

## DERBYSHIRE PENSION BOARD

### Terms of Reference

#### 1. INTRODUCTION

This document sets out the terms of reference for the Derbyshire Pension Board (the Board). The Board will exercise all its powers and duties in accordance with the law and (subject to that), these Terms of Reference.

Derbyshire County Council (the Council) is required to maintain a local pension board to assist the Council in its role as the administering authority of Derbyshire Pension Fund, part of the Local Government Pension Scheme (the LGPS).

The Board was set up in 2015, in accordance with the requirements of Section 5 of the Public Service Pensions Act 2013 and Regulation 106 of the Local Government Pension Scheme Regulations 2013 (2013 LGPS Regulations). Regulation 106 was published in January 2015 as part of the Local Government Pension Scheme (Amendment) (Governance) Regulations 2015.

The Board operates independently of the Council's Pensions and Investments Committee (the Committee) which is responsible for the management and administration of the Fund on behalf of the Council.

The role of the Board is to support the Committee in discharging the Council's statutory functions under the Local Government Pension Scheme Regulations and associated pension legislation in relation to the Fund.

The Local Government Pension Scheme (LGPS) Regulations refer to Scheme Managers of LGPS funds; Derbyshire County Council is the Scheme Manager of Derbyshire Pension Fund.

#### 2. FUNCTIONS OF THE BOARD

The function of the Board as set out in Regulation 106 of the 2013 LGPS Regulations is to assist the administering authority:

(a) to secure compliance with:

- the 2013 LGPS Regulations
- any other legislation relating to the governance and administration of the LGPS and any connected scheme

- any requirements imposed by the Pensions Regulator in relation to the LGPS and any connected scheme

(b) to ensure the effective and efficient governance and administration of the Scheme and any connected scheme

The Council considers that assisting the administering authority means providing oversight of the matters listed above; accordingly, the Board may make recommendations to the Committee to assist in the management of the Fund. The oversight of the Fund's governance is considered to include oversight of the governance of funding and investment matters.

The Board may determine the areas of compliance, governance and administration in relation to the management of the Fund that it wishes to consider; it will also undertake work requested by the administering authority in relation to the management of the Fund.

Under the 2013 LGPS Regulations, the Board also has the power to do anything which is calculated to facilitate, or is conducive or incidental to, the discharge of any of its functions.

In order to carry out their role effectively, members of the Board are entitled to attend all parts of Pensions and Investments Committee meetings, including the part of the meeting when items covered by exempt/confidential information procedures under the Local Government Act 1972 are considered.

The Board will provide recommendations to the Committee with respect to governance documents and procedures it has reviewed to assist the Committee with its decision making.

### **3. COMPOSITION OF THE BOARD**

#### **Membership**

The Board shall consist of four voting Board Members, as follows:

- two Member Representatives; and
- two Employer Representatives.

There shall be an equal number of Member and Employer Representatives.

#### **Member Representatives**

Member Representatives shall either be members of the Fund or have the capacity to represent such members.

All active, deferred and pensioner scheme members will be invited, via the Fund's website, to submit applications to join the Board. A selection process will be carried out by the administering authority in conjunction with the Chair of the Board to appoint the Member Representatives.

Member Representatives should be able to demonstrate their capacity to attend, and complete the necessary preparation for, meetings and participate in training as required.

### **Employer Representatives**

Employer Representatives shall be officers or elected members of employers of the Fund or have the capacity to represent employers of the Fund.

No officer or elected member of the Council who is responsible for the discharge of any function under the LGPS Regulations (other than functions required of duly-appointed members of the Board) may be a member of the Board.

All of the Fund's employers will be invited to nominate one representative to represent employers on the Board. A selection process will be carried out by the administering authority in conjunction with the Chair of the Board to appoint the Employer Representatives.

Employer Representatives should be able to demonstrate their capacity to attend and complete the necessary preparation for meetings and participate in training as required.

### **Chair of the Board**

The Council may appoint one Independent Member who, if appointed, shall be the Chair and shall not be entitled to vote. The Independent Member must be neither an Employer nor a Member Representative.

Where the Council does not appoint an Independent Chair, the office of Chair must be filled alternately from municipal year to year by an Employer Representative and a Member Representative.

The Chair of the Board shall:

- ensure that the Board carries out the functions set out in these Terms of Reference
- develop a work plan for the Board in conjunction with officers of the Council
- determine the agenda for meetings of the Board in conjunction with officers of the Council
- ensure that meetings of the Board are productive and effective and that opportunity is provided for the views of all Board members to be expressed and considered
- prepare a draft Annual Pension Board Report in conjunction with officers of the Council, for consideration by the Board

The decision of the Chair on all points of procedure and order shall be final.

### **Term of Office – Chair**

Any Independent Representative's term of office will be determined by separate terms agreed by the Scheme Manager and will be subject to ongoing review as defined in those terms.

### **Terms of Office – Employer and Member Representatives**

Employer and Member Representatives are appointed for a period of four years. Former or existing members of the Board may be reappointed for further terms following a selection process.

An employer representative appointment will automatically cease if the individual is no longer in the employment of that employer or no longer an elected member of that employer.

An appointment will automatically cease if:

- a Board Member no longer meets the eligibility criteria
- a Board Member has a conflict of interest which, in the opinion of the Council, cannot be managed in accordance with the Pension Fund's Conflicts of Interest Policy
- a Board Member wishes to resign and has given one month's notice in writing to the Council (Director of Legal Services).

If a Board Member fails, without reasonable excuse, to attend meetings or otherwise comply with the requirements of being a Board Member, for example fails to attend the necessary knowledge and understanding training, then the tenure of membership will be reviewed by the other Board Members in liaison with the Council.

