

Board and Committee structure



Led by the Chair, the Board is collectively responsible for the overall leadership of the Group, its long-term sustainable success and for fostering and overseeing the embedding of culture. It does this by setting the strategy and strategic objectives, approving capital allocations, annual budgets and business plans for the Group, overseeing the operations and monitoring financial performance and reporting. The Board establishes the Group's purpose, values and Environmental, Social and Governance (ESG) policies, satisfying itself that these and the Group's culture are aligned with strategy. Further, the Board is responsible for ensuring that an effective system of internal control and risk management is in place, approving the Group's overall risk appetite and tolerance and endorsing the Directors' Remuneration Policy for approval by shareholders.

To assist the Board in carrying out its functions, a substantial part of the Board's responsibilities is delegated to the Board's principal Committees, which comprise Non-executive Directors only. The Board's principal Committees are the Audit Committee, Risk Committee, Remuneration Committee and the Nomination & Governance Committee. In addition, the Responsibility & Sustainability Working Group (RSWG) assists the Board with matters concerning the Group's overall ESG Strategic Framework, including engagement with the workforce. The Board receives regular updates on Committee and RSWG activities. In 2022, responsibility for oversight of matters relating to the impact of climate change and responsible investment was transferred from the RSWG to the Risk Committee. The Board requested that the RSWG increase its focus on customer, culture and digital strategy. The terms of reference for the Board and each of the Board's Committees are available to view on our website www.prudentialplc.com

In addition to the principal Committees and the RSWG, the Board has established a Standing Committee which can meet as required to assist with any business of the Board. It is typically used for ad hoc urgent matters, which cannot be delayed until the next scheduled Board meeting. All Directors are members of the Standing Committee and have the right to attend meetings and receive papers. Before taking decisions on any matter, the Standing Committee must first determine that the business it intends to consider is appropriate for a Committee of the Board and does not need to be considered by the whole Board. The Standing Committee allows for nimble decision-making where necessary, while ensuring that the full Board has oversight of and receives feedback on all matters under the Committee's consideration and all Directors can contribute. During 2022, the Standing Committee met three times.

Delegation to management

Responsibility for the day-to-day management of the business and implementation of strategy has been delegated to the Chief Executive Officer, within certain limits, for execution or further delegation by him in respect of matters which are necessary for the effective day-to-day running and management of the business. The Chief Executive Officer delegates authority to certain senior executives through management reporting lines (principally to other members of the Group Executive Committee).

To support the ongoing evolution of the Group, Prudential appointed Solmaz Altin, Lilian Ng and Dennis Tan, the Managing Directors of the Strategic Business Groups, and Seck Wai-Kwong, the CEO of Eastspring to the membership of the Group Executive Committee. They joined existing members: the Chief Executive Officer; the Group Chief Financial Officer; the Group Chief Risk and Compliance Officer; and the Group Human Resources Director. The Group Executive Committee meets on a weekly basis, supporting the Chief Executive Officer in the day-to-day management of the business and the implementation of strategy.

Strategic Business Groups bring together our mature and growth market businesses to drive and enable business performance, operational excellence and the sharing of best practices. The Managing Directors of the Strategic Business Groups are each accountable for the business and operational results of the markets in their Strategic Business Group and also for the Group-wide delivery of enabling functions. The CEO, Eastspring is responsible for the growth of Eastspring's business and the delivery of its investment performance.

Board size and roles

The Board's size allows for decision-making to reflect a broad range of views and perspectives while allowing all Directors to participate effectively in meetings. At the date of publication, the Board comprised 12 Non-executive Directors, which will reduce to 10 after the AGM, and one Executive Director, the Chief Executive Officer.

