

Hays Pension Scheme

Announcement to Members regarding Member-Nominated Directors

The directors of Hays Pension Trustee Limited, the trustee (“Trustee”) of the Hays Pension Scheme (the “Scheme”), wish to invite nominations to fill the vacancy on the Trustee Board of Directors of the Trustee arising in Spring 2020 and have agreed with Hays plc (the sponsoring employer) the following process for appointing replacement or re-appointing member-nominated directors (“MNDs”).

Background

There are currently seven directors of the Trustee. Three were nominated by the pensioner members and deferred pensioner members (there are no longer any active members), and four are nominated by the sponsoring employer, two of whom are independent, including the Chairman.

All directors are formally appointed by Hays plc, being the sole shareholder of the Trustee Company.

The term of office of one of the current MNDs, Paul Dungate, will expire in March 2020.

Paul Dungate is seeking re-appointment. However, as he has now completed a further two terms of office, the terms of appointment require us to advertise the position to the wider membership.

The new appointment will be for an initial three-year term of office, which may be extended by agreement by one further period of up to three years (to a maximum period of six years), subject to seeking further nominations from the membership.

The Process

The selection of MNDs will follow a two-step process:

Step 1: Every member who is a pensioner or deferred pensioner of the Scheme is invited to nominate either themselves or one other member to act as a director. All nomination forms must be countersigned by another member. The member being nominated is required to submit a short statement (to a maximum 200 words) explaining why he/she wishes to stand and describing the skills and experience he/she will bring to the Board.

Step 2: The Chairman of the Trustee will decide the membership of the nomination committee which will be drawn from the existing directors and comprise at least two existing trustee directors who have benefits within the Scheme. The committee will review the applications and may invite nominated members to an interview or to submit further written information before deciding on new appointments.

The committee may also create a reserve list from which a director may be invited to act in the event of a vacancy arising within the next 12 months.

In the event that no further nominations are received, or if the nominated members do not fulfil the requirements of the Trustee, then a decision will be made on whether to re-appoint the existing MND, or whether the position will remain vacant and will be re-advertised later in the year.

Action Required

If you wish to nominate either yourself or another person, please request a nomination form from the Pensions Manager (see below for contact details). All completed nomination forms should be received by the Pensions Manager by **31 January 2020**.

Outcome of Process

The outcome will be communicated with the next mailing to all members.

Key duties and responsibilities of a Trustee Director

It is important to remember that all the directors must act in the best interest of all the members of the Scheme, regardless of by whom they are nominated. The actions of the directors are governed by the Scheme's Trust Deed and Rules, Company Law, Trust Law and Pensions legislation.

All directors are expected to undertake regular training to develop their knowledge and understanding. Directors attend appropriate training courses, seminars and are expected to read pension-related publications regularly. The Pensions Regulator expects directors to develop and maintain appropriate skills. Directors are also expected to complete The Trustee Toolkit, a web-based learning tool available on the Regulator's website, within 6 months of becoming a Trustee Director.

The Trustee Board usually meets four times each year. In addition, there are a number of sub-committees (relating to investments, legal and administrative matters, member communications and accounting matters), which meet as required. All directors are also expected to sit on one or more sub-committees depending on their areas of expertise and interest.

Directors are expected to attend all the meetings wherever possible and all reasonable expenses will be reimbursed. Meetings are usually held in central London.

If you fall within one of the following categories, you are ineligible to act as a director of the Trustee:

- If you have been convicted of any offence involving dishonesty or deception, unless the conviction is 'spent';
- You are an undischarged bankrupt;
- You have made undischarged arrangements with your creditors;
- You are disqualified from being a company director; or
- You are subject to an order for failing to pay under a county court administration order.

A full explanation will be provided with the nomination form and you will be required to sign a confirmation that you are eligible to stand.

Any questions or thinking of standing for nomination?

This is a brief summary of the formal nomination procedure and of the duties of a director. If you are thinking of making a nomination, please contact Kath Bedford, the Pensions Manager, for a nomination form or to discuss any questions you may have.

Contact details:

Kath Bedford
Pensions Manager
Hays Pension Trustee Ltd
4th Floor
20 Triton Street
London
NW1 3BF

Tel: 020 3978 3189

Email: kath.bedford@hays.com