

THE UK
CORPORATE
GOVERNANCE
CODE

BSA guidance for building
societies

JULY 2018

The UK Corporate Governance Code: BSA Guidance for Building Societies

Introduction

A revised UK Corporate Governance Code was issued by the Financial Reporting Council in July 2018 and applies to **accounting periods beginning on or after 1 January 2019**.

The Code is addressed to companies with a premium listing. However, the PRA expects building societies to 'have regard to' the Code in establishing or reviewing their own corporate governance arrangements. (Paragraph 2.17 of PRA Supervisory Statement 19/15 refers).

This guidance is intended to assist building societies in having 'regard to' the Code. The 2018 Code focuses more intensely than previous versions on Principles, several of which have been redrafted around key governance themes. Premium listed companies are encouraged to comply with the Code and to report how they have applied its Principles. Reporting on the application of the Provisions of the Code, which underpin the Principles, is on a "comply or explain" basis. All reporting should be meaningful and avoid tick-boxing.

This guidance for building societies follows a 'by exception' approach, in that it refers only to those elements of the Code which are not considered to be relevant to building societies; which raise particular issues for building societies considered worthy of discussion: or to highlight significant changes from the previous version of the Code. The guidance is in the form of text boxes, such as this one, inserted within the relevant sections of the Code.

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BSA, October 2018

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INTRODUCTION

The first version of the UK Corporate Governance Code (the Code) was published in 1992 by the Cadbury Committee. It defined corporate governance as ‘the system by which companies are directed and controlled. Boards of directors are responsible for the governance of their companies. The shareholders’ role in governance is to appoint the directors and the auditors and to satisfy themselves that an appropriate governance structure is in place.’ This remains true today, but the environment in which companies, their shareholders and wider stakeholders operate continues to develop rapidly.

Companies do not exist in isolation. Successful and sustainable businesses underpin our economy and society by providing employment and creating prosperity. To succeed in the long-term, directors and the companies they lead need to build and maintain successful relationships with a wide range of stakeholders. These relationships will be successful and enduring if they are based on respect, trust and mutual benefit. Accordingly, a company’s culture should promote integrity and openness, value diversity and be responsive to the views of shareholders and wider stakeholders.

Over the years the Code has been revised and expanded to take account of the increasing demands on the UK’s corporate governance framework. The principle of collective responsibility within a unitary board has been a success and – alongside the stewardship activities of investors – played a vital role in delivering high standards of governance and encouraging long-term investment. Nevertheless, the debate about the nature and extent of the framework has intensified as a result of financial crises and high-profile examples of inadequate governance and misconduct, which have led to poor outcomes for a wide range of stakeholders.

At the heart of this Code is an updated set of Principles that emphasise the value of good corporate governance to long-term sustainable success. By applying the Principles, following the more detailed Provisions and using the associated guidance, companies can demonstrate throughout their reporting how the governance of the company contributes to its longterm sustainable success and achieves wider objectives.

Achieving this depends crucially on the way boards and companies apply the spirit of the Principles. The Code does not set out a rigid set of rules; instead it offers flexibility through the application of Principles and through ‘comply or explain’ Provisions and supporting guidance. It is the responsibility of boards to use this flexibility wisely and of investors and their advisors to assess differing company approaches thoughtfully.

Reporting on the Code

The 2018 Code focuses on the application of the Principles. The Listing Rules require companies to make a statement of how they have applied the Principles, in a manner that would enable shareholders to evaluate how the Principles have been applied.

Although the Listing Rules do not apply to building societies' relations with their members, it is good practice for societies to explain clearly to members how they have applied the Principles.

The ability of investors to evaluate the approach to governance is important. Reporting should cover the application of the Principles in the context of the particular circumstances of the company and how the board has set the company's purpose and strategy, met objectives and achieved outcomes through the decisions it has taken.

