

Risk Committee

Terms Of Reference

Document Information

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1. Purpose

- 1.1. The Risk Committee's purpose is to provide oversight and challenge to Restore's identification, assessment, and control of principal and emerging risks.
- 1.2. In discharging its responsibilities, the Committee is to seek regular Board engagement and direction on Restore's principal and emerging risks and escalate contentious or strategically significant agenda items to the Board.

2. Authority

- 2.1. The Committee is authorised by the Board to:
 - 2.1.1. investigate, or cause to be investigated, any activity within its agreed responsibilities (see [para 5](#)).
 - 2.1.2. obtain, at the Company's expense, external legal or independent professional advice from such advisors as the committee shall select, who may, at the invitation of the Committee, attend meetings as necessary.
 - 2.1.3. seek any information that it requires from any employee of the Group in order to perform its duties and require all employees to co-operate with any request made by the committee.
 - 2.1.4. delegate any of its duties as is appropriate to such persons or person as it thinks fit.

3. Membership

- 3.1. The Chair of the Committee is to be a Non-Executive Director of Restore and shall be appointed by the Board.
- 3.2. The Committee will comprise the CEO, CFO and the Committee Chair, with Business Unit Managing Directors and Group Head of Risk as standing attendees. Others, including Subcommittee Chairpersons will be invited as required, to attend to Committee business.
- 3.3. The Chair shall seek to ensure that the Risk Committee has an appropriate balance of skills, diversity and relevant expertise to fulfil its remit effectively and access to external expert risk advice and guidance where necessary. Furthermore, the Chair is to oversee a tailored continuing professional education programme for Committee members and encourage diversity of thought and opinion.
- 3.4. Quorum. A quorum of the committee shall be attendance when at least 2 members and the Secretary are in attendance.
 - 3.4.1. In the Chair's absence, the remaining members present shall elect one of themselves to chair the meeting. The Committee Secretary is exempt.
 - 3.4.2. The Group Head of Risk or their nominee shall act as secretary to the Committee.

4. Meeting Frequency & Notice

- 4.1. Meetings are to be scheduled such that the Risk Committee can provide appropriate follow-up, resolution and reporting to the Board on outstanding issues. As a guide the Committee is to meet at least three times every calendar year and at such other times as required.
- 4.2. Meetings of the Committee shall be called by the Committee Secretary, at the request of the Committee Chair.
- 4.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend, no later than 4 weeks before the date of the meeting. Supporting papers are to be forwarded to the Committee Secretary no later than 1 working days before the meeting, for dissemination to Committee attendees by the Secretary.

5. Responsibilities

- 5.1. The Risk Committee is responsible for:
 - 5.1.1. Collaborating with other Board committees to ensure delegated risk-related responsibilities are clearly defined between various Board committees and that appropriate arrangements are in place to support effective cooperation, coordination and communication between committees when dealing with matters of common interest.
 - 5.1.2. Collaborating with Restore's management to ensure that management structures are in place to assess and address key risk areas identified for the Group.
 - 5.1.3. Performing regular assessment of key risks across the Group and oversee preparation of communication to shareholders through the Group's Annual Report.
 - 5.1.4. Assessing the adequacy of reporting structures for the tracking of risk and risk mitigation.
 - 5.1.5. Providing Restore's Board with a clear and concise summary of the Risk Committee's activities and matters considered, and any associated recommendations
 - 5.1.6. Evaluating and advising the Board as to whether Restore's risk strategy, framework and appetite are clearly defined.
 - 5.1.7. Periodically review Restore's risk management framework to ensure continued alignment with business strategy.
 - 5.1.8. Contribute to and assess the effectiveness of Restore's emerging risk identification and horizon-scanning processes.
 - 5.1.9. Review the adequacy of operational resilience and business continuity arrangements.
 - 5.1.10. Assess and advise the Board on risks to the continued viability of Restore's business model.
 - 5.1.11. Review and recommend to the Board for approval, any material risk information for regulatory submission or external publication.

- 5.1.12. Periodically review and approve the risk function's charter, including the independence, objectivity, scope, role, responsibilities and accountabilities of the Group Head of Risk.

6. Behaviours

6.1. The Risk Committee are to:

- 6.1.1. Challenge executive management's understanding of principal and emerging risks.
- 6.1.2. Assess whether executive management has assessed risks effectively (including benefits realisation) of material corporate actions such as acquisitions / disposals, major change programmes or significant changes to governance arrangements or legal structures.
- 6.1.3. Remain objective, critical, analytical and open-minded.

7. Records & Reporting

- 7.1. The Secretary is charged with minuting and retaining accurate records of Committee meetings.
- 7.2. Committee minutes are to be treated with the strictest confidence and are to be circulated promptly once agreed by the Chair.
- 7.3. The Chair of the Committee shall report to the Board at regular intervals on the matters it has reviewed, make recommendations when requested or when the chairman of the Committee considers appropriate.
- 7.4. The Committee shall produce an Annual Report of the Committee's duties and activities during the year, which will form part of the Company's Annual Report and Accounts.
- 7.5. The Chair of the Committee shall attend the Annual General Meeting and shall answer questions, through the Chairman of the Board, on the Committee's activities and responsibilities.