On 16 November, Prudential announced a change to the structure of the Board composition and the role of Group Chief Financial Officer is no longer a Board role, effective from 1 January 2023. The role of Group Chief Financial Officer, along with that of Group Chief Risk and Compliance Officer, continues to be part of the Group Executive Committee. The Board satisfied itself that in making this change, which is in line with many boards of Asia listed companies, the role and status of the Group Chief Financial Officer within the Prudential boardroom is well safeguarded and the Company's governance processes and protections for shareholders remain robust. In particular, both the Group Chief Financial Officer and the Group Chief Risk and Compliance Officer have a standing invitation to Board meetings (except for private meetings of the Non-executive Directors) as well as to Audit and Risk Committee meetings. Appointments to both roles continue to be a matter for the Board to determine and both are 'key persons in control functions' under the Hong Kong Insurance Authority's Group-wide Supervision framework. Performance reviews for those roles include input from the Chairs of the Audit and Risk Committees respectively, and their remuneration as members of the Group Executive Committee is reviewed and approved by the Remuneration Committee. The Group Chief Financial Officer's responsibility within the Group's financial reporting processes is unchanged.

Board roles

Read more

Chair	The Chair has overall responsibility for the leadership of the Board and is responsible for its effectiveness in directing the company and for succession planning. She sets the Board's agenda, including on strategy, performance and value creation, and ensures effective communication with shareholders and, together with the Chief Executive Officer, represents the Group externally.	Chair's Statement Pages 4 to 5 Governance Report Pages 178 to 179
Chief Executive Officer	The Chief Executive Officer is accountable to, and reports to the Board. He is responsible for the day-to-day management of the Group, recommending an overall strategic plan to the Board and executing the approved strategy.	Strategic Report Pages 10 to 175
Senior Independent Director	The Senior Independent Director acts as a sounding board for the Chair, and provides support in the delivery of her objectives. The Senior Independent Director also acts as an intermediary for other Directors and shareholders when necessary and leads the annual performance evaluation of the Chair.	Nomination & Governance Committee report Page 207
Committee Chairs	Committee Chairs are responsible for the leadership and governance of their respective Committees. They set the agenda for Committee meetings and report to the Board on Committee activities.	Nomination & Governance Committee report Pages 204 to 210 Audit Committee report Pages 211 to 217 Risk Committee Report Pages 218 – 222
Non-executive Directors	Non-executive Directors offer constructive challenge to management, holding them to account against agreed performance objectives for individual and business performance. They also provide strategic guidance, offer specialist advice and serve on at least one of the Board's principal Committees.	
Company Secretary	The Company Secretary is responsible for advising the Board and management on governance related matters, and supports the Chair in ensuring the effective functioning of the Board and its committees. The Secretary is available to all Directors to provide advice and support and facilitates Directors' induction and ongoing professional development.	
Group Chief Financial Officer	<p>The Group Chief Financial Officer is responsible for managing the finance function, including all aspects of financial reporting and planning, and investor engagement.</p> <p>The Group Chief Financial Officer is a standing attendee at, and receives all papers for, meetings of the Board and the Audit and Risk Committees (except private meetings of Non-executive Directors). Their appointment and removal are matters reserved for the Board. Their remuneration is determined by the Remuneration Committee.</p>	Financial Review Pages 35 to 47 Directors' Remuneration Report Pages 228 to 279
Group Chief Risk and Compliance Officer	<p>The Group Chief Risk and Compliance Officer is responsible for risk management and compliance activities of the Group.</p> <p>The Group Chief Risk and Compliance Officer is a standing attendee at, and receives all papers for, meetings of the Board and the Risk and Audit Committees (except private meetings of Non-executive Directors). Their appointment and removal are matters reserved for the Board. Their remuneration is determined by the Remuneration Committee.</p>	Risk Review Pages 49 to 63 Directors' Remuneration Report Pages 228 to 279

At each scheduled meeting of the Board, the Non-executive Directors have a session without the Executive Director present.

The roles of Chair and Chief Executive Officer are clearly segregated. The Chair leads the Board and is responsible for its overall effectiveness in directing the company, whilst the Chief Executive Officer is responsible for the day-to-day management of the company. The Senior Independent Director acts as a sounding board for the Chair, and provides support in the delivery of her objectives. The Chair, Chief Executive Officer and Senior Independent Director all have written terms of reference which are approved by the Board and kept under regular review. A summary is available to view on our website.

Our governance framework

The Group Governance Manual (GGM) defines Prudential's Group-wide approach to Governance, Risk Management and Internal Control. The principles by which Prudential conducts its business activities are set out in the Group Code of Business Conduct (Code), which sits at the heart of the GGM, incorporating standards of business conduct which set expectations over employee behaviour by presenting all individual obligations referenced throughout the GGM policies in a single code.