It is important to report meaningfully when discussing the application of the Principles and to avoid boilerplate reporting. The focus should be on how these have been applied, articulating what action has been taken and the resulting outcomes. High-quality reporting will include signposting and cross-referencing to those parts of the annual report that describe how the Principles have been applied. This will help investors with their evaluation of company practices.

The effective application of the Principles should be supported by high-quality reporting on the Provisions. These operate on a 'comply or explain' basis and companies should avoid a 'tick-box approach'. An alternative to complying with a Provision may be justified in particular circumstances based on a range of factors, including the size, complexity, history and ownership structure of a company. Explanations should set out the background, provide a clear rationale for the action the company is taking, and explain the impact that the action has had. Where a departure from a Provision is intended to be limited in time, the explanation should indicate when the company expects to conform to the Provision. Explanations are a positive opportunity to communicate, not an onerous obligation.

In line with their responsibilities under the UK Stewardship Code, investors should engage constructively and discuss with the company any departures from recommended practice. In their consideration of explanations, investors and their advisors should pay due regard to a company's individual circumstances. While they have every right to challenge explanations if they are unconvincing, these must not be evaluated in a mechanistic way. Investors and their advisors should also give companies sufficient time to respond to enquiries about corporate governance.

Corporate governance reporting should also relate coherently to other parts of the annual report – particularly the Strategic Report and other complementary information – so that shareholders can effectively assess the quality of the company’s governance arrangements, and the board’s activities and contributions. This should include providing information that enables shareholders to assess how the directors have performed their duty under section 172 of the Companies Act 2006 (the Act) to promote the success of the company. Nothing in this Code overrides or is intended as an interpretation of the statutory statement of directors’ duties in the Act.

The Code is also supported by the *Guidance on Board Effectiveness* (the Guidance). We encourage boards and companies to use this to support their activities. The Guidance does not set out the ‘right way’ to apply the Code. It is intended to stimulate thinking on how boards can carry out their role most effectively. The Guidance is designed to help boards with their actions and decisions when reporting on the application of the Code’s Principles. The board should also take into account the Financial Reporting Council’s *Guidance on Audit Committees* and *Guidance on Risk Management, Internal Control and Related Financial and Business Reporting*.

Application

The Code is applicable to all companies with a premium listing, whether incorporated in the UK or elsewhere. The new Code applies to accounting periods beginning on or after 1 January 2019.

For parent companies with a premium listing, the board should ensure that there is adequate co-operation within the group to enable it to discharge its governance responsibilities under the Code effectively. This includes the communication of the parent company’s purpose, values and strategy.

Externally managed investment companies (which typically have a different board and company structure that may affect the relevance of particular Principles) may wish to use the Association of Investment Companies’ Corporate Governance Code to meet their obligations under the Code. In addition, the Association of Financial Mutuals produces an annotated version of the Code for mutual insurers to use.

1 BOARD LEADERSHIP AND COMPANY PURPOSE

Principles

- A. A successful company is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for shareholders and contributing to wider society.
- B. The board should establish the company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture.

The reference to culture is new for the July 2018 revision of the Code, although implicit in previous versions.

The principal purpose of a building society is that of "making loans which are secured on residential property and are funded substantially by its members" (Section 5 (1) Building Societies Act 1986).

As a mutual, a building society does not have to pay dividends to external shareholders. This means the surplus a society makes can be retained to strengthen its capital base.

The role of a building society board is typically seen as one of stewardship, running the society not just for the benefit of current members, but also for future generations of members. The notion of stewardship demands a long-term perspective on financial stability, customer propositions and investment.

Under the umbrella of the statutory definition of purpose, each building society board will want to articulate the purpose, values and strategy of the society.

- C. The board should ensure that the necessary resources are in place for the company to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- D. In order for the company to meet its responsibilities to shareholders and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties.
- E. The board should ensure that workforce policies and practices are consistent with the company's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern.

