

Terms of Reference

Fair Members Benefit Committee

Adopted by the Board on the 30th June 2026

1. Introduction

The Fair Members Benefit Committee (“FMBC”) 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 and the Financial Services Act 2012. The FMBC will always seek to deliver its responsibilities within the Policy framework set by the Board and the applicable parts of the Prudential Regulation Authority and Financial Conduct Authority rulebooks including COBS20.

2. Purpose

The FMBC is a body that will:

- 2.1 support the Board in discharging its corporate governance responsibilities in relation to compliance with the Principles and Practices of Financial Management (PPFM) including any long-term issues that may affect policyholders as the FMBC feels it needs to consider;
- 2.2 without taking responsibility or accountability from the Board, independently assess the fair treatment of all members, including how any competing or conflicting rights and interests of different types of policyholders have been addressed and to advise the Board accordingly;
- 2.3 review how the voice of the member is captured across the Society and used to help in the development of the Society’s strategy and business plans;
- 2.4 assess and report on any significant decisions, transactions and issues that affect all members’ interests to ensure their fair treatment;
- 2.5 oversee the Member Voice Committee and to provide a report on any relevant findings to both the Board Risk Committee, to help it discharge its regulatory risk duties, and to the Board itself.

3. Membership

- 3.1 The FMBC will be appointed by the Board and will comprise of at least three members, two of which will be non-executive directors of the Society;
- 3.2 The Chair of FMBC shall be a non-executive director of the Society with relevant experience of with-profits business;
- 3.3 The Society’s With-Profits Actuary, or deputy, will attend all meetings;

- 3.4 Members of the FMBC should have the appropriate skills, knowledge and experience necessary for them to make a useful contribution to the work of the Committee;
- 3.5 The Company Secretary acts 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 The agenda will be prepared by the Company Secretary and agreed with the Chair of FMBC. The agenda will be circulated to all members and invited attendees at least ten days before the next meeting and supporting papers at least five;
- 4.3 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 will be presented to the Board at the next Board meeting;
- 4.4 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;
- 4.5 If the Chair is unable to attend, then members of the Committee may appoint another non-executive member of the Committee to act as Chair;
- 4.6 The FMBC may invite members of management and others to attend meetings as required;
- 4.7 Membership of the Committee will be reviewed periodically.

5. Responsibilities

- 5.1 To assess, report and provide clear advice on matters outlined in COBS 20.5.3R, namely: -
 - a. the way in which the with profits fund is managed and whether this is properly reflected in the PPFM;
 - b. whether the Society is complying with the Principles and Practices set out in the PPFM;
 - c. any other issues with which the Board or FMBC considers with-profit policyholders might reasonably expect the FMBC to be involved.
- 5.2 Decisions, transactions and issues which may be considered by the FMBC include:

General Society Management and Development
 - a. New partnerships, product launches by the Society's strategic partners and strategic business investments;
 - b. The Society's profitability;

- c. The Society's investment strategy and the performance of the Society's investment managers in implementing the strategy;
- d. The impact of management actions planned or implemented, including the Capital Management and Restoration Plan;
- e. The drafting, review, updating of, and compliance with, any run off plans, court schemes and similar matters.

All Products

- a. Product terms and conditions;
- b. Product profitability;
- c. Maturity and surrender values;
- d. The sales process as it affects policyholders.

With Profits

- a. The identification of surplus and excess surplus, the merits of its distribution or retention and the proposed distribution policy;
- b. Bonus rate declarations and smoothing policy;
- c. The Society's annual report to with-profits policyholders;
- d. Market value reductions;
- e. Content of the PPFM;
- f. Any significant changes to the risk or investment profile of the with-profits fund. This includes the management of material illiquid investments and the Society's obligations in relation to strategic investments;
- g. Any impact on with-profits surplus identified in the ORSA as a result of the proposed sales strategy and sales process;
- h. The costs incurred in operating the with-profits fund.

Communication

- a. Any communication to policyholders.

- 5.3 To receive reports on the activity undertaken to capture the voice of the member from both external sources and internal sources;
 - 5.4 To have oversight of Introducer Appointed Representatives (IARs), approve the annual Appointed Representatives (AR) self-assessment and review reports from the Member Voice Committee on 3rd party partnerships and distributors.
 - 5.5 To review the performance of the Society's vulnerable members' strategy;
 - 5.6 To review the Society's summary complaints reports to identify any systemic issues or material breaches of compliance and ensure that policyholders continue to be treated fairly;
 - 5.7 To ensure that through its work and oversight of the Member Voice Committee 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).
 - 5.8 To assess the performance of the Society's With-Profits Actuary at least annually and report its view to the Board;
 - 5.9 To review its terms of reference annually.
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6. Relationship with other Committees and the With Profits Actuary

- 6.1 The FMBC will delegate the Member Voice Committee to:-
- a. ensure that the best interests of the Society's members are always considered and protected;
 - b. monitor and review the Society's performance on the delivery of the four Consumer Duty Outcomes;
- 6.2 A Member Voice Committee summary report will be tabled at the FMBC.
- 6.3 The FMBC will work closely with the Society's With-Profits Actuary, and obtain their opinion and input as appropriate;

7. Escalation and Reporting Structure

- 7.1 The FMBC will report directly to the Board;
- 7.2 The FMBC will report at least once a year to the Board on how any competing or conflicting rights and interests of policyholders have been addressed and whether all policyholders have been treated fairly;
- 7.3 The FMBC will set out the results of its compliance review in a report to the Board in sufficient detail for the Board to be able to judge whether the Society has met its obligations under FCA rules in COBS 20. If the FMBC wishes to make a statement or report to with-profits policyholders in addition to that made by the Society this will be facilitated by the Society;
- 7.4 Matters that are deemed to be outside the responsibilities of the FMBC will be submitted to the Board for consideration and/or guidance.

8. Authority

- 8.1 The FMBC can review and approve the Terms of Reference of the MVC.
- 8.1 The FMBC may seek external legal and professional advice if this is required for it to fulfil its duties and responsibilities;
- 8.2 For the avoidance of doubt, the role of the FMBC is not limited to commenting on actuarial issues or PPFM compliance but extends to all aspects of the management of the with-profits fund and the fair treatment of all policyholders.

9. Self Appraisal

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