

LMA BOARD

1 DEFINITIONS

- 1.1 "Act" means the Companies Act 2006 and subsequent amendments.
- 1.2 "Articles" means the LMA's Articles of Association filed at Companies House.
- 1.3 "Board" means the Board of directors of the LMA.
- 1.4 "Member" means a Member of the association, whether a Full Member or an Associate Member.
- 1.5 "Full Member" means a Member who has been admitted as a Full Member in accordance with Article 5 and Article 6.
- 1.6 "Independent advisor" means a person, approved by the Board, who is not an employee of a Full Member of the LMA, but has extensive knowledge and experience of the LMA, the Lloyd's market and the wider insurance industry.
- 1.7 "LMA" means the Lloyd's Market Association.
- 1.8 "Professional" means an external professional person who provides advice to the Board.
- 1.9 "Senior officer" means a director or secretary or senior manager.
- 1.10 Other terms in these Terms of Reference have the same meaning as set out in the Articles.

2 CONTEXT/BACKGROUND

- 2.1 The LMA is the representative body for underwriting businesses at Lloyd's. It is a company limited by guarantee and owned by its members (managing and members' agents).
- 2.2 The purpose of the LMA is to enable the success of its members and the Lloyd's market.
- 2.3 The Board, consisting of both market and LMA leaders, sets the overall strategy, direction and priorities of the LMA.

3 COMPETITION LAW

- 3.1 The LMA is committed to acting in accordance with applicable competition law at all times. Board members are required to familiarise themselves with the [LMA's Competition Compliance Guidelines](#).
- 3.2 Board members must, at all times, observe applicable competition law requirements. In particular, Board members must refrain from any discussions regarding prices or terms which could be or give the appearance of being anti-competitive.
- 3.3 The Chairperson(s) (with the assistance of the Secretary) shall ensure that the Board conducts its business in accordance with the requirements of applicable competition law.
- 3.4 Board members must advise the Secretary should they become aware of any actual or suspected breaches of applicable competition law.
- 3.5 The Secretary shall report any actual or suspected breach of applicable competition law to the LMA Legal Director.
- 3.6 The following Competition Law statement must be included in all Board meeting packs and must be referenced at the commencement of each meeting:

Competition Law statement

The LMA and its members are committed to full compliance with all laws and regulations, and to maintaining the highest ethical standards in the way we conduct our operations and activities. Our commitment includes strict compliance with local, national, and international competition laws that restrict the exchange of information among competitors regarding matters pertaining to pricing, refusal to deal, market division, tying relationships, and other topics which may infringe upon competition law. No such exchange or discussion will be permitted during these meetings.

Compliance with competition law is the responsibility of each and every member of the LMA. Violations of competition law may result in heavy fines for corporations, and in fines and even imprisonment for individuals. It is critical that you have reviewed and are familiar with the Competition Law Guidance, available on the [LMA website](#).

Each Board member bears the ultimate responsibility for assuring that their actions and the actions of any of those under their direction comply with competition law.

4 CONFIDENTIALITY

- 4.1 The LMA and its members are committed to ensuring that all confidential information in relation to the work of the Board remains confidential, including but not limited to all Lloyd's policyholder information.
- 4.2 Board members must not discuss any information relating to individual policyholders/claimants, or any issues where such policyholders/claimants might reasonably be identifiable unless such information is in the public domain.
- 4.3 Board members must not discuss any confidential Board matters outside the Board meeting. The Secretary will make clear if a matter is confidential during the meeting and in the record of the meeting.
- 4.4 Board members must not discuss any Board matters, or speak in their capacity as a Board member, to any member of the general public, media, or press, without the agreement of the Chairperson, Chief Executive or Secretary.
- 4.5 When a Board member leaves the Board, that Board member shall not retain any materials or work product of the Board and, at the request of the Secretary, confirm that they have destroyed all such materials or work product.

