

## **The Original Holloway Friendly Society Limited** **Non-Executive Director Appointment Letter**

On [*date*], upon the recommendation of the Nomination Committee, the board of The Original Holloway Friendly Society Limited ('the Society') has appointed you as non-executive director. I am writing to set out the terms of your appointment. It is agreed that this is a contract for services and is not a contract of employment.

### **Appointment**

Your appointment will be for an initial term of *four* years commencing on [date], unless otherwise terminated earlier by and at the discretion of either party upon [*one month's*] written notice. This appointment is subject to approval by the Financial Services Authority as an approved person. Continuation of your contract of appointment is contingent on satisfactory performance and re-election at forthcoming AGMs.

### **Time commitment**

Overall we anticipate a time commitment, after the induction phase of **11** days per annum for attendance at meetings of the Board of Management and the AGM. Additionally you may be required to allow between **x** and **x** days per annum for attendance at meetings of sub committees and other ad-hoc meetings and seminars. In addition, you will be expected to devote appropriate preparation time ahead of each meeting.

By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role. The agreement of the chairman should be sought before accepting additional commitments that might affect the time you are able to devote to your role as a non-executive director of the Society.

### **Role**

Non-executive directors have the same general legal responsibilities to the Society as any other director. The board as a whole is collectively responsible for promoting the success of the Society by directing and supervising the Society's affairs.

The board:

- provides entrepreneurial leadership of the Society within a framework of prudent and effective controls which enable risk to be assessed and managed;
- sets the Society's strategic aims, ensures that the necessary financial and human resources are in place for the Society to meet its objectives, and reviews management performance; and
- sets the Society's values and standards and ensures that its obligations to its members and others are understood and met.

In addition to these requirements of all directors, the role of the non-executive has the following key elements:

- **Strategy:** Non-executive directors should constructively challenge and contribute to the development of strategy;
- **Performance:** Non-executive directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- **Risk:** Non-executive directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible; and
- **People:** Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing, and where necessary removing, senior management and in succession planning.

### **Fees**

You will be paid a fixed fee of £[amount] gross per annum and a fee of £[amount] gross per meeting which will be paid annually in arrears. Board fees are subject to an annual review by the board. The Society will reimburse you for all reasonable and properly documented expenses you incur in performing the duties of your office.

### **Outside interests**

It is accepted and acknowledged that you have business interests other than those of the Society and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to the chairman and Society secretary as soon as apparent.

The Board of Management have determined you to be independent according to the provision of the Combined Code.

### **Confidentiality**

All information acquired during your appointment is confidential to the Society and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from the Chairman.

### **Induction**

Immediately after appointment, the Society will provide a comprehensive, formal and tailored induction. This will include the information pack. We will also arrange for site visits and meetings with senior and middle management and the Society's auditors.

### **Review process**

The performance of individual directors and the whole board and its committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the chairman as soon as is appropriate.

**Insurance**

The Society has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment. The current indemnity limit is £2,000,000; a copy of the policy document is available from the Secretary.

**Independent professional advice**

Occasions may arise when you consider that you need professional advice in the furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisors at the Society's expense. A copy of the board's agreed procedure under which directors may obtain such independent advice is attached. The Society will reimburse the full cost of expenditure incurred in accordance with the attached policy.

**Committees**

This letter refers to your appointment as a non-executive director of the Society. In the event that you are also asked to serve on one or more of the board committees this will be covered in a separate communication setting out the committee(s)'s terms of reference, any specific responsibilities and any additional fees that may be involved.

Yours sincerely

Martin Collins  
Secretary

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