Provisions

- 1 The board should assess the basis on which the company generates and preserves value over the long-term. It should describe in the annual report how opportunities and risks to the future success of the business have been considered and addressed, the sustainability of the company's business model and how its governance contributes to the delivery of its strategy.
- 2 The board should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the company's purpose, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board's activities and any action taken. In addition, it should include an explanation of the company's approach to investing in and rewarding its workforce.

Provision 2 is new for the July 2018 revision of the Code. The FRC Guidance on Board Effectiveness 2018 gives some good examples of cultural indicators which boards may find it helpful to monitor.

- 3 In addition to formal general meetings, the chair should seek regular engagement with major shareholders in order to understand their views on governance and performance against the strategy. Committee chairs should seek engagement with shareholders on significant matters related to their areas of responsibility. The chair should ensure that the board as a whole has a clear understanding of the views of shareholders.

There is no equivalent to 'major shareholders' in the membership of building societies, where one-member, one vote applies. However, the need for member engagement is at least as relevant to societies as engagement with major shareholders is to listed companies. Societies may wish to consider how dialogue with both shareholding and borrowing members can best be facilitated. Options pursued by some societies include the setting up of members' panels, road shows for members, surveys of members' opinions, member communications managers, focus groups, members' magazines or newsletters, online forums with members and engagement in local activities. Many examples of good practice may be found in the BSA publication *Engaging Conversations: member engagement at building societies*.^a Other helpful examples of engagement mechanisms are set out in *The Stakeholder Voice in Board Decision Making*, issued jointly by the ICSA and Investment Association^b.

- 4 When 20 per cent or more of votes have been cast against the board recommendation for a resolution, the company should explain, when announcing voting results, what actions it intends to take to consult shareholders in order to understand the reasons behind the result. An update on the views received from shareholders and actions taken should be published no later than six months after the shareholder meeting. The board should then provide a final summary in the annual report and, if applicable, in the explanatory notes to

The 20% threshold is new for the July 2018 version of the Code, as is the need for specified action within six months. This builds on the concept of seeking to understand investor views following a significant vote against a board resolution or recommendation, which was included in the 2016 Code.

^a <https://www.bsa.org.uk/information/publications/research-and-reports/engaging-conversations>

^b <https://www.icsa.org.uk/assets/files/free-guidance-notes/the-stakeholder-voice-in-Board-Decision-Making-09-2017.pdf>

resolutions at the next shareholder meeting, on what impact the feedback has had on the decisions the board has taken and any actions or resolutions now proposed^a.

- 5 The board should understand the views of the company's other key stakeholders and describe in the annual report how their interests and the matters set out in section 172 of the Companies Act 2006 have been considered in board discussions and decision-making^b. The board should keep engagement mechanisms under review so that they remain effective.

For engagement with the workforce^c, one or a combination of the following methods should be used:

- a director appointed from the workforce;
- a formal workforce advisory panel;
- a designated non-executive director.

If the board has not chosen one or more of these methods, it should explain what alternative arrangements are in place and why it considers that they are effective.

Although S.172 of the Companies Act doesn't apply to building societies, Principle D and Provision 5, which are new for the July 2018 version of the Code, apply similar provisions, such as the need for firms to engage with stakeholders, take account of their interests and describe how they have done so.

The revised FRC Guidance on Board Effectiveness 2018 provides some useful pointers on stakeholder engagement and this, in turn, refers to the publication, *The Stakeholder Voice in Board Decision Making*^d which suggests that boards consider conducting stakeholder mapping.

For building societies the members are clearly the key stakeholders, but the revised Code also provides for the interests other stakeholders such as employees and suppliers. In regard to the former, a BSA survey in 2017, *Ownership Matters*^e, provides some useful insights.

- 6 There should be a means for the workforce to raise concerns in confidence and – if they wish – anonymously. The board should routinely review this and the reports arising from its operation. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.