The Code is reviewed annually by the RSWG to ensure that it remains appropriate for the global business and is approved by the Board. Each individual employee confirms their compliance with the Code on an annual basis. The GGM itself sets out the Group's Governance Framework, Group-wide policies and standards, including the Group Risk Framework, delegated authorities and lines of responsibility, and is supported by a programme of regular learning for all Prudential colleagues.

The Nomination & Governance Committee conducts regular reviews of the Group's Governance Framework, monitoring the Group's significant governance policies, including governance arrangements of the Group's main subsidiaries, and makes recommendations to the Board as appropriate. The Risk Committee approves the Group Risk Framework, an integral part of the GGM, and the Audit Committee monitors Group-wide compliance with the GGM throughout the year. Businesses manage and report compliance with the Group-wide mandatory requirements set out in the GGM through annual attestations. This includes compliance with our Risk Management Framework, a summary of which is set out on pages 202 to 203 of this report.

The content of the GGM is reviewed regularly, reflecting the developing nature of both the Group and the markets in which it operates, with significant changes on key policies reported to the relevant Board Committee or the RSWG. The GGM helps the Board embed the Group's system of risk management and internal control into the day-to-day operations of the business.



Subsidiary governance

Prudential's material subsidiaries, comprising the insurance subsidiaries in Hong Kong, Indonesia, Malaysia and Singapore and the Eastspring holding company (the Material Subsidiaries) and a number of its other subsidiaries have appointed independent non-executive directors to their boards and have established an audit and a risk committee with standard terms of reference. All audit and risk committees of the Material Subsidiaries, as well as a number of other subsidiaries' committees, are chaired by an independent board member. To ensure an effective information flow, the Chairs of the Group Audit and Risk Committees maintain regular dialogue with their counterparts in each of the Material Subsidiaries. Material Subsidiaries and other life insurance businesses that operate local audit and risk committees report to the Group-level Committees through written updates and the chairs of the local committees can escalate matters to the Group Committee Chairs or management as required.

In 2022, the Chairs of the Audit and Risk Committees hosted a subsidiary governance forum in Singapore, where they met with non-executive directors from each of the Material Subsidiaries to discuss matters of mutual importance, including the Group's digital strategy, conduct framework, ESG and areas of focus in audit and risk.

The Nomination & Governance Committee is responsible for oversight of governance arrangements for the Material Subsidiaries.

Directors' inductions, training and development

The induction programme for new Non-executive Directors features a series of core topics, including an overview of the Group, its key businesses and the control environment, as well as content tailored to reflect the new Board member's role and any particular needs identified during the recruitment process. The induction includes written materials, presentations and meetings with the Chair, the Chief Executive Officer, the Group Chief Financial Officer, the Group Chief Risk and Compliance Officer and the Chairs of the Board's principal Committees and the RSWG (as appropriate). Further meetings with members of senior management at Group and local level are also scheduled as required to develop the Directors' knowledge of the business. Each new Board member is also assigned a longer-tenured Non-executive Director to support them in their new role and provide advice and feedback.



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The induction provided by the team was very thorough and well planned. I was made to feel very welcome from the start and it was particularly useful to meet so many of the Prudential team in person.

The induction gave me an excellent introduction to the main areas of the business and the key issues for different stakeholder groups. This helped me to build up my understanding quickly and enabled me to contribute to boardroom discussions from my first meeting.

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Induction of Arijit Basu

In September 2022, Arijit Basu joined the Board as an Independent Non-executive Director and member of the Audit Committee and the Responsibility & Sustainability Working Group (RSWG).

As part of his induction, Arijit had the benefit of attending Board meetings in April and July 2022 as an observer. He also attended a site visit in Singapore and the head offices in London and Hong Kong. During these meetings Arijit met with various members of the Board and Group as well as local business unit management teams and gained insight into the Group's business, strategy, operations, risk profile, and culture framework. He also received briefings on his duties as a Director under relevant UK and Hong Kong corporate governance frameworks and the Group's regulatory environment. Arijit also participated in Board deep dive sessions and one-to-one meetings with senior management which helped him gain an understanding of the various Strategic Business Groups, the Eastspring asset management business, the Pulse platform and the digital ecosystem.