5 CONFLICTS OF INTEREST

- 5.1 Board members must declare any actual or potential conflicts of interest at the beginning of a meeting.
- 5.2 The Chairperson and the Secretary will decide whether the member recuses themselves from certain topics or for the entire meeting.
- 5.3 If the Chairperson recuses themselves due to a conflict of interest, then an alternative Chairperson shall be agreed by the remaining members for the duration of the Chair absence.
- 5.4 Subject to the provisions of the Act, and provided that they have disclosed to the Board the nature and extent of any material interest of theirs, a director, notwithstanding their office:-
 - 5.4.1 may be a party to, or otherwise interested in, any transaction or arrangement with the LMA or in which the LMA is otherwise interested;
 - 5.4.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the LMA or in which the LMA is otherwise interested; and
 - 5.4.3 shall not, by reason of their office, be accountable to the LMA for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 5.5 An interest of which a director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.
- 5.6 Paragraphs 5.1 to 5.5 shall apply to the fullest extent possible to any independent advisors.

6 CONDUCT AND CULTURE

- 6.1 The LMA expects all members of the Board (and other LMA members acting for or on behalf of the LMA) to display the highest standards of professional and behavioural standards.
- 6.2 The [LMA Charter](#) (the "Charter") sets out the LMA's expectations of Board members and all Board members agree to act in accordance with, and be bound by, the Charter.
- 6.3 The LMA is committed to creating a diverse and inclusive membership and, notwithstanding any other terms in these terms of reference, the Chairperson, Chief Executive and Secretary will endeavour to ensure that the Board is constituted in a way which promotes diversity and does not discriminate on grounds such as gender, ethnicity, or any other protected characteristic.
- 6.4 Board members must report any behaviour which could be in breach of the Charter or these terms of reference in accordance with the route set out in the Charter.
- 6.5 The following Charter statement must be included in all Board meeting packs and referenced at the commencement of each meeting.

Charter statement

Individual members of LMA committees, panels and forums should act in accordance with our values to enrich the marketplace by sharing a variety of perspectives and insights. Members should recognise that diversity and inclusion enhance performance for individuals and organisations and commit to building and maintaining an inclusive environment for the benefit of our stakeholders and communities.

The LMA Board continues with its pledge to work actively through the CEO reporting network to tackle inappropriate inter-firm behaviours. The [LMA Charter](#) sets out how we expect all our members and guests to conduct themselves when working in the London market and, in particular, when attending events held under the auspices of the LMA, e.g. committee/panel meetings or participating in an LMA event or Academy programme.

7 CONSTITUTION

7.1 Board membership

- 7.1.1 The Board shall be comprised of directors in accordance with these Terms of Reference.
- 7.1.2 Standing and selected directors shall be senior officers of Full Members, as per Articles 46.1 and 46.2.
- 7.1.3 Where approved by the LMA Nominations and Governance Committee, the term "director" can include a non-executive director, but not an independent non-executive director and an "LMA member firm" can include its group holding companies.
- 7.1.4 Standing directors shall be one from each of the twelve largest Full Members by Managed Capacity.
- 7.1.5 Selected directors shall be drawn from Full Members which do not have standing directors split into the following two groups:
- the medium member group shall be the half with the largest Managed capacity; and
 - the smaller member group shall be the remaining Full Members.

7.1.6 The Board will be comprised of standing, selected and ex officio directors as follows:

7.1.6.1 Standing and selected directors:

- a) All standing directors plus up to eight selected directors, of which:
- b) No fewer than two shall be from the medium member group; and
- c) No fewer than two shall be from the smaller member group.

7.1.6.2 Ex officio directors:

- a) The Chairperson
- b) The Chief Executive
- c) The executive Finance director
- d) The executive Underwriting director
- e) The executive Legal director

7.1.7 The Board may co-opt directors in accordance with Article 46.4.

7.1.8 The composition of the Board shall be published on the LMA's website.

7.2 Tenures

7.2.1 The tenure of standing and selected directors shall be three years. Standing directors may serve subsequent terms, up to a maximum of three consecutive terms, subject to agreement of their managing agency.

7.2.2 For the purposes of 7.2.1, terms for standing members shall not be considered consecutive if either:

- a) There is a material break in membership of the Board; or
- b) The Board member represents more than one Full Member during the period.

7.2.3 The tenure of the Chairperson shall be three years. The Board may resolve to re-elect the Chairperson for a second three year term. The Chairperson shall not serve more than two consecutive terms. However, the Board may re-elect the Chairperson for an additional year by majority vote of the standing directors and a majority vote of the selected directors.

