

SCHEDULES

SCHEDULE 1

Regulation 4

Pension Board

Composition of the Pension Board

1.—(1) The composition of the Pension Board (the Board) is to be determined from time to time by the scheme manager—

- (a) having regard to the nature of the matters on which the Board may be required to assist;
- (b) having regard to the desirability of securing the effective and efficient governance and administration of—
 - (i) the scheme, and
 - (ii) any statutory pension scheme that is connected with it: and
- (c) must include representatives of employers and representatives of scheme members (see section 5(7) of the 2014 Act) in equal numbers.

(2) The members of the Board are to be appointed by the scheme manager.

(3) The scheme manager cannot appoint a person to be a member of the Board unless that the person does not have a conflict of interest.

Terms of office of members

2.—(1) The duration of the term of office of each member of the Board is to be determined by the scheme manager on appointment.

(2) No person may hold office as a member of the Board for more than an aggregate of nine years during any continuous period of twelve years.

Disqualification from appointment as a member

3.—(1) A person is disqualified from appointment as a member of the Board in any of the circumstances set out in sub-paragraph (2).

(2) Those circumstances are if that person—

- (a) has a conflict of interest;
- (b) has at any time been convicted of an offence involving dishonesty or deception in the United Kingdom and the conviction is not a spent conviction;
- (c) has at any time been convicted of an offence in the United Kingdom, and—
 - (i) the final outcome of the proceedings was a sentence of imprisonment or detention, and
 - (ii) the conviction is not a spent conviction;

(d) has at any time been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission for Northern Ireland or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity—

- (i) for which the person was responsible or to which the person was privy, or
 - (ii) which the person by the person's conduct contributed to or facilitated,
- from being concerned with the management or control of any body;
- (e) has at any time been removed under—
- (i) section 7 of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990⁽¹⁾ (powers of Court of Session to deal with management of charities), or
 - (ii) section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (powers of the Court of Session),
- from being concerned with the management or control of any body;
- (f) has at any time been removed from office as chair, member, convenor or director of any public body on the grounds, in terms, that it was not in the interests of, or conducive to the good management of, that body that the person should continue to hold that office;
- (g) at any time has been adjudged bankrupt or sequestration of the person's estate has been awarded, and—
- (i) the person has not been discharged, or
 - (ii) the person is subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order under Schedule 2A to the Insolvency (Northern Ireland) Order 1989⁽²⁾ (bankruptcy restrictions order and undertaking);
- (h) has at any time made a composition or arrangement with, or granted a trust deed for, the person's creditors and the person has not been discharged in respect of it;
- (i) is subject to—
- (i) a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986⁽³⁾, or
 - (ii) a disqualification order or disqualification undertaking under the Company Directors Disqualification (Northern Ireland) Order 2002⁽⁴⁾;
- (j) has at any time been convicted of an offence elsewhere in the United Kingdom and the scheme manager is satisfied that the person's presence on the Pension Board would be liable to undermine public confidence in the governance, management or administration of—
- (i) the scheme, or
 - (ii) any statutory pension scheme that is connected with it.

Appointment, term of office and cessation of office of the chair

4.—(1) The scheme manager is to appoint the chair of the Board.

(2) If the person appointed is not already a member of the Board, by virtue of the appointment, the person becomes a member of the Board.

(3) The term of office of a member of the Board as chair is to be determined by the scheme manager on appointment of the member as chair, but it must be for a period that is no longer than the period between the chair's date of appointment as chair and the date on which the chair's term

(1) 1990 c.40. Section 7 was repealed by section 104 of, and paragraph 7(b) of Schedule 4 to, the [Charities and Trustee Investment \(Scotland\) Act 2005 \(asp.10\)](#)

(2) 1989/2405 (N.I. 19) Schedule 2A was inserted by the Insolvency (Northern Ireland) Order 2006 S.I. 2006/1455 (N.I. 10) Article 13(2) and Schedule 5

(3) 1986 c.46

(4) 2002/3150 (N.I. 4)

of office as a member is due to expire (irrespective of whether or not they are thereafter reappointed as a member).

- (4) A member serving as chair shall cease to be chair—
 - (a) on ceasing to be a member;
 - (b) if the member resigns as chair, which the member may do at any time by giving a minimum of six months' notice (or such shorter period as the scheme manager is prepared to accept) in writing to the scheme manager;
 - (c) if the member's membership of the Board is suspended by the scheme manager.

Voting and quorum

- 5.—(1) Only the following members of the Board are entitled to vote at meetings of the Board—
 - (a) members who are representatives of employers;
 - (b) members who are representatives of scheme members;
 - (c) the chair in the event of an equality of votes by those mentioned in sub-paragraphs (a) and (b).
- (2) The quorum of the Board—
 - (a) is the lowest whole number of members which is equal to or exceeds two thirds of the total number of members of the Board entitled to vote;
 - (b) must include the chair.

Conflicts of interest

- 6.—(1) The scheme manager must, from time to time, be satisfied that none of the members of the Board has a conflict of interest.
- (2) For the purpose of enabling the scheme manager to be satisfied that a person referred to in sub-paragraph (3) does not have a conflict of interest, that person must provide the scheme manager with such information as the scheme manager reasonably requires.
- (3) Those persons are—
 - (a) a member of the Board;
 - (b) a person proposed to be appointed by the scheme manager as a member of the Board.

Information

- 7.—(1) The information about the Board required to be published by section 6 of the 2014 Act (Pension board: information) must additionally include a statement in relation to each member of the Board setting out any financial or other interest not being a conflict of interest but which has the potential to constitute a conflict of interest in the future.
- (2) The obligation to include a statement mentioned in sub-paragraph (1) may be satisfied in whole or in part by the publication of any information provided to the scheme manager for the purposes of paragraph 6(2).