

**Amey OS Pension Scheme (“the Scheme”)
Amey Pension Scheme Section (“APS Section”)
Terms of Reference for Member Representative Committee**

The APS Section derives from a bulk transfer received from the Amey Pension Scheme, which originally came into force on 1 April 1990. The benefit structures are set out in the Trust Deed and Rules for the Amey Pension Scheme dated 7 May 2013. Responsibility for APS Section governance rests with the Scheme’s Trustee, currently Pitmans Trustees Limited. They are assisted in their duties for the APS Section by the Member Representative Committee (“the Committee”).

The Terms of Reference below summarise the responsibilities for the Committee to provide clarity to the Scheme Trustee and APS Section members in the following areas:

1. Role of the Committee

- a) The Committee shall represent all members of the APS Section
- b) It will act as a channel for information and have input in matters of interest to members

2. Responsibilities:

The Committee’s responsibilities are:

- a) To make themselves known to members from whom they may receive views and communicate these to the Scheme Trustee and Employer
- b) To act in the best interests of all members and potential beneficiaries of the APS Section (including members, dependants and the Employer)
- c) Review, discuss and comment upon matters agreed with the Scheme’s Trustee, such as actuarial valuations or other material events affecting the APS Section
- d) Be aware of the provisions contained in the APS Section’s Trust Deed and Rules
- e) To ensure they have sufficient general pensions knowledge to undertake their role
- f) To preserve confidentiality, Committee members should not discuss or disclose any APS Section matters outside the Committee and must sign a confidentiality agreement upon appointment.

Committee members are not trustees and do not therefore carry legal liability as trustees for their actions. In particular they do not owe any fiduciary duties to APS Section members nor are they subject to the regulatory regime governing trustees. They are, however, expected to act in a similar way to trustees as established by law and the regulatory climate, but without voting or decision making powers, which are instead held solely by the Scheme’s Trustee.

3. Composition and Meetings

3.1. The structure of the Committee is as follows:

- There shall be a maximum of three Committee Members at any one time, with each Committee Member being appointed for an initial term of three years
- APS Section members will be invited to apply for the role of Committee Member; the invitation will include information about the role and the selection criteria. Applicants will be interviewed by the Scheme Trustee prior to the Trustee selecting the applicant(s) best suited for appointment at its sole discretion (feedback will be provided to unsuccessful candidates upon request)
- If there are less than three suitable applicants then a vacancy will apply until such time as a suitable applicant is appointed

- Committee Members will be given access to relevant APS Section documents and may attend and participate in agreed agenda items at meetings with the Trustee, with sufficient notice provided of such meetings
- The Scheme Trustee shall chair all meetings. There are no quoracy requirements should one or more Committee Members be unable to attend a meeting with the Trustee
- A Committee member may resign at any time provided that they give one month's notice (or such shorter period as the Scheme Trustee accepts), or may be removed by the Trustee at any time if in the reasonable opinion of the Trustee a Committee member does not act as expected

3.2 To enable effective participation at meetings with the Trustee, Committee Members should have sufficient knowledge and understanding of the pension related topics to be discussed. Training, support and reasonable expenses agreed with the Scheme Trustee will be provided for the Committee by the APS Section. Committee Members are expected to keep up to date with pension matters, and make best use of online tools such as The Pension Regulator's Trustee Toolkit.

Trustee Indemnity Policy run-off cover will be provided for former APS Member Nominated Trustees, but there will be no similar formal ongoing protection provided to Committee Members in the absence of any legal liability for APS Section governance.

4. Programme of work

The Committee shall review on an annual basis and be given the opportunity to comment on certain APS Section documents including the:

- APS Section Business Plan
- Statement of Funding Principles
- Governance Policy , including Risk Register and annual internal audit plan
- Communications Policy, including Annual Report & Accounts , Summary Funding Statements and member benefit statements
- Individual member cases where appropriate

Other than in relation to the above, or as advised by the Trustee or the Employer from time to time, the Committee is not expected to review/give its input on any other APS Section matters, especially matters that may need specialist advice or input.

The Employer undertakes to discuss with the Committee any material changes to the APS Section prior to implementation.

5. Performance and Review

5.1. The Scheme Trustee and Committee will carry out an annual assessment, including a review of these Terms of Reference, to evaluate its performance and determine any action required to improve effectiveness. The Scheme Trustee shall review these terms of reference from time to time and make any necessary changes.

Subject to Committee Members acting in accordance with these Terms of Reference and the confidentiality agreement, the Employer will indemnify and hold Committee Members harmless from and against any and all liabilities which may be incurred arising out of or in connection with services provided to the APS Section in the management and administration of the APS Section, other than liabilities arising from a breach of the confidentiality agreement, fraud, or wilful neglect and default on the part of the Committee Member.