7.3 Cessation of Board membership

7.3.1 Other than cessation due to maximum tenure, Board membership may be terminated should any Board member:

- a) Cease to fulfil Board membership requirements.
- b) Cease employment with the Member they represent.
- c) Become incapable of participating fully on the Board.
- d) Breach the requirements of these terms of reference, in particular, the requirements relating to competition law (section 3), confidentiality (section 4) and conduct/culture (section 6).
- e) Fail to attend sufficient meetings.
- f) Resign their office by notice to the LMA.

7.3.2 In addition, and in accordance with the Act, the office of a director shall be vacated if:

- a) They cease to be a director by virtue of any provision of the Act relating to directors or they become prohibited by law from being a director.
- b) They become bankrupt or make any arrangement or composition with their creditors generally;

- c) They are, or may be, suffering from mental disorder and either:
 - I. they are admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - II. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs.

7.4 Remuneration and expenses

7.4.1 Directors who are not LMA employees shall not receive any remuneration from the LMA.

7.4.2 The directors and independent advisors may be paid travelling, hotel, and other expenses properly incurred by them in connection with their attendance at Board meetings, Board sub-committee meetings, general meetings or otherwise in connection with the discharge of their duties.

8 BOARD SUB-COMMITTEES

- 8.1 The Board may delegate any of its powers to any committee consisting of one or more directors. They may also delegate to the Chief Executive or any other executive officer of the LMA such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. The Board may in the exercise of its powers of managing the LMA establish such other committees comprising such persons and for such purposes as they may from time to time think fit.
- 8.2 The Board shall maintain a Nominations and Governance Committee and a Finance, Remuneration and Operations (FRO) Committee. Details of their composition and operation are set out in the Appendix.
- 8.3 The Board shall normally delegate technical matters to its policy committees, which, in turn, rely on a variety of specialist working groups, both permanent and ad hoc.
- 8.4 the LMA committee structure shall be published on the LMA website.

9 ROLE OF THE BOARD

9.1 The Board shall have the following roles:

- i) to set the strategic direction of the LMA to enable the success of its members and the Lloyd's market;
- ii) to encourage and promote good business standards and practices within the Market, the efficient delivery of shared central services for processing business and the improvement of business processes in the Market generally;
- iii) to encourage and facilitate learning and technical development for those working in the Market;
- iv) to inform, advise and co-operate with any governmental, regulatory, private authority or body;
- v) to encourage and assist in research, investigations, surveys and inquiries into issues, matters and practices affecting the conduct of business at Lloyd's and to hold, associate with and promote conferences and meetings to discuss the same;
- vi) to work with Lloyd's to promote the highest standards of behaviour, inclusion and diversity within the market.
- vii) to liaise with Lloyd's, other market associations, and other parties, as necessary.
- viii) to participate in and influence cross-market initiatives (e.g. London Market Group, Placing Platform Limited, etc.); and
- ix) to do all such other things as the Board thinks desirable or for the benefit of the LMA.

9.2 The Board will approve:

- i) the LMA strategy and objectives;
- ii) the LMA budget;
- iii) material market service contracts;
- iv) the cessation of membership of an LMA member as set out in the LMA Articles;
- v) the calling of Extraordinary General Meetings;
- vi) the appointment of a Chief Executive;
- vii) the appointment of selected directors;
- viii) the appointment of independent advisors;
- ix) amendments to these Terms of Reference (see 12.2)

10 CHAIR AND SECRETARY

10.1 There shall be a Chairperson of the LMA Board who shall be elected in accordance with 10.2 and 10.3.

10.2 At the commencement of or during the Chairperson's last year of tenure, the Board may elect a Chair-elect who shall take over as Chairperson when the incumbent Chairperson's tenure ends provided that the Chair-elect fulfils all requirements for a Chairperson at that time.

10.3 The Chair and, when applicable, the Chair-elect shall be elected by the Board and for this purpose executive directors and directors who hold office by co-option shall not have a vote. Any period as Chair-elect will not count towards the maximum period of time that the Chairperson serves.

10.4 The Chairperson shall preside at every Board meeting. Should the Chairperson not be present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be Chairperson of the meeting.

10.5 Duties of the Chairperson:

- i) The Chairperson shall oversee the efficient and effective operation of the Board in accordance with these Terms of Reference.
- ii) The Chairperson shall, in fulfilling their duties, use their best endeavours to act independently with due regard for the interests of all Full Members, and in accordance with any legal or regulatory requirements.
- iii) In particular, the Chairperson (with the assistance of the Secretary) shall ensure that the Board conducts its business in accordance with the requirements of all applicable competition laws.