Specifically for his role, Arijit met with the Chairs of the Audit Committee and RSWG. In respect of his role as member of the Audit Committee, Arijit met with, among others, the Chief of Internal Audit who provided an overview of Group-wide Internal Audit and recent activities. Arijit also met with the external auditor KPMG, to hear their views on Prudential's financial reporting and business issues, with the Director of Group Financial Accounting & Reporting who provided a briefing on the Group's key performance indicators and balance sheet and with the Group Chief Risk and Compliance Officer, who provided an overview of the Group's risk profile, risk framework and key risks in each market.

For RSWG matters, Arijit met with the Director of ESG and received a briefing on the Group's ESG Strategic Framework. The Group HR Director briefed Arijit on the Group's culture framework and workforce strategies and initiatives, including diversity & inclusion and employee wellbeing priorities.

These meetings were tailored to Arijit's role at Prudential and provided him with a detailed view of current issues and emerging themes, as well as an understanding of the interests of the Group's key stakeholders.

Tom Watjen was chosen as the long-standing Non-executive Director to support Arijit during his first year on the Board. Following the conclusion of his formal induction programme, Arijit provided the Company Secretary with feedback on the induction programme.

Training

Throughout the year the Board and its Committees received regular business updates and participated in deep dive sessions, developing the Board's more granular knowledge of individual businesses, current and emerging issues relevant to the Group and its operations and on particular products and business opportunities. In 2022, these sessions included deep dives into the Group's operations in a number of its markets and into its principal distribution channels.

In addition, the Board received training on the new Group Internal Economic Capital Assessment (GIECA) model including key areas of methodology and assumptions underpinning the model and how it is being used across the Group.

It had a deep dive session on climate, which included an overview of the evolving expectations of stakeholders and of climate-related opportunities for the Group. Ahead of the Group's adoption of the new financial reporting standard, IFRS 17, the Group Audit Committee received training on the new standard and how it may impact the Group's financial reporting, and other Board members were provided with the core elements of this training.

All Directors have the opportunity to discuss their individual development needs as part of their Director evaluations and are encouraged to request specific updates during the year. At the start of the year, suggested topics are shared with the Board for feedback. Directors are asked to provide information on any external training or development on an annual basis. All Directors have the right to obtain professional advice at Prudential's expense.

Stakeholder engagement

Information on the Board's engagement with, and discussion of, stakeholder views as part of the Board decision-making process can be found on pages 170 to 175.

Regulatory environment

Prudential is a designated insurance holding company under the Hong Kong IA Insurance Ordinance, and is subject to the Hong Kong IA's GWS Framework. The GWS Framework includes requirements for Hong Kong insurance groups to have in place appropriate corporate governance arrangements and to maintain appropriate internal controls for the oversight of their business.

Individual regulated entities within the Group continue to be subject to entity-level regulatory requirements in the relevant jurisdictions in which they carry out business.

Interactions with regulators form a key part of the Group's governance framework and the Chair, Chief Executive Officer and the Group Chief Risk and Compliance Officer play a leading role in representing the Group to regulators and ensuring our dialogue with them is constructive.

Employee voice

Prudential's programme for workforce engagement is led by the RSWG, and all Board members participate in engagement activities. An overview of the workforce engagement activities undertaken during 2022 is set out in the Section 172 Statement on pages 170 to 175.

Shareholder communication policy and engagement

Prudential has dual primary listings on the Hong Kong Stock Exchange and the London Stock Exchange, as well as a secondary listing on the Singapore Stock Exchange and a listing on the New York Stock Exchange in the form of American Depositary Receipts. These listings are subject to rules that form the basis of Prudential's shareholder communications policy which, in summary, seeks to ensure that shareholders and the investment community at large are provided with timely access to balanced and understandable information about the Company, its financial performance, strategic goals, plans and material developments. This enables all shareholders, including prospective shareholders, to exercise their rights in an informed manner.

Information released by the Company to the stock exchanges where it is listed is also posted on the Company's website (www.prudentialplc.com). Prudential's corporate communications are available in English and Chinese where required.