## **4. DECISION MAKING, ADMINISTRATION AND REPORTING**

### **Notice of Meetings, Agendas and Minutes**

The Scheme Manager shall agree the agenda of each Pension Board meeting with the Chair of the Board and shall give notice to all Board Members of every meeting of the Board, ensuring that all meeting papers are circulated to Board members at least 5 working days prior to each meeting. Additional items may be added to the agenda at a later date with the consent of the Chair. Minutes of Board meetings shall be circulated to the Chair of the Board for draft approval within 10 working days and then circulated to the remaining Board members for formal approval at the following Board meeting.

### **Location and Timing of meetings**

The Board shall as a minimum meet twice each municipal year. The meetings shall normally be held at County Hall in Matlock but can be held virtually if appropriate.

### **Quorum and Appointment of Proxies**

A meeting of the Board is quorate when at least one Member Representative and one Employer Representative and, if appointed, the Independent Chair are present.

If the Independent Chair is unable to attend the meeting, the meeting will be quorate when at least three other members of the Board are present. In these circumstances, the other members of the Board will appoint one of their number to chair the meeting. The member chairing the meeting in this circumstance will retain his or her right to vote.

All members of the Board are expected to attend meetings regularly and records of attendance of all members will be maintained. If for any reason a Board Member cannot attend a Board meeting, he or she is not permitted to send a proxy or substitute in his or her place to attend and vote at the meeting.

### **Voting and Decision-making**

A decision will require the approval of a majority of Board Members present at the meeting.

An Independent Member does not have a voting right.

## **5. BUDGET**

The Board will be provided with adequate resources to fulfil its role.

### **Fees**

Payments to any Independent Member will be in accordance with the terms of their contract.

It is anticipated that the employers of representatives on the Pension Board will allow their employees time off to allow the representatives to perform the role within their normal working day.

### **Expenses**

The expenses of Board members shall be in accordance with the Council's normal policies and the expenses of the Board shall be met from the Fund.

## **6. STANDARDS OF CONDUCT & CONFLICTS OF INTEREST**

The members of the Board shall always act within the relevant legislative and regulatory requirements and, subject to these, within these Terms of Reference and in accordance with the Council's Code of Conduct for Members which is consistent with the 'Seven Principles of Public Life' (known as the Nolan Principles) and the Pension Fund's Conflict of Interest Policy.

Though members of the Board include representatives of specific categories of stakeholder (i.e. scheme members and employers) each Board member is required to have due regard to the role of the Board as outlined in these Terms of Reference. Accordingly, all members are expected to work jointly with the key purpose of oversight of the management of the Scheme, putting aside any individual views of any stakeholders. This should not prevent Board members

from sharing their knowledge on how matters might impact on specific stakeholders of the Scheme.

The Board must be satisfied that it is acting in accordance with the relevant legislative and regulatory requirements and (so far as practicable) also within:

- the conflicts of interest requirements of the Public Service Pensions Act 2013 and the Local Government Pension Scheme Regulations
- in the spirit of any national guidance or Code of Practice in relation to conflicts of interest
- the Pension Fund's Conflict of Interest Policy

Each member of the Board, or a person proposed to be appointed to the Board, (as well as attendees participating in the meeting) must provide the Council with such information as is required for the purposes of demonstrating that there is no conflict of interest or that any conflict can be managed appropriately

## **7. KNOWLEDGE & SKILLS**

In accordance with the Public Service Pensions Act 2013 and The Pensions Regulator's Code of Practice No. 14 there is a requirement for members of the Board to have knowledge and understanding of the following areas:

- The LGPS rules e.g. eligibility for the scheme and scheme benefits
- Documented administration policies
- The law relating to pensions so far as relevant to the Fund

Pension Board members' breadth of knowledge and understanding should be sufficient to allow them to understand fully and challenge any information or advice they are given.

The Fund has developed a Training Policy to support members of the Pensions and Investments Committee and the Board, and senior officers in performing and developing personally in their individual roles, with the aim of ensuring that the Fund is managed by individuals who have the appropriate levels of knowledge and skills.

Members of the Board are required to comply with the Fund's Training Policy.

## **8. COMMUNICATION & REPORTING**

One of the Fund's core objectives is to deliver clear, timely and relevant communications to all stakeholders. The Board shall ensure that the following up to date information is included on the Fund's website:

- The names of Board Members
- A Board email contact address
- The role of the Board as set out in these Terms of Reference
- How scheme members and employers are represented on the Board

- These Terms of Reference
- A summary of business covered at Board meetings
- The Board's Annual Report

The Board's Annual Report, detailing the activities of the Board over the previous year, will be published as part of the Pension Fund Annual Report which is reported to the Pensions & Investments Committee ahead of publication. The Board's Annual Report will also include:

- board attendance
- membership and training details
- any declared conflicts of interest
- the cost of running the Board
- the work plan for the year ahead

The Board will be accountable to report under the relevant provisions of the Pensions Act 2004, the 2013 LGPS Regulations and other relevant LGPS Regulations.

Any recommendations or concerns should be reported, in the first instance, to the Chair of the Committee. Where the Board is concerned that any recommendations or concerns have not been properly dealt with by the Committee, the matter should be escalated to the Council's Monitoring Officer and/or the Section 151 Officer (as appropriate).

If despite having followed these internal escalation routes, the Board has remaining concerns, they should be reported to the appropriate external body (e.g. the LGPS Scheme Advisory Board or the Pensions Regulator).

In addition to developing the Board's Annual Report, the Board shall prepare a report for Committee on its activities part-way through the year. When circumstances permit, the Chair of the Board shall meet with the Chair of the Committee at least once a year to discuss Board/Committee matters.

## **9. REVIEW**

These Terms of Reference shall be reviewed on each material change to the legislation covering local pension boards and at least every three years.