

## Wesleyan Assurance Society

### Terms of Reference for Chair's Committee (the Committee)

<b>1. Scope and Purpose</b>	<ul style="list-style-type: none"> <li>In exceptional circumstances should approval be required for any item reserved for the Board's decision during a period between scheduled Board meetings, the Chair (or in their absence the Deputy Chair), the Group Chief Executive (or their nominated deputy) and one other Non-Executive Director, shall constitute an ad-hoc Committee of the Board to act as it considers appropriate. Where circumstances allow, the requirement for a Chair's Committee to be established and its membership, purpose and agreed delegation will be agreed by the Board in advance.</li> </ul>
<b>2. Roles and Responsibilities</b>	<ul style="list-style-type: none"> <li>The procedure above should not be followed for the following where established processes are in place: <ul style="list-style-type: none"> <li>declaration of bonuses (i.e. distribution of surplus);</li> <li>appointment and dismissal of the Group Chief Executive, the Chair and Deputy Chair; or</li> <li>the appointment and dismissal of Directors and the appointment of Directors to membership of Committees.</li> </ul> </li> </ul>
<b>3. Authority</b>	<ul style="list-style-type: none"> <li>The Committee is a sub-committee of the Board.</li> </ul>
<b>4. Governance</b>	<ul style="list-style-type: none"> <li>The Committee Chair shall be the Chair of the Board (or in their absence the Deputy Chair).</li> <li>The Company Secretary (or their nominated deputy agreed with the Chair) shall act as Secretary to the Committee.</li> <li>At the discretion of the Chair (or the Deputy Chair in their absence), the Committee may invite other individuals who are not a member of the Board to attend. Those individuals may not vote on any matter.</li> <li>The Committee meets as determined by the Chair or in their absence two of the Group Chief Executive, the Deputy Chair and the Chair of the Risk Committee.</li> <li>In addition, a meeting can take place without all the participants being in the same room or physically meeting together. The meeting can take place by conference call or by means of other telecommunications or by electronic means as long as the participants can each communicate to the others any information or opinions they have on any particular item of the business of the meeting. The meeting will be deemed to have taken place where the largest number of participants is, or otherwise, where no participants physically meet together, the Chair (in their absence the Deputy Chair) can determine where the meeting has taken place.</li> </ul>
<b>5. Inputs and Outputs</b>	<ul style="list-style-type: none"> <li>Details of any actions taken in accordance with the above procedures will be reported fully to the next Board meeting or immediately if the Chair considers it appropriate. Where all the Directors have not been consulted, a report of any emergency action taken should be circulated to all members of the Board in a timely manner, together with the identities of those who have been consulted.</li> </ul>

	<ul style="list-style-type: none"><li>Minutes of Chair’s Committee meetings shall be submitted to the Society Board for noting and the agenda and papers shall be available to all members of the Board.</li><li>All decision will be taken with due consideration of the requirements of the FCA Consumer Duty requirements.</li></ul>				
6. Conflicts of Interest	<ul style="list-style-type: none"><li>Members should declare any conflicts or potential conflicts of interest to the Committee based on the matter under consideration. The Committee will decide, based on the conflict declared, whether the member can continue to contribute their views and vote.</li></ul>				
7. Version Control	Version	Forum/Committee	Approval Date	Caveats	Next Review
	2.1	Society Board	09/2018		09/2019
	2.2	Company Secretary	09/2019	No changes proposed	09/2020
	2.3	Company Secretary	09/2020	No changes proposed	09/2021
	2.4	Company Secretary	09/2021	No changes proposed	09/2022
	2.5	Company Secretary	09/2022	Minor updates made	09/2023
	2.6	Company Secretary	09/2023		09/2024
	2.7	Company Secretary	09/2024	No changes needed	09/2025