

Board of the Pension Protection Fund

Terms of Reference

Non-Executive Committee

Membership

The Non-Executive Committee (the Committee) will comprise all of the Non-Executive Members of the Board of the Pension Protection Fund. The Chairman of the Board will chair the Non-Executive Committee.

The Non-Executive Committee is established by the Board.

In order for the Committee to be quorate, there must be at least 4 members present.

Sub-Committees

The Committee may establish sub-committees in accordance with Section 112(7) and Schedule 5 of the Act.

Secretary

The Board Secretary, will provide secretarial support to the Committee.

Meetings

The Committee will meet at least once each year. The Chair of the Committee may convene additional meetings, as deemed necessary.

Only Members of the Committee have the right to attend Committee meetings. The Committee may ask the Chief Executive, any other officials of the organisation, and external advisers to attend for all or part of the meeting as and when appropriate.

Reporting

The Committee will report formally to the Board after each meeting.

A formal annual report of the Committee's work and every sub-committee's work (including an assessment of its effectiveness) will be provided to the Board at the end of each year to form part of the Board's Annual Report to the Secretary of State.

Responsibilities

The Non-Executive Committee's functions are contained in section 112(4) of the Pensions Act 2004 and include the duty:

- to keep under review the question whether the Board's internal financial controls secure the proper conduct of its financial affairs
- to determine, subject to the approval of the Secretary of State, the terms and conditions as to remuneration of the Chief Executive
- to determine, subject to the approval of the Secretary of State, the remuneration of any member of staff who is also to be an Executive Member of the Board.

In addition, the Non-Executive Committee will discuss other matters referred to it from time to time by the Chairman or the Senior Independent Director, including:

- Corporate governance
- Strategic risk
- Management succession.

The Non-Executive Committee may authorise any of its sub-committees to discharge on its behalf any of its functions.

Version	Recommended by	Approved by	Effective from
V1	Non-Executive Committee	Board of the PPF	2005
V2	Non-Executive Committee	Board of the PPF	September 2009