

TERMS OF REFERENCE: The ZEDRA Governance Advisory Arrangement (“GAA”)

1. Duties and Responsibilities

- a) The GAA shall act solely in the interests of Relevant Policyholders in assessing and raising concerns about the value for money in the Relevant Schemes of the appointing Firm.
- b) The GAA will be independent of the Firm.
- c) The GAA chair will be independent of the Firm.

2. Value for money

The GAA will assess the ongoing value for money for Relevant Policyholders delivered by a Relevant Scheme, particularly, though not exclusively, through assessing the three factors in a) to c) below, taking into account the specific points in d) to g):

- a) the level of charges and costs in particular:
 - i. administration charges and any transactions costs borne by Relevant Policyholders; and
 - ii. any other charges borne by Relevant Policyholders and any other costs incurred as a result of managing and investing, and activities in connection with the managing and investing of, the pension savings of Relevant Policyholders.
- b) investment performance; and
- c) the quality of services including whether
 - i. the communications are fit for purpose and properly take into account the characteristics, needs and objectives of the Relevant Policyholders; and
 - ii. core financial transactions are processed promptly and accurately, such as processing contributions, transfers or death benefits;
- d) as part of the ongoing value for money assessment, the GAA will need to consider whether to assess the Relevant Scheme by reference to employer pension arrangements on an individual basis or on an aggregated basis using cohorts of sufficiently similar employer pension arrangements, or a combination of both, to enable the GAA to produce a value for money assessment that is the most useful for members of the Relevant Scheme, but which is also appropriate and proportionate in the circumstances;

- e) as part of the ongoing value for money assessment the GAA will need to:-
 - i. consider whether individual employer pension arrangements or cohorts of employer pension arrangements, or a combination of both, would be most appropriate to be part of its scheme comparators taking into account the proportionality and usefulness of each;
 - ii. where the GAA selects cohorts of employer pension arrangements as part of its scheme comparators, the GAA will select sufficiently similar employer pension arrangements that enable the GAA to produce an assessment that is the most useful for the members of the Relevant Scheme;
 - iii. select a small number of reasonably comparable scheme comparators (including those which could potentially offer better value for money in respect of factors 2a)i), b) and c) above;
 - iv. use reasonable endeavours to obtain and compare the relevant data that it needs to carry out useful assessments in respect of the factors in 2a)i), b) and c) in a manner which is proportionate to the likely member benefits that will result from the GAA assessing the data;
 - v. assess the Relevant Scheme by reference to the scheme comparators based on factors 2a) i), b) and c) (to the extent there is publicly, or readily, available information about the scheme comparators in respect of those factors); and
 - vi. consider whether any of the scheme comparators offer better value for money for Relevant Policyholders based on factors 2a)i), b) or c) (to the extent that there is publicly, or readily, available information about the scheme comparators in respect of those factors);
- f) as part of the assessment of quality of services in 2.c), the GAA will need to assess whether the default investment strategies within those schemes:
 - i. are designed and executed in the interests of Relevant Policyholders; and
 - ii. have clear statements of aims and objectives;
- g) as part of the assessment of the quality of services in 2.c), the GAA will need to assess whether the characteristics and net performance of investment strategies are regularly reviewed by the Firm to ensure alignment with the interests of Relevant Policyholders and that the Firm takes action to make any necessary changes.

- h) The GAA should assess whether all the investment choices available to Relevant Policyholders, including default options, are regularly reviewed to ensure alignment with the interests of Relevant Policyholders.

The GAA will retain copies of any evidence used in their assessment of ongoing value for money for a minimum of six years.

3. Independent consideration of policies

- a) Where a Firm has an investment strategy or makes investment decisions which could have a material impact on the Relevant Policyholders' investment returns, the GAA will consider and report on:
 - i. the adequacy and quality of the Firm's policy (if any) in relation to Environmental, Social and Governance (ESG) financial considerations;
 - ii. the adequacy and quality of the Firms' policy (if any) in relation to non-financial matters;
 - iii. how the considerations or matters in i. and ii are taken into account in the Firm's investment strategy or investment decision making; and
 - iv. the adequacy and quality of the Firm's policy (if any) in relation to stewardship.
- b) Where the Firm does not have a policy in relation to ESG financial considerations, non-financial matters or stewardship, the GAA will in each case consider and report on the Firm's reasons for not having a policy.
- c) Where the Firm has not already adequately taken into account, in its investment strategy or investment decision making, other financial considerations that pose a particular and significant risk of financial harm to the Relevant Policyholders, the GAA will also:
 - i. consider and report on the adequacy and quality of the Firm's policy (if any) in relation to those other financial considerations, and whether and how those considerations are taken into account in the Firm's investment strategy or investment decision; or
 - ii. consider and report on the Firm's reasons for not having a policy in relation to those considerations.
- d) The GAA will consider and report on the extent to which the Firm has implemented its stated policies in relation to the considerations and matters referred to above.
- e) When the GAA is considering the adequacy and quality of a Firm's policies regarding ESG financial considerations, non-financial matters, stewardship or other financial considerations, the GAA should form a view as to whether:

