

Kensington Friendly Collecting Society Limited

Non-Executive director appointment letter

Dear Sir/Madam,

On [date], upon the recommendation of the Nomination Committee, the Committee of Management of Kensington Friendly Collecting Society Limited ('the society') offers you the position of 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 three years commencing on [date], unless otherwise terminated earlier by and at the discretion of either party upon three month's written notice and subject to satisfactory references, approval by the Financial Services Authority as an approved person, and election by the Society's members at the first Annual General Meeting (AGM) following the date of your appointment. The society reserves the right to carry out a Criminal Records Bureau check. Continuation of your contract of appointment is contingent on satisfactory performance and re-election at future AGMs of the Society. Non-executive directors are typically expected to serve two three-year terms, although the Committee may invite you to serve for an additional period.

### **Time Commitment**

Overall we anticipate a time commitment, after the induction phase, of 4 meetings per annum for meetings of the Committee of Management, 4 meetings per annum of any subcommittee of which you may become a member and a further 3 meetings per annum for the AGM, Remuneration and Assessment meeting and Valuation Report meeting. 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 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 Committee of Management as a whole is collectively responsible for promoting the success of the Society by directing and supervising the Society's affairs.

The committee:

- provides entrepreneurial leadership of the Society within the 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 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 fee of £ [amount] gross per meeting and a monthly retainer of [amount] which will be paid monthly in arrears, and which will also be 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 Company Secretary as soon as apparent.

The Committee of Management of the Society has 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 the Society's auditors.

## **Review process**

The performance of individual directors and the whole Committee of Management and its Sub-Committees is evaluated annually. If, in the interim, there are any matters that 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 £ [amount]; 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 resolution adopted in respect of independent professional 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.

Yours sincerely,

Brian Douglass

Company Secretary