



## **The Lewis Workplace Pension Trust (‘TLWPT’ or ‘the Scheme’) Investment Sub-Committee Terms of Reference**

### **1. Purpose and objectives**

The Investment Committee (‘the Committee’) was established as a sub-committee of TLWPT Trustee Board (‘the Trustees’). The aim is to provide independent oversight of the investment activities of the Scheme and its investment assets in line with TLWPT Statement of Investment Principles (‘SIP’). Providing technical investment support, assistance and guidance to the Trustees in both their day to day activities and in meeting their strategic investment objectives.

The Scheme’s investment assets represent the underlying members’ pension funds which are invested and managed by the Scheme to generate returns and fund future pension income. It is the long term stewardship of these assets that will be overseen by the Committee.

The Trustees’ express approval is required for any changes to the written investment policy, including the overall financial objective and responsible investment policy; appointments to the Committee and termination or appointment of investment consultants or managers.

These terms of reference may only be changed with permission of the Trustees.

### **2. Roles and responsibilities**

The Trustees are ultimately responsible for the Scheme’s investment strategy, investment objectives and the investment policies they adopt, these are set out in the SIP.

The contents of the SIP are laid down in legislation and include details of the investment objectives, risk tolerance, liquidity requirements, time horizon, responsible investment policy and operational arrangements for implementation, monitoring and reporting. To ensure the Investment Manager complies and interprets the expectations of the Trustees an Investment Directive is agreed with, Lewis Capital Management Limited the appointed Investment Adviser (‘LCM’ or ‘the Investment Adviser’).

The SIP is prepared after consultation with both the investment and legal advisers to the Scheme. The Scheme's sponsoring employer forms part of the Committee and as such is fully involved with the development of the SIP.

The Committee has no delegated powers other than those specified in these Terms of Reference.

Having due regard for member outcomes the Committee shall, in relation to:

- (a) **Investment policy**, determine and agree with the Trustees the Scheme's Statement of Investment Principals ("**SIP**"); and shall monitor the implementation of the Scheme's investment policy and investment procedures.
- (b) **Management reports**, receive investment reports from Lewis Capital Management Limited in a form approved by the Committee.
- (c) **Compliance**, monitor compliance with legislation, rules and regulations affecting the Scheme's investment activities.
- (d) **Monitor** the performance of the default and model portfolio funds against agreed risk-based benchmarks and TCFD risks.
- (e) **Advisers and managers**, consider candidates for appointment as external investment advisers, managers of the Scheme's investments and/or custodians, and to make recommendations to TLWPT Trustees for approval including agreeing remuneration, approving engagement terms; and monitor the performance of such persons.
- (f) **Investment proposals**, consider all investment and divestment proposals. Where Trustee approval is so required, the committee will make recommendations to the Trustee Board in relation to each such proposal.
- (g) **Committee review**, at least once a year, review its own performance, composition and terms of reference to ensure that it is operating effectively and recommend any changes that it considers necessary to the board for approval.
- (h) **Other matters**, investigate any matter or take any other action required by the board.

### 3. Membership

#### Members

The Committee members shall be appointed by TLWPT Trustee Board from time to time and its composition shall be reviewed at least every three years. It shall consist of a minimum of three members; one representative for the Scheme Funder, one representative for the

Investment Adviser, one representative for the Trustees and one representative for the professional trustee (attendance optional). These parties are selected for their specialist knowledge and expertise, across investment and pension legislation.

All members must declare any actual or potential conflicts of interest relevant to the work of the Committee, which shall be recorded in the Minutes accordingly. Members should exclude themselves from any part of a meeting in which they have a material conflict of interest.

## Chair of the Committee

The Trustees are responsible for the appointment and removal of committee members and shall appoint the Chair of the Committee.

The Chair of the committee has responsibility for overseeing the performance of the Committee. Support will be provided by the committee Secretary, who will be responsible for agenda collation, together with tracking and, where necessary, following up any actions arising.

The Chair will appoint a deputy in their absence or if unable to nominate a deputy, the Chairman of TLWPT Trustee Board will deputise.

In the event of prolonged absence of the Chair, the Committee will revert to TLWPT Board for direction.

## Secretary

The Investment Adviser representative (or their nominee, as agreed with the Chair of the Committee) shall be the secretary of the committee.

## External Attendees

External members may be invited to join the Committee should it be considered appropriate and these Terms of Reference will be updated to reflect this as necessary.

## 4. Meetings

The investment committee shall normally meet on a monthly basis. However, additional meetings may be convened at the request of any member of the Committee or by the Scheme Strategist or TLWPT Trustee Board.

Notice of meetings shall be given to all committee members, and papers circulated in advance.

Meetings may be held in person, virtually or by telephone. Matters may also be covered by email where appropriate.

The Committee may also invite such other persons to its meetings to observe, report, answer questions or make presentations, as it deems necessary.

## Quorum

For the transaction of its business, three members of the Committee shall constitute the quorum (“Quorum”). If it is necessary to resolve an issue at a meeting of the Committee by way of a vote, this shall be determined by a majority of the votes of the Members present. The person presiding shall have a second casting vote.

A member may participate in a committee meeting virtually or by telephone and be counted in the quorum.

## Standing Agenda Items

To maintain continuity, the following standing agenda items will be included at each monthly meeting:

- Conflicts of Interest
- Performance of the default and model portfolios against the agreed benchmarks
- Risks associated with investment
- Asset allocation
- Investment Changes
- New Scheme Investments

## Minutes and reporting

Minutes of each meeting will be prepared and circulated to all members of the committee, TLWPT Trustees and any invited attendees, if appropriate, unless a conflict of interest exists.

Minutes and any matters arising will initially be circulated to members by email or ad hoc meeting if necessary and then signed off by the Chair.

Reports to the Trustees will include but are not limited to:

- ▶ Minutes, Actions Log / Matters Arising of the last meeting
- ▶ Reports showing progress against the annual plans in place at that time and any key issues which may affect the achievement of the same
- ▶ Proposals relating to investment strategy
- ▶ Reports and proposals relating to risk, audit and compliance matters
- ▶ Fund performance documentation (customer facing)
- ▶ Fund performance and attribution analysis
- ▶ Documentation pertaining to fund outlook

## 5 Evaluating performance

The Committee will evaluate, at least once a year, its own performance, composition and terms of reference to ensure that it is operating effectively and recommend any changes that it considers necessary to the board for approval.

Approved by **The Trustees of The Lewis Workplace Pension Trust**

Date 29<sup>th</sup> November 2023