



1. Objectives

The Board's objective is to define and monitor the strategic direction of the overall business, having regard to:

- 1.1 financial performance
- 1.2 corporate governance
- 1.3 brand/image/reputation
- 1.4 commercial integrity
- 1.5 material risk control

2. Membership

2.1 The Board shall consist of up to:

(a) two executive directors, comprising:

- The Chief Executive Officer (CEO)
- The Chief Financial Officer (CFD)

(b) such number of non-executive directors as the Board considers necessary from time to time having regard to the UK Corporate Governance Code and the requirements of the Company, its investors and other stakeholders. The Board shall elect one of its members to be the Chairman.

2.2 The Board members shall be appointed by the Board on recommendation of the Nominations Committee, which will be responsible for reviewing membership and attendance annually.

2.3 The Board may from time to time invite non-board members to attend meetings as appropriate. However, such invitees shall have no right of attendance.

3. Secretary

The Company Secretary or his nominee shall act as secretary to the Board.

4. Quorum

The quorum shall be two members. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the powers and discretions vested in or exercisable by the Board.



5. Meetings

5.1 Meetings shall be held as the Board deems appropriate from time to time. Without prejudice to the previous sentence, in any consecutive twelve month period the following board meetings shall be convened:

- at least 6 fixed meetings
- 1 high level strategic review meeting

5.2 All meetings will be convened by the Company Secretary. Any additional optional meetings shall be convened by the Company Secretary at the request of the Chairman.

5.2 Unless otherwise agreed by the Chairman, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and copies of all papers relevant to the meeting shall be forwarded to each Board member, and any other person invited to attend, no fewer than five business days before the date of the meeting.

6. Minutes of Meetings

6.1 The Company Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.

6.2 Minutes of the Board meetings shall be circulated to all Board members of the Company, once agreed by the Chairman of the Board.

7. Duties & Responsibilities

7.1 The Board shall, as its overarching responsibility, ensure that it meets its objective as set out in paragraph 1.

7.2 In discharging its overarching responsibility, the Board shall have regard to the General Duties of Directors set out in Chapter 2 of part 10 of the Companies Act 2006 (see Appendix 1) and to the detailed matters reserved to it, as set out in The Schedule.

7.3 A director may take independent professional advice at the expense of the Company if he believes it is necessary to carry out his responsibilities as a director of the Company providing that the scope and cost of such advice is agreed in writing by the Chairman (or in his/ her absence, a nominated alternate) (see Appendix 2).



The Schedule

Matters Reserved for Decision by the Board

1. Strategy and management	Delegated to Committee
1.1 Responsibility for the overall leadership of the Company and setting the Company's values and standards.	
1.2 Approval of the Group's strategic aims and objectives.	
1.3 Approvals of the Group's annual operating and capital expenditure budgets, including each Region's budget and any material changes to them.	
1.4 Oversight of the Group's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management • sound planning • maintenance of sound management and internal control systems • adequate accounting and other records • compliance with statutory and regulatory obligations. 	
1.5 Review of performance in the light of the Group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.	
1.6 Extension of the Group's activities into new business or geographic areas and any material change in the business carried on by the Company.	Investment
1.7 Any decision to cease to operate all or any material part of the Group's business including the winding up of any insolvent subsidiary.	
2. Structure and capital	
2.1 Changes relating to the Group's capital structure including reduction of capital, share issues (except under employee share plans), share buybacks including the use of treasury shares (if any).	
2.2 Major changes to the Group's corporate structure which are material relative to the size of the Group.	Investment
2.3 Changes to the group's management and control structure.	
2.4 Any changes to the Company's listing or its status as a plc.	
3. Financial reporting and controls	
3.1 * Approval of the half-yearly report, interim management statements and any preliminary announcement of the final results.	Audit then PLC
3.2 * Approval of the annual report and accounts, including the corporate governance statement and directors' remuneration report.	Audit then PLC



