

Terms of Reference

Board Risk Committee

Adopted by the Board on 30th June 2026.

1. Introduction

The Shepherds Board Risk Committee (“BRC”) assists the Board of the Society (the “Board”) in meeting its obligations under the Friendly Societies Act 1992, the Financial Services and Markets Act 2000, the Financial Services Act 2012 and other Relevant Legislation. The BRC provides a forum for oversight of risk management across the Society and its subsidiaries.

2. Purpose

The BRC is established under the Authority of the Board to:

- 2.1 assist and advise the Board in exercising its responsibilities to ensure the Society has sufficient resources to meet its overall solvency needs, taking into account its risk profile, approved risk tolerance limits and business strategy;
- 2.2 assist and advise the Board in exercising its responsibilities for all aspects of the risk management and internal control systems and frameworks;
- 2.3 advise the Board on all aspects connected with the current and future risk strategy including the determination of risk appetite, tolerance, risk measurement, management and mitigation procedures;
- 2.4 provide oversight of the risk management function and to ensure the effective operation of risk management policies and systems and documented procedures and other internal controls; and
- 2.5 challenge the executive in the identification and exploration of strategic risks and opportunities and make recommendations to the Board on their mitigation and deployment.

3. Membership

- 3.1 The Committee will be appointed by the Board and will comprise of at least three Non-Executive Directors, and such Executive as the Board see fit. The Board will nominate one of the non-executive members of the Committee as Committee Chair;
- 3.2 The BRC will invite additional attendees from executive management;
- 3.3 Any member should have the skills and experience necessary for them to make a useful contribution to the work of the Committee;
- 3.4 The Company Secretary will act as Secretary to the Committee.

4. Meetings

- 4.1 Meetings will normally be held a minimum of four times a year. In case of need, the Committee Chair may call a special meeting of the Committee. Attendance may be in person, by teleconference call, or other form of electronic communication;
- 4.2 If the Committee Chair is unable to attend, then other members of the Committee may appoint another non-executive member of the Committee as Chair;
- 4.3 The agenda will be prepared by the Company Secretary and agreed with the Committee Chair with reference to the Chief Risk Officer and the Chief Actuary. The agenda will be circulated to all members and invited attendees at least ten days before the next meeting and support papers at least five;
- 4.4 Minutes of the meetings will be taken by the Company Secretary or such other person as the Committee Chair nominates, and will then be circulated to Committee members prior to the next meeting, and a Committee Chair report presented to the Board at the next Board meeting;
- 4.5 Two Non-Executive Directors are required to constitute a quorum. No business will be conducted in the absence of a quorum. A meeting will terminate as soon as it becomes inquorate;

5. Responsibilities

The Board Risk Committee is a body that will:

- 5.1 Ensure the establishment, development and maintenance of an effective and well-integrated risk management system that covers at least:
 - Underwriting and reserving
 - Asset-liability management
 - Investment
 - Liquidity and concentration risk
 - Operational risk, including Cyber risk, and Technology and Data.
 - Operational Resilience
 - Reinsurance and other risk-mitigation techniques
 - Climate Change
- 5.2 Advise the Board and make recommendations on the Society's overall risk appetite, tolerance and strategy, taking account of the current and prospective financial and macroeconomic environment;
- 5.3 Review the Society's risk profile and capital against its risk appetite and strategy and review the drivers of change in the risk profile and their implications;
- 5.4 Advise the Board on the implications of proposed strategic changes or strategic transactions, ensuring full Board understanding of any impact on the Society's risk profile;

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- 5.5 Consider the method and assumptions used to prepare the Society's Solvency Capital Requirement and make recommendations to the Board;
 - 5.6 Direct the Own Risk and Solvency Assessment (ORSA) and Capital Management Strategy, ensuring not less than annually the completion of a regular Own Risk and Solvency Assessment and the regulatory reporting requirements of all risk related matters;
 - 5.7 Review the scenarios and stress tests that the Society uses to assess the adequacy of its capital and liquidity, and the reverse stress testing that should be carried by the Society, and to consider any management actions required as a result of these outcomes;
 - 5.8 Ensure that the Society's investment funds are managed within risk appetite set by the BRC, reviewing the risk profile within those funds and recommending changes to asset allocation ranges for consideration by the Board where required, while also ensuring the continued application of the "prudent person principle";
 - 5.9 Ensure that systems and processes are in place to enable existing and emerging risks to be identified, measured, mitigated, monitored and reported, and review the management actions required in response to changes in the risk profile and emerging or potential risks;
 - 5.10 Oversee the preparation and approval of the Solvent Exit Analysis (SEA) report for the Board ensuring that SEA Report is reviewed not less than three yearly, or following a material change in the business.
 - 5.11 Monitor the Key Risk Indicators (KRIs) and triggers identified in the SEA report and escalate to the Board in a timely and appropriate manner as required.
 - 5.12 Assist the Board to foster a culture within the Society that encourages good stewardship of risk and demonstrates the benefits of a risk-based approach to internal control and management of the Society;
 - 5.13 Review and recommend for Board approval the statements to be included in the Annual Report and Accounts and any other statutory or regulatory documents concerning risk management; and
 - 5.14 Have an over-riding responsibility to ensure that through its work the best interests of the Society's members and customers are always considered and protected.
 - 5.15 To ensure that the best interests of the Society's members and all stakeholders are considered in line with the Society's Consumer Duty policy (including those who are vulnerable or potentially vulnerable) as appropriate to the remit of the work undertaken by the Committee.

6. Relationship with other Committees

- 6.1 Oversee operational risk management and the findings of management's Operational Risk Committee through review of minutes and regular reports of its work;

- 6.2 Review the minutes and regular reports of the Tech and Data, and LRCG Management Committees.
- 6.3 Review and monitor on an ongoing basis the performance of Executive Management as regards the assessment and management of risk, liaising with the Remuneration and Engagement Committee as to the impact of any remuneration structures on risk management, and as to any level of any bonus award relating to risk as a Key Performance Indicator;
- 6.4 Make recommendations to the Audit and Compliance Committee on the priorities for the Society's Internal Audit plan;
- 6.5 Receive reports from the Chair of Audit and Compliance Committee and Chair of Fair Members Benefit Committee to ensure that any issues affecting the agenda of the BRC are identified and addressed.

7. Escalation and Reporting Structure

- 7.1 The BRC will report directly to the Board. Matters that are deemed to be outside the responsibilities of BRC will be submitted to the Board for consideration and/or guidance.

8. Authority

- 8.1 The BRC may inspect any records of the Society and seek information from any of its Employees.
- 8.2 The BRC may seek external legal and professional advice if this is required for it to fulfil its duties and responsibilities.

9. Self Appraisal

- 9.1 On an annual basis the BRC should formally appraise its performance against its role and objectives and minute the extent to which it has met its requirements, together with an action plan should any shortcomings be identified.