10.6 There shall be a Secretary who shall be an employee of the LMA.

10.7 Duties of the Secretary:

- i) The Secretary shall be responsible for the efficient administration of the Board, including the convening of meetings, preparation and circulation of agendas and minutes, and reporting and timely follow-up of agreed actions.
- ii) The Secretary shall monitor compliance by the Board with the LMA's Competition Compliance Guidelines, bringing any potential breaches to the attention of the Chairperson and Chief Executive and Legal Director.

11 NOTICE OF MEETINGS

11.1 Reasonable notice of Board meetings shall be given to directors, but a meeting may be called at short notice in circumstances which the Chairperson considers exceptional.

11.2 In addition, a schedule of planned meetings shall be notified annually.

11.3 The Secretary, on request of any Board member, shall convene a meeting of the Board.

12 PROCEEDINGS OF MEETINGS

12.1 With the exception of any vote concerning any amendment to these Terms of Reference (see 16.2), whenever necessary, questions arising at meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson shall have a second or casting vote, except for any vote concerning election of the Chairperson.

12.2 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

12.3 A resolution in writing signed by all the directors entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in the like form each

signed by one or more directors in which event the resolution shall be deemed passed upon notification (by any means) of signature to the registered office or the secretary of the LMA. For these purposes a document approved by electronic mail addressed to the LMA shall be deemed signed by the person giving that approval.

13 MEETING ADMINISTRATION

- 13.1 A copy of the draft minutes of every meeting of the Board shall be sent as soon as reasonably practicable to every member of the Board. The minutes remain in draft until adopted at a quorate meeting of The Board.
- 13.2 Adopted minutes shall be retained indefinitely by the LMA and shall be made available to the LMA's Auditors on request.
- 13.3 Venue, material, equipment and secretarial facilities will be arranged and provided by the LMA.

14 QUORUM AND ATTENDANCE

- 14.1 The quorum for a meeting of the Board shall be eight of its members, one of which shall be the Chief Executive or other executive director of the LMA. The Chief Executive and other executive directors shall, collectively, be counted as one for the purposes of determining whether a meeting is quorate.
- 14.2 If, at any point during proceedings, the Board is not quorate, the continuing directors may act notwithstanding any vacancies in their number, only for the purpose of filling vacancies or of calling a general meeting.
- 14.3 All directors are expected to attend meetings whenever possible. Directors must attend at least 50% of scheduled meetings.
- 14.4 It shall not be necessary for the purpose of a Board meeting that all participants be present at the same place provided that the directors counted in the quorum are all in contact for the purpose of the meeting whether in person or by telephone, video-conference, or other instantaneous means of communication.

15 REVIEW OF TERMS OF REFERENCE

- 15.1 These Terms of Reference shall be reviewed at least every three years.
- 15.2 Amendments to these Terms of Reference must be agreed by both a majority of the standing directors and a majority of the selected directors.
- 15.3 These Terms of Reference shall be published on the LMA website shortly after each review.

16 DATA PROTECTION

- 16.1 The LMA and its members are committed to full compliance with all applicable laws and regulations, including strict compliance with applicable data protection laws.
- 16.2 Board members consent to the contents of Board meetings, including what was said by them, to be recorded both digitally and in writing.
- 16.3 Board members consent to having basic information recorded for the effective running of meetings, including but not limited to, name, contact details (including telephone and work email address), job title and company worked for.
- 16.4 The LMA may at times pass these details to regulators, or to other parties where required by law, regulation, or court order.
- 16.5 The LMA may also pass these details to members of the market or the wider insurance community for the purpose of facilitating communications and better relations between parties. However, the LMA will not do so without first notifying the relevant Board members.
- 16.6 The LMA processes and holds personal data in accordance with its data protection policy.

