

INVESTMENT COMMITTEE - TERMS OF REFERENCE

1. Purpose

1.1 Council has established an Investment Committee, under delegated powers from the Council with the remit set out below:

- To recommend to Council an Investment Policy, including risk appetite, ethical and sustainability considerations;
- To recommend to Council the appointment and removal of investment managers;
- To approve the fees and terms of engagement of investment managers;
- To ensure that any investment of assets is in line with the Investment Policy;
- To monitor:
 - the performance of the GOC's assets;
 - the performance of the investment managers, including their compliance with risk appetite;
 - the appropriateness and adequacy of the investment information presented to the Committee and Council; and
 - external risk factors, including climate change and economic shocks;
- To maintain oversight of operational governance arrangements regarding investments;
- To assure Council that that long-term financial forecasts, reserves and anticipated draw down needs are reflected in the instructions to the investment managers;
- To keep the Investment Policy and any associated guidelines under review;
- To ensure that all policies and work within the committee's remit take account of and promote the GOC values and commitment to equality, diversity and inclusion.

2. Membership, Chair, Secretary and Quorum

2.1 The Committee will have up to three members. The quorum necessary for the transaction of business will be two members. In the instance of a tied vote, the Chair will have the casting vote.

2.2 The Chair will be appointed by Council for a fixed period of four years, extendable by one further reappointment for up to four years. Remaining members will be appointed by Council, in consultation with the Committee Chair, for a fixed period of four years, extendable by one further reappointment for up to four years.

2.3 The Chair of Council and members of the Senior Management Team¹ may attend and speak at meetings of the Committee. Others may be called upon to attend and speak at the invitation of the Chair of the Committee.

3. Frequency and Notice of Meetings

3.1 The Committee will meet at least once during each financial year.

3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will 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.

4. Minutes of Meetings

4.1 The secretary will minute the discussion, decisions and actions of all meetings of the Committee, including recording the names of those in attendance.

4.2 Minutes of Committee meetings will be circulated promptly to all members of the Committee once agreed by the Committee Chair and formally approved at the following meeting.

5. Accountability & Reporting Responsibilities

5.1. The Committee is accountable to Council.

5.2. The draft minutes of the Committee meeting will be circulated to the next Strictly Confidential meeting.

6. Other

6.1. The Committee will review its effectiveness, including how it is performing against its terms of reference, on an annual basis and report the results to Council.

6.2. The Committee will review its terms of reference every three years and recommend any changes it considers necessary to Council for approval.

7. Authority

7.1 The Committee is authorised by Council to seek such information as it may reasonably require from any employee or member of Council to fulfil its remit.

¹ All Directors reporting to the Chief Executive and Registrar.