Under the previous version of the Code, responsibility for whistleblowing arrangements was a matter for the audit committee. New Provision 6 makes clear it is the responsibility of the board. Building societies will also need to have regard to the PRA/FCA requirements concerning whistleblowing procedures, including the need to appoint and resource a whistleblowers' champion. PRA Policy Statement PS 24/15 and Supervisory Statement SS39/15 refer.

^a Details of significant votes against and related company updates are available on the Public Register maintained by The Investment Association – www.theinvestmentassociation.org/publicregister.html

^b The Companies (Miscellaneous Reporting) Regulations 2018 require directors to explain how they have had regard to various matters in performing their duty to promote the success of the company in section 172 of the Companies Act 2006. The Financial Reporting Council's Guidance on the Strategic Report supports reporting on the legislative requirement.

^c See the Guidance on Board Effectiveness Section 1 for a description of 'workforce' in this context

^d <https://www.icsa.org.uk/assets/files/free-guidance-notes/the-stakeholder-voice-in-Board-Decision-Making-09-2017.pdf>

^e <https://www.bsa.org.uk/information/publications/research-and-reports/ownership-matters>

- 7 The board should take action to identify and manage conflicts of interest, including those resulting from significant shareholdings, and ensure that the influence of third parties does not compromise or override independent judgement.
- 8 Where directors have concerns about the operation of the board or the management of the company that cannot be resolved, their concerns should be recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chair, for circulation to the board, if they have any such concerns.

2 DIVISION OF RESPONSIBILITIES

Principles

- F. The chair leads the board and is responsible for its overall effectiveness in directing the company. They should demonstrate objective judgement throughout their tenure and promote a culture of openness and debate. In addition, the chair facilitates constructive board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.

The reference to the need for the chair to demonstrate objective judgement is new for the July 2018 version of the Code and is elaborated upon in the Guidance on Board Effectiveness 2018

- G. The board should include an appropriate combination of executive and non-executive (and, in particular, independent non-executive) directors, such that no one individual or small group of individuals dominates the board's decision-making. There should be a clear division of responsibilities between the leadership of the board and the executive leadership of the company's business.
- H. Non-executive directors should have sufficient time to meet their board responsibilities. They should provide constructive challenge, strategic guidance, offer specialist advice and hold management to account.
- I. The board, supported by the company secretary, should ensure that it has the policies, processes, information, time and resources it needs in order to function effectively and efficiently.

Provisions

- 9 The chair should be independent on appointment when assessed against the circumstances set out in Provision 10. The roles of chair and chief executive should not be exercised by the same individual. A chief executive should not become chair of the same company. If, exceptionally, this is proposed by the board, major shareholders should be consulted ahead of appointment. The board should set out its reasons to all shareholders at the time of the appointment and also publish these on the company website
- 10 The board should identify in the annual report each non-executive director it considers to be independent. Circumstances which are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:

- is or has been an employee of the company or group within the last five years;
- has, or has had within the last three years, a material business relationship with the company, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;
- has received or receives additional remuneration from the company apart from a director's fee, participates in the company's share option or a performance-related pay scheme, or is a member of the company's pension scheme;

- has close family ties with any of the company's advisers, directors or senior employees;
- holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- represents a significant shareholder; or
- has served on the board for more than nine years from the date of their first appointment.

Where any of these or other relevant circumstances apply, and the board nonetheless considers that the non-executive director is independent, a clear explanation should be provided.

Societies should consider how many of their non-executive directors could be classed as 'independent', according to the relevant circumstances set out in Provision 10. The 2018 Code emphasises the need for a clear explanation of the reasons why the board considers a director to be independent, notwithstanding one or more of the relevant circumstances applying.

- 11 At least half the board, excluding the chair, should be non-executive directors whom the board considers to be independent.

The PRA expects "a clear majority" of directors on each society's board to be non-executive. PRA states that the appropriate ratio of non-executives to executives will vary with the scale, nature and complexity of the society's business (SS 19/15 refers).

- 12 The board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. Led by the senior independent director, the non-executive directors should meet without the chair present at least annually to appraise the chair's performance, and on other occasions as necessary.