To better understand the views of shareholders, the Chair holds an annual programme of engagement with major shareholders in respect of governance and strategic matters. The Remuneration Committee Chair engages with major shareholders annually to hear their feedback on remuneration decisions and policy proposals. Other Non-executive Directors, in particular the Senior Independent Director, who acts as an intermediary for shareholders, and Committee Chairs, are available to meet with major shareholders on request. In addition, shareholders can communicate their views on matters affecting the Company through various channels including investor events held throughout the year. Retail shareholders have dedicated services in place at the Company's Registrar, EQ. Key information is available in the Shareholder Information section of the Annual Report and on the Company's website, including contact details for Group Secretariat.

The Board conducts an annual review of its shareholder communications policy. For the year ended 31 December 2022, the Board concluded that the shareholder communications policy continues to be effective.

During 2022, 371 meetings were held with 319 individual institutional investors in Asia, the US, UK and Europe. Of these 371 meetings, 141 were attended by either the Group Chief Executive Officer or the Group Chief Financial Officer. These meetings took the form of one-on-one, group sessions and participation in panels and walking tours organised in some cases by brokers. A summary of the Board's engagement with other stakeholders is set out on pages 170 to 175. The perspectives gained from investor meetings and broader shareholder engagement exercises are considered by the Board when making key strategic decisions.

In keeping with the intent to communicate with shareholders on an open basis and to use technology to facilitate this, the Group continued its programme of visual and online interaction with shareholders and the research community in 2022. During 2022, it hosted four one-hour detailed briefings on individual business units – Vietnam, Indonesia, the Philippines and Singapore. The briefings were recorded in video format and published on the Group website along with the transcripts. The Group hosted presentations for its Half Year Results for 2022 in Hong Kong for the first time and used this recorded session to introduce the Managing Directors of the Group's Strategic Business Groups.

The Group's AGM in 2022 was a hybrid meeting with shareholders able to attend in person or online. The Group intends to continue to use both in-person and online communication techniques in the coming year to communicate with investors.

Key areas of focus – how the Board spent its time in 2022

In 2022, the Board held six scheduled meetings and an additional three ad hoc meetings. Board meetings focussed on the key areas set out below.

Strategy, business plan and capital

Business and strategy deep dives

- > Reviewed and scrutinised the strategic and operational performance of the business in key markets and across distribution channels. This included deep dives into the following areas:
 - the Group's life businesses in Africa, Hong Kong, Indonesia, Malaysia, the Philippines and Vietnam as well as in the Eastspring asset management business
 - the Group's agency and bancassurance distribution channels, as well as its digital strategy, including Pulse
- > Received updates on business performance in the Group's China and India joint venture businesses

Business plan and budget

- > Approved the 2023-2025 business plan and budget
- > Approved the 2023 Strategic Priorities
- > Considered and approved any spend over \$30 million and oversaw other management approvals

Capital

- > Oversaw an increase in the allocation of capital invested in organic new business and investments in capabilities/distribution, following the restructuring of the Group into a pure-play Asia and Africa growth business

Performance, business and operations

Reports from CEO, CFO, CRCO

- > Received reports at every meeting from the Group Chief Executive Officer, Group Chief Financial Officer and the Group Chief Risk and Compliance Officer
- > Received reports from regional business heads

Financial results

- > Reviewed and approved the half year and full year results and the Form 20F
- > Considered fair, balanced and understandable requirements in the half and full year financial reports, following a review by the Audit Committee
- > Reviewed and approved the Going Concern and the Viability Statements that appeared in the 2022 Annual Report
- > Approved the 2021 second interim dividend and first interim dividend for 2022

- > Held a discussion of the macroeconomic and geopolitical trends affecting the Group's key markets, supported by an external economist

Customers

- > Customers are considered as a core part of the Board's discussions on business performance and operations
- > Discussed customer proposition, products, and customer service as part of deep dives and business updates
- > Discussed the evolution of Prudential's digital strategy, including how Pulse is supporting distribution and customer experience
- > Considered the impact of the pandemic and global macroeconomic trends on customers and initiatives to mitigate the impact on them

