

# The Executive Committee Terms of Reference

KPMG LLP

## 1 Duties of the Executive Committee

The Executive Committee shall deal with the day-to-day activities of the LLP's business, develop and implement business plans, policies, procedures and budgets that have been recommend and approved by the Board, monitor the operating and financial performance of the LLP, prioritise and allocate investment and resources, manage and develop talent and manage the risk profile of the LLP. The Executive Committee shall implement the policy and strategy adopted by the Board and deal with all operational matters affecting the LLP. It shall, of its own motion or at the request of the Board, promptly give or make available to the Board such information, reports and other documents to enable the Board to carry out its duties.

## 2 Composition of the Executive Committee

2.1 The Executive Committee shall comprise:

- (i) The Chair;
- (ii) The COO; and
- (iii) Such other Members as are appointed by the Chair and ratified by Members.

2.2 The Executive Committee members shall report to the Chair and are appointed for such term as they hold their office as the key function and market heads/risks and remain an LLP Officer.

2.3 The Executive Committee will meet, as required, which is expected to be at least once a month in person. Additionally the Chair, or in his absence the COO, may call for additional meetings when considered appropriate.

## 3 Chair of Executive Committee

The chair at meetings of the Executive Committee shall be the Chair if in attendance, or if he/she is not present, the COO (the 'Executive Committee Chair').

## 4 Quorum

4.1 The quorum for any meeting of the Executive Committee shall be two-thirds of its membership, including either the Chair or the COO, at the time of the meeting.

4.2 The members of the Executive Committee may participate in a meeting of the Executive Committee from separate locations by means of conference telephone or other communication equipment which allows those participating to hear each other, and shall be entitled to vote or be counted in the quorum accordingly.

## 5 Executive Committee procedures

Except as otherwise stated in these Provisions, the Executive Committee shall determine its own procedures.

## 6 Executive Committee Resolutions

- 6.1 Other than set out in these Provisions the Executive Committee shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain proposal are equal, the Executive Committee Chair has a casting vote.
- 6.2 Any resolution evidenced in writing or by electronic or voice recognition means, by such member or members of the Executive Committee as would have been necessary to pass such resolution had all members of the Executive Committee been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Executive Committee.

## 7 Matters dealt with by the Executive Committee

- 7.1 The executive management team are responsible for the following matters:
  - 7.1.1 Preparation of the LLP's business plan;
  - 7.1.2 Responsibility for the achievement of budgets and operational plans;
  - 7.1.3 Management and regular review of operational and financial performance of the business;
  - 7.1.4 Responsibility for compliance with KPMG Global policies and relevant regulations;
  - 7.1.5 Ownership for the identification and management of risk across the LLP's business;
  - 7.1.6 To manage the internal controls environment and prepare regular report for presentation to the Audit and Risk Committee;
  - 7.1.7 Responsible for the integrity of management information and financial reporting systems;
  - 7.1.8 Development of LLP's policy guidelines, including the LLP's code of conduct;
  - 7.1.9 Optimisation and allocation of LLP's resources;
  - 7.1.10 Ensuring succession planning is in place; and
  - 7.1.11 Review of the legal structure and propose recommendations to the Board.

## 8 Notice of meetings

The Executive Committee meeting agenda and papers should be circulated at least one week prior to the Executive Committee meeting.

## 9 Documentation, communication and reporting

- 9.1 Minutes of the Executive Committee meetings are to be kept and held at the registered office of the LLP.
- 9.2 The Executive Committee reports to the Board.

**Approved: 5 February 2015**

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