Terms of Reference

3.3 * Approval of the dividend policy.	
3.4 * Declaration of the interim dividend and recommendation of the final dividend.	
3.5 * Approval of any significant changes in accounting policies or practices.	Audit then PLC
3.6 Approval of treasury policies including material foreign currency exposure and the use of financial derivatives	
3.7 Approval of material ie >£0.5m unbudgeted capital or operating expenditures.	Investment
4. Internal controls	
<p>Ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> • Recommending risk appetite statements for adoption by the Board • Receiving reports on, and reviewing the effectiveness of, the Group's risk and control processes to support its strategy and objectives • Approving procedures for the detection of fraud and the prevention of bribery; • Undertaking an annual assessment of these processes • Approving an appropriate statement for inclusion in the annual report. 	Audit
5. Contracts	
5.1 Approval of major capital projects.	
5.2 Contracts which are material strategically or by reason of size, entered into by the Company or, in the case of a subsidiary, recommendations for approval in the ordinary course of business and/ or which require approval under CDOP.	Investment
5.3 Contracts of the Company or any subsidiary not in the ordinary course of business including the renewal of or material changes to the Group's bank facilities; and major acquisitions and disposals >£1.0m.	Investment
5.4 Major investments	
6. Communication	
6.1 Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.	
6.2 Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.	
6.3 * Approval of all circulars, prospectuses and listing particulars. Approval of routine documents such as periodic circulars about scrip dividend procedures or exercise of conversion rights can be delegated to an ad hoc committee.	
6.4 * Approval of press releases concerning matters decided by the Board.	



Terms of Reference

7. Board membership and other appointments	
7.1 * Changes to the structure, size and composition of the Board, following recommendations from the nomination committee.	Nomination
7.2 * Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the Company and on the Board.	
7.3 * Appointments to the board, following recommendations by the Nomination Committee.	Nomination
7.1 * Selection of the Chairman of the Board and the Chief Executive.	Nomination
7.5 * Appointment of the senior independent director to provide a sounding board for the chairman and to serve as intermediary for the other directors when necessary.	Nomination
7.6 * Membership and chairmanship of Board committees following recommendations from the Nomination Committee.	Nomination
7.7 * Continuation in office of directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.	Nomination
7.8 * Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.	Nomination
7.9 * Appointment or removal of the company secretary.	
7.10 * Appointment, reappointment or removal of the external auditor to be put to shareholders for approval in general meeting, following the recommendation of the Audit Committee.	Audit then PLC
7.11 Appointments to boards of subsidiaries.	Investment
8. Remuneration	
8.1 * Determining the remuneration policy for the directors and other senior executives.	Remuneration
8.2 Determining the remuneration of the non-executive directors, subject to the articles of association and shareholder approval as appropriate.	
8.3 * The introduction of new share incentive plans or major changes to existing plans, to be put to shareholders for approval.	Remuneration
9. Delegation of authority	
9.1 * The division of responsibilities between the Chairman, the Chief Executive and other executive directors which should be clearly established, set out in writing and agreed by the Board.	
9.2 Approval of the delegated levels of authority, (which must be in writing).	



Terms of Reference

9.3 * Establishing Board committees and approving their terms of reference, and approving material changes thereto.	
9.4 * Receiving reports from Board committees on their activities.	
10. Corporate governance matters	
10.1 * Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.	
10.2 * Determining the independence of non-executive directors in light of their character, judgment and relationships.	
10.3 * Considering the balance of interests between shareholders, employees, customers and the community.	
10.4 Review of the Group's overall corporate governance arrangements.	
10.5 * Receiving reports on the views of the Company's shareholders to ensure that they are communicated to the Board as a whole.	
10.6 Authorising conflicts of interest where permitted by the Company's articles of association.	
11. Policies	
<p>11.1 Approval of Tier 1 policies, including:</p> <ul style="list-style-type: none"> • Group Corporate Responsibility Policy • Group Health and Safety Policy • Group Security Policy • Group Quality Policy • Group Risk and Opportunity Policy • Group Fraud Policy • Group Ethics Policy / Approach to Ethical Business • Group Whistleblowing Charter • Group Fraud Policy; • Share Dealing Code; • Group Diversity Policy • Modern Slavery Statement 	
12. Other	
12.1 The making of political donations.	
12.2 Approval of the appointment of the Group's principal professional advisers.	
12.3 Commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism with an uninsured exposure >£0.5 million or being otherwise material to the interests of the Group.	Investment
12.4 Approval of the overall levels of insurance for the Group including directors' & officers' liability insurance and indemnification of directors.	Investment



Terms of Reference

12.5 Major changes to the rules of the Group's pension schemes or the establishment of any new pension or life assurance scheme.	
12.6 This schedule of matters reserved for Board decisions.	

Note: Items marked * are not considered suitable for delegation to a committee of the Board, for example because of Companies Act requirements or because, under the recommendations of the Code, they are the responsibility of an audit, nomination or remuneration committee, with the final decision required to be taken by the Board as a whole

With acknowledgement to ICSA

Title:	WYG plc Board Terms of Reference		
Author/ Responsibility:	Company Secretary	Date:	September 2016
Version:	2016/1	Ref:	