

TERMS OF REFERENCE FOR THE PERFORMANCE REVIEW COMMITTEE

Committee Purpose:

- **To review, on behalf of the Board, operational performance since the last meeting and consider the key things for the next period, including any areas requiring recovery.**
- **Providing an opportunity for Committee members to engage with the wider senior leadership team, to assist with the development of the senior leaders, and to enable Committee members to provide direct recognition of good performance.**
- **To provide a forum for ideas, concerns and advice from Committee members, to be expressed to the management team for consideration, with the aim of helping improve organisational delivery to achieve top quartile performance sooner.**

1. Membership	
1.1	The Committee membership shall include at least two independent non-executive directors plus the Chair of the Board.
1.2	All Board members have the right to attend Committee meetings, should they so wish. Others may attend the meetings by invitation. Papers will be made available to all Board members, whether or not they attend.
1.3	The Chair of the Committee shall be the Senior Independent Director. In the absence of the Committee Chair at a Committee meeting, the remaining members shall elect one of themselves to chair the meeting.

2. Secretary

2.1 The Company Secretary or his or her nominee shall act as the secretary of the Committee.

3. Quorum

3.1 The quorum necessary for the transaction of business shall be two independent non-executive directors, in addition to the Chair of the Board.

4. Meetings

4.1 Meetings shall be held four times a year, after the receipt of the quarterly C-MeX scores.

4.2 Additional meetings shall be called by the secretary of the Committee at the request of the Committee Chair.

4.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other Non-Executive Directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

5. Reporting Responsibilities

5.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting. In addition, there will be time at each Board meeting dedicated to a further review of delivery.

5.2 The minutes of meetings shall be made available to all members of the Board, unless in the opinion of the Committee Chair it would be inappropriate to do so.

6. Duties

6.1	To review the performance of the business in relation to Performance Commitments and Price Control Deliverables.
6.2	To receive deep dives into specific Performance Commitments and Price Control Deliverables as necessary to enable the Committee to understand the reasons for trends in performance and the rationale for planned improvements.
6.3	To consider whether the performance of the company is aligned with the stated purpose of the company and reflects the needs of those it serves, and to provide support and suggestions for the Executive team in this regard.
6.4	To consider whether decisions made by the business to improve performance have appropriately considered stakeholder needs.
6.5	To consider whether the necessary resources, policies and practices are in place for the company to meet its objectives.

7. Authority

7.1	The Committee is authorised by the Board to receive deep dives on operational performance and to request further information as required, which will be considered by management and the Committee Chair and brought back to the Committee as considered appropriate.
7.2	The Committee is not a forum for executive decision making.