Most societies have appointed a senior independent director, whereas others have felt that the concept of a senior non-executive director who is not the chair is of limited relevance to building societies.

The role of the senior independent director is considered more fully in the Guidance on Board Effectiveness 2018. Societies that do not appoint a senior independent director will want to consider whether it is necessary to offer members an alternative mechanism for the handling of their concerns, which acknowledges that members may not always wish to contact the chair or an executive director. Such societies will also want to consider an alternative method for the annual appraisal of the performance of the chair and how the sounding board role, envisaged for the senior independent director will otherwise be performed.

- 13 Non-executive directors have a prime role in appointing and removing executive directors. Non-executive directors should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present.
- 14 The responsibilities of the chair, chief executive, senior independent director, board and committees should be clear, set out in writing, agreed by the board and made publicly available. The annual report should set out the number of meetings of the board and its committees, and the individual attendance by directors.
- 15 When making new appointments, the board should take into account other demands on directors' time. Prior to appointment, significant commitments should be disclosed with an indication of the time involved. Additional external appointments should not be undertaken without prior approval of the board, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship in a FTSE 100 company or other significant appointment.
- 16 All directors should have access to the advice of the company secretary, who is responsible for advising the board on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.

3 COMPOSITION, SUCCESSION AND EVALUATION

Principles

- J. Appointments to the board should be subject to a formal, rigorous and transparent procedure, and an effective succession plan should be maintained for board and senior management^a. Both appointments and succession plans should be based on merit and objective criteria^b and, within this context, should promote diversity of gender, social and ethnic backgrounds, cognitive and personal strengths.
- K. The board and its committees should have a combination of skills, experience and knowledge. Consideration should be given to the length of service of the board as a whole and membership regularly refreshed.
- L. Annual evaluation of the board should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.

Provisions

- 17 The board should establish a nomination committee to lead the process for appointments, ensure plans are in place for orderly succession to both the board and senior management positions, and oversee the development of a diverse pipeline for succession. A majority of members of the committee should be independent non-executive directors. The chair of the board should not chair the committee when it is dealing with the appointment of their successor.

The extension of the role of the nomination committee to succession planning for senior management (as well as board positions) is new for the July 2018 version of the Code. So too, is the reference to the need to develop a diverse pipeline for succession, The Guidance on Board Effectiveness suggests greater transparency about the make-up of the workforce to support this, including age, gender, disability, ethnicity, education and social background. The Guidance also suggests actions the nominations committee may consider taking to improve diversity.

- 18 All directors should be subject to annual re-election. The board should set out in the papers accompanying the resolutions to elect each director the specific reasons why their contribution is, and continues to be, important to the company's long-term sustainable success.

^a The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary.

^b Which protect against discrimination for those with protected characteristics within the meaning of the Equalities Act 2010.

In the previous version of the Code, annual re-election of directors was confined to FTSE 350 companies. The July 2018 version of the Code extends the provision to all.

- 19 The chair should not remain in post beyond nine years from the date of their first appointment to the board. To facilitate effective succession planning and the development of a diverse board, this period can be extended for a limited time, particularly in those cases where the chair was an existing non-executive director on appointment. A clear explanation should be provided.

In building societies it is much more frequently the case than in listed companies that a chair first serves as a non-executive director. The Guidance on Board Effectiveness 2018 covers such circumstances: it suggests that where a chair has been a board member for a significant period prior to being appointed, that can justify a limited extension of their term, beyond nine years, where this supports the succession plan and diversity policy.

The PRA discourages societies from appointing chief executives or other executive directors to the board as non-executive directors after retirement (see SS 19/15). In particular, chief executives or other executive directors should not be appointed as chair following retirement.

- 20 Open advertising and/or an external search consultancy should generally be used for the appointment of the chair and non-executive directors. If an external search consultancy is engaged it should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors.

In most cases, the chair of a building society will be appointed from among the existing non-executive directors, a practice supported by the PRA.

