

Yorkshire Building Society Board Terms of Reference

Role	The Board of Directors is the overall governing body of the Yorkshire Building Society Group.
Membership	All the Statutory Directors of Yorkshire Building Society - Executive and Non-Executive.
Chair	<p>In accordance with the Society's Rules, at the first meeting following each Annual General Meeting (AGM) the Board shall elect from the Non-Executive Directors a Chair to hold office until the first meeting of the Board held after the next AGM.</p> <p>In the absence, or any Vice Chair appointed in accordance with the Rules, the remaining members present shall elect one of their number to chair the meeting.</p>
Secretary	The Secretary of the Board will be the Group Secretary of the Society.
Attendees	<p>Only the Statutory Directors of the Society have the right to attend Board meetings. However, other individuals may be invited to attend for all or part of the meeting, as and when appropriate, such as but not limited to:</p> <ul style="list-style-type: none"> ▪ Chief Officers, who are not otherwise Executive Directors, as appropriate. ▪ Members of the Senior Leadership Team or other senior leaders as appropriate to present papers. ▪ External advisors where necessary.
Frequency	<p>The Board will normally meet at least nine times a year at appropriate times and otherwise as required.</p> <p>Meetings of the Board will be called by the Secretary of the Board at the request of any of its members.</p>
Quorum	<p>The quorum necessary for the transaction of business will be at least five Statutory Directors (Society Rule 16(1)), the majority of whom shall be independent Non-Executive Directors, present in person or by telephone/video conference facility.</p> <p>A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of its authorities, powers and discretions.</p> <p>In the event of equal votes the Chair of the meeting shall have a second or casting vote (Rule 16(2)).</p>
Written Resolutions	Written Resolutions must be undertaken in accordance with the requirements set out in the Society's Rules with written consent required from all the Directors' of the Board for approval.
Mandate	<p>The Board may exercise all the powers of the Society subject to acting in accordance with:</p> <ul style="list-style-type: none"> ▪ applicable laws and regulations (including rules and guidance issued by the Group's Regulators); and ▪ the Society's constitutional documents, the Rules and Memorandum as approved by members. This includes referring specific matters to members for approval pursuant to relevant legislation and the Society's Rules. <p>It has the power to delegate responsibilities under the provisions of the Rules in order to carry out activities and decision making but does not, by doing so, abrogate its overall responsibilities.</p>
Responsibilities	<p>The Board will carry out the duties below for the Society and the Group as a whole:</p> <ol style="list-style-type: none"> 1. Is accountable to the members of the Society. 2. Is collectively responsible for the success, including the long term success, of the Group and for acting in the best interests of its members as a whole (both current and future) and having regard to the interests of other key stakeholders including customers, colleagues, suppliers and wider society as well as the impact of the Society on the community and the environment and those other matters set out in Section 172 of the Companies Act 2006 where relevant. 3. Has responsibility for the overall management of the Group within a framework of risk management which supports and directs financial security, good outcomes and a Group built on trust. 4. Has responsibility for establishing the purpose, values and strategy of the Society. 5. Establishes a sustainable business model and sets the strategy of the Group consistent with that model. 6. Develops the desired culture of the Group (including a culture of risk awareness, prudent management and openness with the regulators) and sets a 'tone from the top' to ensure that the desired values and behaviours are Board led. 7. Has oversight of the Group's operations ensuring: <ul style="list-style-type: none"> ▪ Delivery of good customer outcomes. ▪ Competent and prudent management. ▪ Sound planning and risk management. ▪ Adequate and effective system of internal control. ▪ Adequate accounting and other records. ▪ Compliance with statutory and regulatory obligations. ▪ Adequate financial resources. ▪ Appropriate risk aligned remuneration systems.

	<p>8. Reviews the performance of the Group in the light of the strategy and Corporate Plan and ensures that any necessary corrective action is taken. An essential part of this is the review of the Board Management Information.</p> <p>9. Delegates implementation of the strategy and the ‘day to day’ management of the Group to the senior executive team which is led by the Chief Executive Officer.</p> <p>10. The Board may delegate any of its powers, duties, discretions or authorities relating to the business of the Society to one or more Directors or a Committee consisting of one or more Directors in accordance with the Society’s Rules. In particular, certain responsibilities are delegated to the Board Committees set out below as documented in the Committee’s Terms of Reference.</p> <p>11. Retains specific matters for its approval which are set out in the Schedule of Board Reserved Matters as set out in Appendix 1.</p> <p>Senior Managers Regime Prescribed Responsibilities</p> <p>12. The Board shall assist Senior Management Function (SMF) holders in the escalation of their Prescribed Responsibilities.</p>
Sub Committees	Audit Committee; Group Risk Committee; Remuneration Committee; Board Governance and Nominations Committee and Chair’s Committee
Date of Approval	Board - 13 December 2023