17 APPOINTMENT OF PROFESSIONALS

- 17.1 When a Board member considers that there is the necessity to appoint a professional to attend meetings, the following procedure must be adopted (unless agreed otherwise by the Chairperson or Chief Executive) in selecting and appointing the professional:
 - 17.1.1 each Board member may recommend relevant subject matter professionals;
 - 17.1.2 the Secretary will assess whether there are other appropriate professionals to propose;
 - 17.1.3 the Secretary will assess the qualifications of the proposed professionals, contact them to assess interest and shortlist three suitable candidates (if available) to propose to the Committee;
 - 17.1.4 the shortlisted candidates will have the opportunity either to present their credentials to the Board in person or their CV will be presented, following which, one professional will be selected;
 - 17.1.5 the selected professional will be appointed to the Board, on a 'by invitation' basis, for a period of up to two years;
 - 17.1.6 at the expiry of this term, the Board is required to repeat the appointment process and consider alternative candidates;



- 17.1.7 the Board can, by majority vote, revoke the appointment at any time;
 - 17.1.8 in selecting the professional, the Board shall ensure that they give due regard to the Charter and, in particular, consider diversity.
- 17.2 The appointed external professional will:
- 17.2.1 give informal advice, insight, and opinion on Board matters, for the benefit of the Board and the market;
 - 17.2.2 not be required to give formal advice on any matter, other than by agreement (and subject to a formal contractual appointment by the LMA for that advice);
 - 17.2.3 have no formal obligations to the Board, beyond their normal professional standards and the requirement to strictly comply with competition law, these Terms of Reference (including confidentiality provisions) and all other applicable laws and regulations at all times;
 - 17.2.4 be required to attend a minimum of 50% of scheduled Board meetings per year or the number of meetings requested by the Board if less - if this requirement is not met, the Board is entitled to revoke the appointment;
 - 17.2.5 attend other meetings (e.g., working groups, market forums) by agreement;
 - 17.2.6 be entitled to refer to their appointment in their professional literature, CV, website, biography, published work etc. but will be required to agree with the LMA any suggestion that the LMA endorses their work outside LMA events.
- 17.3 No lawyer will be appointed to the Board or carry out work on behalf of the Board, without the prior agreement of the Legal Director.
- 17.4 All legal advice provided by any lawyer to the Board (whether fee paid or not) and including advice from the Legal Director shall be confidential and subject to Legal Advice Privilege and should not be discussed outside of the Board without approval of the Legal Director.

APPENDIX

Nominations and Governance Committee

- 18.1 The Nominations and Governance Committee shall comprise of at least one standing director, at least one medium member group director, at least one smaller member group director and at least one independent advisor.
- 18.2 The Chief Executive is a permanent attendee of the committee and will participate in all meetings to provide expertise and insights. Permanent attendees do not hold voting rights.
- 18.3 Appointments to the Nominations and Governance Committee are made by the Board on the recommendation of the Nominations and Governance Committee and shall be for a period of up to three years, which may be extended for up to two additional three year periods, provided the director still meets the criteria for membership of the committee.
- 18.4 If any member of the Nominations and Governance Committee is conflicted in relation to a decision and a quorum cannot be achieved without the conflicted member, the conflicted member may appoint an alternate to participate in the decision. The alternative must be an equivalent LMA Executive Board member, standing director, medium member group director or smaller member group director who is not conflicted in relation to the matter being considered. The Independent Advisor may appoint the Chair of the Board as an alternate in this respect.
- 18.5 Any appointment of an alternate must be effected by notice in writing to the Nomination and Governance Committee.
- 18.6 Only members of the Nominations and Governance Committee (or their alternates) and permanent attendees have the right to attend Nominations and Governance Committee meetings. However, any other individuals may be invited by the Chairperson to attend for all or part of any meeting, as and when appropriate.
- 18.7 The independent adviser shall act as the Chairperson.
- 18.8 The Board Secretary shall act as Secretary to the Nominations and Governance Committee and shall provide administrative support similar to that provided to the Board.
- 18.9 Save any meetings required to constitute the Nominations and Governance Committee, the quorum for a meeting of the Nominations and Governance Committee shall be at least two standing or selected directors (or their alternates) and one independent advisor.
- 18.10 The Nominations and Governance Committee shall meet as and when required, but at least annually.
- 18.11 Reasonable notice of Nominations and Governance Committee meetings shall be given to members of the Nominations and Governance Committee, but a meeting may be called at short notice in circumstances which the Chairperson considers exceptional.
- 18.12 The Secretary shall minute the proceedings and decisions of all Nomination and Governance Committee meetings, including recording the names of those present and in attendance.
- 18.13 The purpose of the Nominations and Governance Committee is:
- i) to search for, and identify, candidates for the Chairperson, Chief Executive, selected directors and, when applicable, the Chair-elect, considering their knowledge, experience and standing in the market, and recommend their appointment to the Board for approval, whilst considering the need to promote all aspects of Board diversity;
 - ii) to consider and approve proposals from any of the twelve largest Full Members by Managed Capacity to change the standing director representing the proposing Full Member during the proposing Full Member's period of tenure, whilst considering the need to promote all aspects of Board diversity. Unless a valid objection is raised by the Board within one week of the proposal being circulated, the proposed standing director will be deemed appointed. If a valid objection is received, the appointment process will be revisited.
 - iii) to confirm a Chair-elect's continued suitability to assume the role of Chairperson, prior to approval as Chairperson by the Board. Should the Chair-elect no longer be deemed suitable, the Nominations and Governance Committee shall commence a fresh search for a Chairperson.
 - iv) to ensure plans are in place for orderly succession to the Board and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the company and the skills and expertise needed on the Board in the future.