- i. the policy sufficiently characterises the relevant risks or opportunities;
 - ii. the GAA considers that a policy seeks to appropriately mitigate those risks or take advantage of those opportunities;
 - iii. a Firm's processes have been designed to properly take into account those risks or opportunities;
 - iv. the policy is appropriate in the context of the expected duration of the investment; and
 - v. the policy is appropriate in the context of the main characteristics of the actual or expected Relevant Policyholders.
- f) When the GAA is considering whether a Firm has adequately taken other financial considerations into account for the purposes of 3. c) above it should also take into account the factors in 3. e) above whether or not contained in a policy.

4. Information on costs and charges

- a) The GAA will ensure the publication by 30 September each year, in respect of the previous calendar year, of the required administration charges and transaction costs information. This information must be available for free on a publicly accessible website and must include the costs and charges for each default arrangement and each alternative fund that a member is able to select. It must also include an illustration of the compounding effect of the administration charges and transaction costs, based on prescribed assumptions, for a representative range of funds options that a member is able to select.
- b) The GAA will ensure that all members of a Relevant Scheme are provided with an annual communication setting out a brief description of the most recent transaction costs and administration charges information that has been published, together with an explanation of how that information is relevant to the Relevant Scheme member and how a Relevant Scheme member can access this information, with a link to the website.
- c) The GAA will make available the annual communication referred to in b), on request, to:
 - i. Relevant Scheme members' spouses or civil partners; and
 - ii. persons within the application of the Relevant Scheme and qualifying or prospectively qualifying for benefits under the Relevant Scheme;

- d) The GAA will ensure the information in the annual communication is set out in a manner that pays due regard to the purposes for which Relevant Policyholders might reasonably use the information.

5. Raising and escalation of concerns

- a) In relation to the GAA's remit of review, the GAA will raise with the Firm's governing body any concerns it may have:
 - i. in relation to any of the matters it has assessed or considered;
 - ii. where the GAA is unable to obtain or has difficulties obtaining from the Firm the information it requires;
 - iii. about the information or resources that the Firm provides, or arrangements that the Firm puts in place to ensure that the views of Relevant Policyholders are directly represented to the GAA; and
 - iv. where any of the scheme comparators offer better value for money for the Relevant Policyholders than the Relevant Scheme based on the factors set out in 2a)i),b) and c), together with an explanation and relevant evidence.
- b) The GAA will escalate concerns as appropriate, where the Firm has not, in the GAA's opinion, addressed those concerns satisfactorily or at all. Where appropriate, the GAA Chair will escalate concerns to the FCA and the GAA may alert Relevant Policyholders, employers and make its concerns public.
- c) If the GAA is not satisfied with the response of the Firm's governing body to the concerns it has raised in a) iv. and the GAA considers that informing the relevant employer or employers could be of material utility to the employers or the members regarding the GAA's concern about value for money, the GAA will inform the relevant employer or employers directly. Circumstances where the GAA may consider that informing the employer would be unlikely to be of material utility is where there are solely deferred members in any affected employer pension arrangement and the employer does not have the ability to effect a transfer of the deferred benefits from the employer pension arrangement to a new arrangement.