Stakeholders

Investors

- > Received regular reports from the Chief of Investor Relations on shareholder-related matters, feedback from the Chair's annual shareholder engagement exercise and additional meetings offered in connection with the Chief Executive Officer succession process, and regular feedback from management on their ongoing shareholder engagement activities
- > Received an investor perception survey report from Rothschild & Co, discussed the findings with the review team and management's response
- > Kept apprised of investor and Hong Kong and UK governance themes

Workforce

- > Regularly discussed people issues as part of the Chief Executive Officer report, including particular areas of higher attrition and steps being taken by management to address them
- > As part of business reviews, discussed with local management teams particular challenges faced in their markets and how they are developing a diverse pipeline of talent
- > Received updates from the RSWG and directly from the Group Human Resources Director on various people, culture and talent initiatives and feedback from employee engagement activities

Regulators

- > Received regular reports on the Group's engagement with its key regulators
- > Received feedback from the regulatory Supervisory College and discussed the Hong Kong IA's annual management letter and the Group's response to it
- > Received reports from the Head of Group Government Relations on key government and political developments and regulatory policy updates

Government and wider society

- > Considered the impact of the pandemic on the communities in which we operate and efforts by the business to support affected communities
- > Received detailed briefing on the work of the Prudence Foundation
- > Received training materials on climate-related issues, including Chapter Zero background materials
- > Deep dive on the Group's approach to climate change, including an update on progress towards the Group's externally communicated climate-related commitments, understanding the evolving expectations of stakeholders, identifying climate-related opportunities, and considering next steps on the Group's climate journey
- > Received regular reports on ESG policy developments

Governance, approvals and Board succession

Approvals

- > Considered various routine and administrative proposals put to the Board for approval not covered above
- > Reviewed the Delegation of Authority and noted key matters approved by management

Board Committees

- > Received reports from the Chairs of the Audit, Risk, Remuneration and Nomination & Governance Committees, and the RSWG
- > Considered updates to the Group risk appetite
- > Approved the Own Risk and Solvency Assessment for submission to the Hong Kong IA

Shareholder meetings

- > Approved key items for, and attended, the AGM (either in person, or online)

Board evaluation and succession planning

- > Process to appoint a new Chief Executive Officer, as well as appoint an interim Chief Executive Officer, a new Group Chief Financial Officer and a new Group Chief Risk and Compliance Officer (the Executive Directors did not attend meetings where appropriate)
- > Approved other Board appointments and committee changes on recommendation from the Nomination & Governance Committee
- > Received the findings of the internal Board evaluation exercise, discussed and agreed the action plan and monitored progress



Board visit to Singapore

In April, the Board visited Prudential Singapore and spent time with management teams from the Singapore, Indonesia and Malaysia life businesses and from Eastspring.

In addition to presentations on those businesses, the visit involved an extensive programme of interactive sessions with employees, agents and customers. Topics included:

- > Employees – how Prudential Singapore is bringing to life the Group's employee value proposition – Connect, Grow, Succeed – in order to prepare colleagues to better serve its customers, and how the Group is helping talent in Prudential Singapore and Eastspring to develop.
- > Product innovation and development – seeing how products and processes are being designed to meet evolving customer preferences, and how inclusive products are being developed to cater to customers who have been underserved by traditional financial services.
- > Digitisation – seeing how Prudential Singapore is digitising sales and services to make insurance simpler and more accessible for its customers and distributors, and getting hands-on experience of how Pulse is supporting agents and enhancing customer journeys.
- > Communities – meeting with leaders from the Prudence Foundation and local partners from Taiwan, the Philippines and Zambia to hear about the impact the Foundation is having in improving financial literacy through its flagship Cha-Ching programme.

The Board also hosted a dinner with agency leaders, as well as a dinner that was the culmination of a Group-wide Future of Work innovation challenge at which the successful employee teams from across the Group pitched their projects to the Board and senior management.

Board meeting attendance throughout 2022

Individual Directors' attendance at Board meetings throughout the year is set out in the table below. Board and Committee papers are usually provided one week in advance of a meeting. Where a director is unable to attend a meeting, their views are canvassed in advance by the Chair of that meeting where possible.