An alternative method of recruitment of non-executive directors for building societies - particularly smaller ones - would be to advertise such vacancies within the society's own membership.

- 21 There should be a formal and rigorous annual evaluation of the performance of the board, its committees, the chair and individual directors. The chair should consider having a regular externally facilitated board evaluation. In FTSE 350 companies this should happen at least every three years. The external evaluator should be identified in the annual report and a statement made about any other connection it has with the company or individual directors.

While the July 2018 Code does not specify how frequently non-FTSE 350 companies should have an externally facilitated evaluation, it does for the first time encourage the chair of such companies to consider having these regularly.

The BSA estimates that, broadly, the building society equivalent of a FTSE 350 company is any society that is among the largest 5 societies, ranked by total assets. This is relevant to all references to the FTSE 350 in the Code.

- 22 The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board. Each director should engage with the process and take appropriate action when development needs have been identified.

23 The annual report should describe the work of the nomination committee, including:

- the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- how the board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has or will influence board composition;
- the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of those in the senior management^a and their direct reports.

The reference to the need to report the gender balance of the senior management and their direct reports is new for the July 2018 version of the Code. So too, is the need for the nomination committee to report on its approach to succession planning, pipeline diversity and development.

^a The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary.

4 AUDIT, RISK AND INTERNAL CONTROL

Principles

- M. The board should establish formal and transparent policies and procedures to ensure the independence and effectiveness of internal and external audit functions and satisfy itself on the integrity of financial and narrative statements.^a
- N. The board should present a fair, balanced and understandable assessment of the company's position and prospects.
- O. The board should establish procedures to manage risk, oversee the internal control framework, and determine the nature and extent of the principal risks the company is willing to take in order to achieve its long-term strategic objectives.

The reference to 'long-term' is new for the July 2018 version of the Code.

Provisions

- 24 The board should establish an audit committee of independent non-executive directors, with a minimum membership of three, or in the case of smaller companies, two^b. The chair of the board should not be a member. The board should satisfy itself that at least one member has recent and relevant financial experience. The committee as a whole shall have competence relevant to the sector in which the company operates.

The stipulation that the chair of the board should not be a member of the audit committee is new, as far as companies outside the FTSE 350 are concerned.

- 25 The main roles and responsibilities of the audit committee should include:

- monitoring the integrity of the financial statements of the company and any formal announcements relating to the company's financial performance, and reviewing significant financial reporting judgements contained in them;
- providing advice (where requested by the board) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the company's

^a The Board's responsibility to present a fair, balanced and understandable assessment extends to interim and other price-sensitive public records and reports to regulators, as well as to information required to be presented by statutory instruments.

^b A smaller company is one that is below the FTSE 350 throughout the year immediately prior to the reporting year.

- position and performance, business model and strategy;
- reviewing the company's internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors, or by the board itself;
- monitoring and reviewing the effectiveness of the company's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board;
- conducting the tender process and making recommendations to the board, about the appointment, reappointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- reviewing and monitoring the external auditor's independence and objectivity;
- reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements;
- developing and implementing policy on the engagement of the external auditor to supply non-audit services, ensuring there is prior approval of non-audit services, considering the impact this may have on independence, taking into account the relevant regulations and ethical guidance in this regard, and reporting to the board on any improvement or action required; and
- reporting to the board on how it has discharged its responsibilities.

26 The annual report should describe the work of the audit committee, including:

- the significant issues that the audit committee considered relating to the financial statements, and how these issues were addressed;
- an explanation of how it has assessed the independence and effectiveness of the external audit process and the approach taken to the appointment or reappointment of the external auditor, information on the length of tenure of the current audit firm, when a tender was last conducted and advance notice of any retendering plans;
- in the case of a board not accepting the audit committee's recommendation on the external auditor appointment, reappointment or removal, a statement from the audit committee explaining its recommendation and the reasons why the board has taken a different position (this should also be supplied in any papers recommending appointment or reappointment);
- where there is no internal audit function, an explanation for the absence, how internal assurance is achieved, and how this affects the work of external audit; and
- an explanation of how auditor independence and objectivity are safeguarded, if the external auditor provides non-audit services.

