

Transformation Committee – Terms of Reference

1. Constitution

- 1.1. The Transformation Committee is constituted as a committee of the Board of the Financial Ombudsman Service Limited.
- 1.2. It has been established on a time-limited basis, for an initial period of up to two years, and its ongoing need will be subject to periodic review.
- 1.3. The committee's terms of reference (ToR) may be amended at any time by the Board.

2. Authority

The committee is authorised by the Board to:

- 2.1. Undertake business within its ToR.
- 2.2. Seek any information it requires from any employee (all employees are directed to cooperate with any request made by the committee).
- 2.3. Obtain external legal or other professional advice.
- 2.4. Secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

3. Membership

- 3.1. The committee shall be appointed by the Nomination Committee from amongst the Board membership and shall consist of not less than three members.
- 3.2. The chairman of the committee shall be appointed by the Nomination Committee. In the absence of the committee chairman, the remaining members present shall elect one of their number to chair the meeting.
- 3.3. The Board secretary will provide secretariat support to the committee.

4. Meetings

- 4.1. Meetings shall be held at least three times a year at appropriate times during the course of the transformation programme, with additional meetings as required.
- 4.2. The quorum necessary for the transaction of the business of the committee shall be at least two committee members.
- 4.3. Only members of the committee have the right to attend committee meetings. Other individuals, including other Board, executive and staff members, may be invited to attend all or part of any meeting as and when appropriate.
- 4.4. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and the supporting papers, shall be forwarded to each member of the committee and any other person required to attend, no later than five working days before the date of the meeting.

5. Minutes of meetings

5.1. The Board secretary shall minute the proceedings and decisions of all committee meetings, including the names of those present.

5.2. Where possible, the minutes shall be prepared for the chair's review within five working days of the meeting.

5.3. The chair will provide an oral update on committee business at the next Board meeting and minutes will be shared, once approved.

6. Responsibilities

The committee shall:

6.1. Steer the transformation programme taking forward the recommendations from the Periodic Review.

6.2. Provide strategic oversight and act as a sounding Board and provide challenge and support.

6.3. Ensure that all transformation activities are directly aligned to the outcomes required to deliver the recommendations from the Period Review.

6.4. Review progress of key deliverables and benefits realisation against programme milestones and key performance indicators.

6.5. Review transformation programme key risks and mitigating steps.

6.6. Undertake risk-based deep dives, as appropriate, to gain assurance in relation to key aspects of the transformation programme.

6.7. Scrutinise business cases and expenditure in line with the financial delegation framework and make recommendations for approval by the Board, as appropriate.

7. Approval and reporting procedures

The committee shall:

7.1. Make recommendations to the Board on matters requiring Board approval.

7.2. Make recommendations to the Board on any area within its remit where action or improvement is needed.

7.3. Produce an annual report on its activities for submission to the Board and for inclusion in the Directors' annual report.

8. Other matters

The committee shall:

8.1. Have access to sufficient resources to carry out its duties, including access to the company and Board secretariat for assistance, as required.

8.2. Receive appropriate and timely training, both in the form of an induction programme for new members, and on an ongoing basis for all members.

8.3. Oversee any investigation of activities which are within its ToR.

8.4. Review its performance, constitution and ToR periodically (at least annually), and put forward any changes to its ToR to the Board for approval.