18.14 The Nominations Committee shall oversee a Board Effectiveness Review on an annual basis.

18.15 The Board Effectiveness Review shall consider at least:

- 18.15.1 the Board's progress against objectives/priorities;
- 18.15.2 Board members' attendance;
- 18.15.3 Board members' contribution;
- 18.15.4 the effectiveness of the Secretary, Board, and the Chairperson;
- 18.15.5 the diversity of Board membership;
- 18.15.6 the extent to which the Board has complied with its Terms of Reference.

Finance, Remuneration and Operations (FRO) Committee

- 19.1 The FRO Committee shall comprise of the Finance Director plus at least one standing director and at least one selected director.
- 19.2 The Chief Executive and an independent adviser shall be permanent attendees of the FRO Committee and will participate in all meetings to provide expertise and insights. Permanent attendees do not hold voting rights.
- 19.3 The Chief Executive and the Finance Director cannot attend, nor participate in, any discussion regarding their own remuneration.
- 19.4 Appointments to the FRO Committee are made by the Board and shall be for a period of up to three years, which may be extended for up to two additional three year periods, provided the member of the FRO Committee still meets the criteria for membership of the FRO committee.
- 19.5 If any member of the FRO Committee is conflicted in relation to a decision and a quorum cannot be achieved without the conflicted member, the conflicted member may appoint an alternate to participate in the decision. The alternative must be an equivalent LMA Executive Board member, standing director, medium member group director or smaller member group director who is not conflicted in relation to the matter being considered.
- 19.6 Any appointment of an alternate must be effected by notice in writing to the FRO Committee.
- 19.7 Only members of the FRO Committee (or their alternates) and permanent attendees have the right to attend FRO Committee meetings. However, any other individuals may be invited by the Chairperson to attend for all or part of any meeting, as and when appropriate.
- 19.7 Those present at a quorate meeting of the FRO Committee shall decide which of them shall act as Chairperson.
- 19.8 The Board Secretary shall act as Secretary to the FRO Committee and shall provide administrative support similar to that provided to the Board.
- 19.9 Save any meetings required to constitute the FRO Committee, the quorum for a meeting of the FRO Committee shall be at least two standing or selected directors (or their alternates).
- 19.10 The FRP Committee shall meet as and when required, but at least annually.
- 19.11 Reasonable notice of FRO Committee meetings shall be given to members of the FRO Committee, but a meeting may be called at short notice in circumstances which the Chairperson considers exceptional.
- 19.12 The Secretary shall minute the proceedings and decisions of all FRO Committee meetings, including recording the names of those present and in attendance.
- 19.13 The purpose of the FRO Committee is:
 - i) to consider and review the budget of the LMA;
 - ii) to review the LMA's accounts and recommend for approval to the Board
 - iii) to review the LMA auditors and recommend for (re)appointment to the Board;
 - iv) to review and approve the LMA's risk register on an annual basis;
 - v) to discuss with, and provide guidance to, the Chief Executive on operational matters pertinent to the internal functioning of the LMA, including remuneration and benefits of LMA employees and internal restructuring, etc.; and
 - vi) to determine the overall compensation package of the Chief Executive, including salary and other emoluments.