27 The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the company's position, performance, business model and strategy.

28 The board should carry out a robust assessment of the company's emerging and principal risks^a. The board should confirm in the annual report that it has completed this assessment,

^a Principal risks should include, but are not necessarily limited to, those that could result in events or circumstances that might

including a description of its principal risks, what procedures are in place to identify emerging risks, and an explanation of how these are being managed or mitigated.

- 29 The board should monitor the company's risk management and internal control systems and, at least annually, carry out a review of their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls.
- 30 In annual and half-yearly financial statements, the board should state whether it considers it appropriate to adopt the going concern basis of accounting in preparing them, and identify any material uncertainties to the company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements.
- 31 Taking account of the company's current position and principal risks, the board should explain in the annual report how it has assessed the prospects of the company, over what period it has done so and why it considers that period to be appropriate. The board should state whether it has a reasonable expectation that the company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, drawing attention to any qualifications or assumptions as necessary.

threaten the company's business model, future performance, solvency or liquidity and reputation. In deciding which risks are principal risks companies should consider the potential impact and probability of the related events or circumstances, and the timescale over which they may occur.

5 REMUNERATION

Principles

- P. Remuneration policies and practices should be designed to support strategy and promote long-term sustainable success. Executive remuneration should be aligned to company purpose and values, and be clearly linked to the successful delivery of the company's long-term strategy.
- Q. A formal and transparent procedure for developing policy on executive remuneration and determining director and senior management^a remuneration should be established. No director should be involved in deciding their own remuneration outcome.
- R. Directors should exercise independent judgement and discretion when authorising remuneration outcomes, taking account of company and individual performance, and wider circumstances.

Principle R is new for the July 2018 version of the Code.

Provisions

- 32 The board should establish a remuneration committee of independent non-executive directors, with a minimum membership of three, or in the case of smaller companies, two^b. In addition, the chair of the board can only be a member if they were independent on appointment and cannot chair the committee. Before appointment as chair of the remuneration committee, the appointee should have served on a remuneration committee for at least 12 months.

The reference to the chair of the remuneration committee needing to have had 12 months prior experience is new for the July 2018 version of the Code.

- 33 The remuneration committee should have delegated responsibility for determining the policy for executive director remuneration and setting remuneration for the chair, executive directors and senior management^c. It should review workforce^d remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting the policy for executive director remuneration.

^a The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary

^b A smaller company is one that is below the FTSE 350 throughout the year immediately prior to the reporting year.

^c The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary

^d See the Guidance on Board Effectiveness Section 5 for a description of 'workforce' in this context.

Extension to the remuneration committee of responsibility for senior management remuneration is new for the July 2018 version of the Code and represents a substantial change to the committee's remit.

The reference to the need to review workforce remuneration etc and taking this into account in setting executive remuneration is new for the July 2018 version of the Code. This is covered in more detail in the Guidance on Board Effectiveness 2018.

- 34 The remuneration of non-executive directors should be determined in accordance with the Articles of Association or, alternatively, by the board. Levels of remuneration for the chair and all non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for all non-executive directors should not include share options or other performance-related elements.

Although building societies do not have Articles of Association, the Building Societies Act 1986 requires provisions similar to these to be included in societies' rules.

- 35 Where a remuneration consultant is appointed, this should be the responsibility of the remuneration committee. The consultant should be identified in the annual report alongside a statement about any other connection it has with the company or individual directors. Independent judgement should be exercised when evaluating the advice of external third parties and when receiving views from executive directors and senior management^a.

The reference here to exercising independent judgement is new, for the July 2018 version of the Code.

