeting
- Risks Register
- Review of reports from Scheme Administrator.
- Recorded or Reported Breaches update
- SLA and service performance reports if applicable
- Feedback from stakeholders, including any members forum
- Details of any complaints about the scheme administration
- Pension Remedy Updates
- Working Group/Sub-Board Quarterly Reports
- Any other business acceptable to the Chair.
- Ill Health Retirement & Injury Award Update (annually)
- Pension Statement Survey Results (annually)
- Pension Board Budget Spend (annually)
- Report to Scheme Advisory Board (annually)

## ANNEX A

### Functions of the Board above it's core statutory role

The purpose of the Board is to assist the Scheme Managers in the following matters above the Board's core statutory role:

1. set the scope and direction of the administration and any new strategic approach;
2. scrutinise the level and quality of governance and administration of the scheme, challenging and directing service providers to improve performance of administration tasks, focus on continuous improvement and value for money and identify opportunities to enhance the range and quality of communication with and assistance for members of the Scheme;
3. challenge the performance of the service providers; benchmarking the scheme administration, identify and promote good practice and address any areas of weakness with the service providers;
4. establish the effectiveness, efficiency, and value for money of Scheme administration.
5. oversee the procurement of administration services, making recommendations on the scope of the service, budget, evaluation criteria and signing off preferred provider proposals;
6. commission additional services from the administrator to meet changing needs of the membership and employer;
7. ensure the scheme administrator supports the employers to communicate the benefits of the Scheme;
8. ensure that the administrator supports the Scheme's members with a range of tools to improve their understanding of the pension benefits;
9. develop and manage an internal controls risk management framework;
10. undertake an annual risk assessment of Board effectiveness and risks arising from its own internal controls. Undertake additional risk assessments if there is a change in service provider, a substantial change in pension scheme personnel, scheme advisors, Board administration and IT systems or a control is not working to the standard required by the law;
11. work with the Scheme's administrator to insure pension data quality;
12. oversee the development of processes and systems to incorporate any new statutory requirements;
13. oversee and provide challenge to Scheme budget forecasting;
14. ensure that an effective audit strategy is in place for the scheme and approve and monitor audit delivery plans;
15. monitor common areas of complaints and disputes, addressing issues arising from cases referred to the internal dispute resolution procedure and/or the Pension Ombudsman; and
16. any such other matters as the Scheme Manager/s determines from time to time.

## **ANNEX B**

### **Police Pension Board Appointment and Removal Rules**

These rules set out the procedures which have been agreed and adopted by the Board for the appointment and removal of Representatives (i.e., the Employer and Scheme Member Representatives and Independent Board Members).

#### **Appointment of Representative Board Members**

##### ***Nomination and selection procedure***

Representative Board Members will be chosen by way of a two-stage nomination and selection process as follows:

##### ***Nomination Process***

The Employer Representative Board Members are nominated by the Scheme Managers.

Individuals are only eligible to be nominated as a Board Member if they have varied technical skills and experience and meet the Eligibility Criteria is as follows:

- The Employer Representatives must be the Executive Director of Commercial and Financial Services for Surrey and Sussex Police, the Operations Manager of People Services for Surrey and Sussex Police, Director of People Services, Surrey & Sussex Police and the Head of digital, Data & Technology Department for Surrey and Sussex Police.
- The Scheme Member Representatives from both Surrey and Sussex must be a member of the Federation for both Surrey and Sussex, the Superintendents Association for both Surrey and Sussex and at least two other current members of the scheme.

##### ***Selection Process***

If more Board Members have been nominated than are required, the Chair of the Board will select who will serve on the Board.

#### **Term of Office and Removal of Representative Employer and Member Representative Board Members**

- Employer and Employee Representatives are appointed for a period of 3 years from the date of establishment of the Board or the date of their appointment, if later.
- The period may be extended up to 3 years if jointly agreed by the Scheme Manager and Chair.
- Any Board Member may be re-appointed for further terms in line with the nomination process above.

An appointment will automatically cease if:

- A Board Member no longer meets the Eligibility Criteria;
- A Board Member has a conflict of interest which, in the opinion of the Scheme Managers (on the advice of the Chair), cannot be managed in accordance with the Pension Board Conflict of Interest Policy;
- A Board Member dies or, in the opinion of the Board, becomes incapable of acting; and
- A Board Member wishes to resign and has given one month's notice in writing to the Chair.

Further, if a Board Member fails to attend meetings or otherwise comply with the requirements of being a Board Member, for example fails to attend the necessary knowledge and understanding training, then the Chair of the Board and the Scheme Managers can decide, whether the member should be given an opportunity to change their behaviour. Where issues of this nature arise, the Chair will hold an initial informal discussion with the Board Member about these concerns.

Where a vacancy arises for a representative member mid-term the nomination process will apply.

### **Review of the Terms of Reference**

The Board will keep these Terms of Reference under review having due regard to the 2015 Regulations, the Code of Practice and guidance (statutory or otherwise). The Board will amend these Terms of Reference as and when it sees fit in accordance with section 3 of these terms.