6. Duties of the Firm in relation to the GAA

- a) The Firm must:
 - i. take reasonable steps to ensure that the GAA acts and continues to act in accordance with its terms of reference;

- ii. take reasonable steps to provide the GAA with all information reasonably requested by the GAA for the purposes of carrying out its role;
 - iii. provide the GAA with sufficient resources as are reasonably necessary to allow it to carry out its role independently;
 - iv. have arrangements to ensure that the views of the Relevant Policyholders can be directly represented to the GAA;
 - v. take reasonable steps to address any concerns raised by the GAA under its terms of reference;
 - vi. provide written reasons to the GAA as to why it has decided to depart in any material way from any advice or recommendations made by the GAA to address any concerns it has raised;
 - vii. take all necessary steps to facilitate the escalation of concerns by the GAA;
 - viii. make available the GAA's terms of reference and the three most recent annual reports, in a way appearing to the Firm to be best calculated to bring them to the attention of Relevant Policyholders and their employers; and
 - ix. provide to the GAA, for each Relevant Scheme, administration charges and transaction cost information, setting out the costs and charges for each default arrangement and each alternative fund option the member is able to select.
- b) The Firm should:
- i. consider allocating responsibility for the management of the relationship between the Firm and its GAA to a person at the Firm holding an FCA Significant-Influence or Designated Senior Management Function;
 - ii. fund independent advice for the GAA if this is necessary and proportionate;
 - iii. not unreasonably withhold from the GAA information that would enable the GAA to carry out its duties in the GAA's remit of review;
 - iv. provide the GAA with sufficient support and resources so that the GAA is properly able to carry out its duties in the GAA's remit of review;
 - v. have arrangements for sharing confidential and commercially sensitive information with the GAA;
 - vi. use best endeavours to obtain, and should provide the GAA with, information on the costs incurred as a result of managing and investing, and activities in connection with the managing and investing of, the assets of a Relevant Scheme, including transaction

- costs. Information about costs and charges more broadly should also be provided, so that the GAA can properly assess the value for money of a Relevant Scheme;
- vii. provide additional resources and support to the GAA where the Firm asks the GAA to take on responsibilities in addition to those listed above, such that its ability to act within its terms of reference is not compromised; and
 - viii. make available the GAA's terms of reference and the three most recent annual reports, in a way appearing to the Firm to be best calculated to bring them to Relevant Policyholders' and their employers' attention, by placing them in an appropriately prominent and relevant position on its website, and by providing them on request to Relevant Policyholders and their employers.
- c) The Firm must take reasonable steps to ensure that the GAA has sufficient collective expertise and experience to be able to make judgements on the matters in the GAA's remit of review.
 - d) The Firm should review the continued appropriateness of the GAA over an IGC, having regard to the complexity and nature of the size of the take-up, or expected size of the take-up, complexity and nature of the Relevant Schemes.

7. Conflicts of Interest

- a) The GAA is expected to act in the interests of Relevant Policyholders both individually and collectively. Where there is the potential for conflict between individual and collective interests, the GAA should manage this conflict effectively. The GAA is not expected to deal directly with complaints from individual policyholders.
- b) The primary focus of the GAA should be the interests of Relevant Policyholders. If a Firm asks the GAA also to consider the interests of other members or clients, the Firm should provide additional resources and support to the GAA such that the GAA's ability to act in the interests of Relevant Policyholders are not compromised.

8. Membership of the GAA

- a) Members of the GAA shall be appointed and removed by the board of ZGL entirely at its discretion.
- b) The board of ZGL will appoint the Chair of the GAA.
- c) One member of the GAA will always be independent of ZGL and the Firm.

- d) The board of ZGL will take reasonable steps to ensure that the GAA has sufficient collective expertise and experience to be able to make judgements on the value for money of Relevant Schemes.

9. Quorum

- a) The quorum necessary for meetings shall be three members, the majority of which must be independent of the Firm.
- b) The quorum necessary for the GAA to make decisions to discharge its duties shall be three members.
- c) All decisions relating to the discharge of its duties shall be made by the GAA, whether at meetings or by other instrument, will be made by majority.

10. Meetings

- a) The GAA shall meet as necessary, normally three times a year, on dates to be determined in advance. Additional meetings may be convened if necessary, with 14 days' notice.
- b) Only GAA members shall have the right to attend meetings.
- c) Non-members are able to attend meetings by invitation only.
- d) In absence of the Chair, the GAA has the power to appoint a meeting chair.
- e) The GAA will appoint a secretary.
- f) The secretary shall minute the proceedings and resolutions of all meetings of the GAA.
- g) Minutes of each GAA meeting shall be circulated as soon as practicable to all members of the GAA. They shall be approved (with updates on previously agreed actions provided) within four weeks of the meeting and relevant extracts sent to the Firm.
- h) Meetings of the GAA shall be summoned by the secretary at the request of any of its members, in each case with the agreement of the Chair.
- i) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the GAA and any other person required to attend.
- j) Meetings of the GAA may take place in person or by telephone or video conference.