- 36 Remuneration schemes should promote long-term shareholdings by executive directors that support alignment with long-term shareholder interests. Share awards granted for this purpose should be released for sale on a phased basis and be subject to a total vesting and holding period of five years or more. The remuneration committee should develop a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares.

The five year vesting and holding period specified here represents an increase from three years in the previous version of the Code. There is no direct read-across for building societies, although society boards will wish to consider how best their remuneration policies can be aligned to longer-term performance.

Societies will wish to bear in mind the PRA/FCA Remuneration Code and related guidance on proportionality, which state that it may be appropriate for a firm in proportionality level three (ie with assets of £15 billion or less) to disapply the rules on deferral and performance adjustment.

- 37 Remuneration schemes and policies should enable the use of discretion to override formulaic outcomes. They should also include provisions that would enable the company to recover and/or withhold sums or share awards and specify the circumstances in which it

^a The definition of 'senior management' for this purpose should be the executive committee or the first layer of management below board level, including the company secretary

would be appropriate to do so.

The requirement for the remuneration committee to be able to "override formulaic outcomes" is new for the July 2018 version of the Code and is likely to require amendments to underlying plan rules as well as to remuneration policy. The Guidance on Board Effectiveness 2018 states that an active decision on whether to exercise such discretion "should become a normal part of the annual process to determine remuneration outcomes" suggesting a pro-active as opposed to a reactive approach to the use of discretion here. The reference to recovery and/or withholding provisions is not new but the Guidance sets out such circumstances where they might apply, including on a corporate failure.

- 38 Only basic salary should be pensionable. The pension contribution rates for executive directors, or payments in lieu, should be aligned with those available to the workforce. The pension consequences and associated costs of basic salary increases and any other changes in pensionable remuneration, or contribution rates, particularly for directors close to retirement, should be carefully considered when compared with workforce arrangements.

The reference to alignment of pension contribution rates etc for executives and the workforce is new for the July 2018 version of the Code.

- 39 Notice or contract periods should be one year or less. If it is necessary to offer longer periods to new directors recruited from outside the company, such periods should reduce to one year or less after the initial period. The remuneration committee should ensure compensation commitments in directors' terms of appointment do not reward poor performance. They should be robust in reducing compensation to reflect departing directors' obligations to mitigate loss.

- 40 When determining executive director remuneration policy and practices, the remuneration committee should address the following:

- **clarity** – remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce;
- **simplicity** – remuneration structures should avoid complexity and their rationale and operation should be easy to understand;
- **risk** – remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated;
- **predictability** – the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy;
- **proportionality** – the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance; and
- **alignment to culture** – incentive schemes should drive behaviours consistent with company purpose, values and strategy.

- 41 There should be a description of the work of the remuneration committee in the annual report, including:

- an explanation of the strategic rationale for executive directors' remuneration policies, structures and any performance metrics;

- reasons why the remuneration is appropriate using internal and external measures, including pay ratios and pay gaps;
- a description, with examples, of how the remuneration committee has addressed the factors in Provision 40;
- whether the remuneration policy operated as intended in terms of company performance and quantum, and, if not, what changes are necessary;
- what engagement has taken place with shareholders and the impact this has had on remuneration policy and outcomes;
- what engagement with the workforce has taken place to explain how executive remuneration aligns with wider company pay policy; and
- to what extent discretion has been applied to remuneration outcomes and the reasons why.

While some of the components of Provisions 40 and 41 are new, for the July 2018 version of the Code, they are largely aligned with the PRA/FCA Remuneration Code, with which building societies are familiar. Mostly the changes are in the new emphases on engagement with workforce and shareholders. However, the reference to pay ratios is new and relates to the new Companies (Miscellaneous Reporting) Regulations 2018. These require quoted companies to report information in their directors' remuneration report (DRR) about the ratio between certain levels of workforce pay and the CEO's pay. Any building society seeking to voluntarily comply with the DRR requirements will need to consider the impact of the new Regulations.