11. Annual Report

- a) The Chair of the GAA will be responsible for the production of an annual report for each Firm by 30 September each year, in respect of the previous calendar year, which will set out the following, in sufficient detail, taking into account the information needs of consumers:
- i. the GAA's opinion on the value for money delivered by the Relevant Schemes, particularly against the matters listed in Section 2 of these terms of reference, and a statement setting out the GAA's overall assessment of whether the Relevant Scheme provides value for money;
 - ii. the GAA's opinion on the adequacy and quality of the Firm's policies, or reasons for not having policies in relation to the considerations and matters listed under Section 3 of these terms of reference;
 - iii. the extent to which the Firm has implemented its stated policies in relation to the considerations and matters in Section 3 of these terms of reference;
 - iv. an explanation of how the GAA carried out their assessment of ongoing value for money. This must include demonstrating how the factors set out in 2a) to c) have been fully and properly considered;
 - v. the reasons for the GAA's overall assessment of whether the Relevant Scheme provides value for money;
 - vi. the reasons, where the GAA assessed the Relevant Scheme using cohorts of employer pension arrangements for the purposes of its general assessment in 2d) or used cohorts as part of the scheme comparators in 2e), why the GAA considers it is appropriate and proportionate to use cohorts and the GAA's reasons for using the characteristics that is used to select the cohorts;
 - vii. the reasons why the GAA considers that the scheme comparators it selected for the purposes of its assessment under 2e) provided a reasonable comparison against the Relevant Scheme;
 - viii. how the GAA has considered the Relevant Policyholders' interests;
 - ix. any concerns raised by the GAA with the Firm's governing body and the response received to those concerns;
 - x. how the GAA has sufficient expertise, experience and independence to act in Relevant Policyholders' interests;
 - xi. the arrangements put in place by the Firm, to ensure that the views of Relevant Policyholders are directly represented to the GAA;

- xii. administration charges and transaction costs information, including the costs and charges for each default arrangement, an explanation how a Relevant Scheme member can access costs and charges information for each default arrangement and each alternative fund option that a member is able to select, including providing a link to the website, and must be published alongside any information in the GAA's annual report relating to the Relevant Scheme's default investment strategy and value for members; and
 - xiii. where the GAA is unable to obtain from the Firm, and ultimately from any other person providing relevant services, the information it requires to assess or to consider and report on matters in the GAA's remit of review, why it has been unable to obtain the information and how it will take steps to be granted access to that information in the future.
- b) The annual report detailed in Clause 11a) shall be sent to the Firm for review and comment before it is finalised. However, the GAA shall not be obliged to follow these comments.

12. Power to Appoint

The GAA shall have the power to appoint its own advisers, as it deems appropriate in relation to the execution of its functions.

13. Policies

The GAA shall develop policies on:

- a) assessing value for money;
- b) raising and escalating concerns to the Firm, the FCA and beyond; and
- c) managing conflicts of interest.

14. Review of Performance

- a) The GAA members will regularly review their performance and their Terms of Reference.
- b) The GAA shall produce a business plan and report on its progress to the Firm on a regular basis.

15. Amendment

The GAA may decide to amend its Terms of Reference at any time provided:

- a) such change shall not at any time render the Terms of Reference inconsistent with FCA rules relating to GAAs; and
- b) three months' notice is given to the Firm unless it is urgent or there has been or will otherwise be a breach of law or regulation.

16. Definitions

In this document, the following terms have the following meanings:

“ESG Financial Considerations”	means environmental, social and governance factors (including climate change) that are material to the sustainability of an <u>investment</u> .
“FCA”	means the Financial Conduct Authority.
“Firm(s)”	means a/the Relevant Scheme provider(s) who has/have joined the ZGL GAA.
“Non-financial matters”	means factors which may influence a firm’s investment strategy or decision, based on the views (including ethical concerns regarding environmental, social and governance issues) of the firm’s clients or relevant policyholders.
“Other financial matters”	means factors (other than ESG financial considerations) that are material to the financial performance of an investment or investment strategy.
“ZGL”	means ZEDRA Governance Ltd

“Relevant Policyholder”

means a member of a Relevant Scheme who is or has been a worker entitled to have contributions paid by or on behalf of his employer in respect of that Relevant Scheme

“Relevant Scheme”

means a personal pension scheme or stakeholder pension scheme for which direct payment arrangements are, or have been, in place, and under which contributions have been paid for two or more employees of the same employer.