		Scheduled Board meetings attended/requiring attendance	Ad hoc Board meetings attended/requiring attendance	General Meetings attended/requiring attendance
Chair	Shriti Vadera	6/6	3/3	1/1
Executive Directors	Mike Wells ¹	1/1	1/1	–
	Mark FitzPatrick ²	6/6	1/1	1/1
	James Turner ²	6/6	1/1	1/1
Non-executive Directors	Philip Remnant	6/6	3/3	1/1
	Jeremy Anderson	6/6	3/3	1/1
	Arijit Basu ³	2/2	–	0/0
	Chua Sock Koong	6/6	3/3	1/1
	David Law	6/6	3/3	1/1
	Ming Lu	6/6	2/3	1/1
	Anthony Nightingale ⁴	3/3	3/3	1/1
	George Sartorel	6/6	2/3	1/1
	Alice Schroeder ⁴	3/3	3/3	1/1
	Tom Watjen	6/6	3/3	1/1
	Jeanette Wong	6/6	3/3	1/1
	Amy Yip	6/6	2/3	1/1

Notes

- ¹ Mike Wells stepped down from the Board on 31 March 2022.
- ² Mark FitzPatrick and James Turner did not attend two meetings of the Board in 2022 that were held to consider CEO succession.
- ³ Arijit Basu joined the Board on 1 September 2022. Prior to joining, he attended two meetings as an observer.
- ⁴ Anthony Nightingale and Alice Schroeder stepped down from the Board on 26 May 2022.

Board effectiveness

Actions during 2022 arising from the 2021 review

The last Annual Report set out the key actions we planned to take in 2022 to enhance the performance of the Board in light of the findings of the Board and Committee effectiveness evaluation conducted internally at the end of 2021. Set out below is an update on progress to address the 2022 actions:

Theme	Summary of Actions	Progress in 2022
Board composition, succession planning and meeting process	<ul style="list-style-type: none"> > Continue to develop the skills map to support the work on Board succession planning and review processes for oversight of the development of the pipeline for executive positions with the critical skills and diversity required for the Group's future strategy. > Create more opportunities for Board interaction within the Board, with management and with employees, where possible in person. 	<ul style="list-style-type: none"> > The skills matrix has been updated and discussed by the Board, refining key areas of focus for Non-executive Director succession planning. > In addition to regular updates to the Responsibility & Sustainability Working Group (RSWG) on talent development programmes, the Nomination & Governance Committee and RSWG held a joint session in October to discuss the refreshed talent development framework being created and implemented by management which focuses on a core group of roles identified as critical for the Group's growth strategy. This will be discussed further in 2023. > Whilst certain restrictions remained in place for much of the year, Board meetings held in person in London, Hong Kong and Singapore were attended by most Board members and enabled greater interaction amongst the Board, with the Group Executive Committee and other senior leaders. > The Board visit to Singapore, and individual visits by Directors to local businesses, enabled the Board to engage with wider groups of employees.
Board oversight, stakeholders and decision making	<ul style="list-style-type: none"> > Focus more Board meeting agenda time on customers and employees and review and update KPIs for consistent reporting and analysis. > Consider new ways to ensure learnings from past decisions are highlighted to the Board where appropriate, to fully support decision-making. 	<ul style="list-style-type: none"> > In May, the Board amended the terms of reference of the RSWG to create a focus on customers and digital, in addition to its existing remit on people, culture and communities, while oversight of climate (on a holistic basis) transitioned to the Risk Committee. The RSWG has looked at the ways in which customer experience is being measured and how data-insights are being used to enhance processes. It will oversee the development of refreshed KPIs for Board reporting. > The April Board visit to Singapore included sessions with customers and agents to provide Board members with direct insight into their perspectives. > The RSWG recommended further development of People KPIs which will be included in the regular management dashboard. > People, culture and customers have been regular topics at Board and Committee meetings throughout the year and further work to develop the framework for these areas is ongoing. > The Board agreed a revised approach for conducting Post Transaction Reviews and enhancements to make the process more dynamic and forward-looking. This will be further embedded in 2023.
Risk management and internal control	<ul style="list-style-type: none"> > Enhance risk reporting to the Board to further support the prioritisation of key risks. 	<ul style="list-style-type: none"> > The Chief Risk Officer report and Risk MI Dashboard presented to the Risk Committee and Board was updated to support the prioritisation on key risks.

2022 review and actions for 2023

The performance evaluation of the Board and its principal Committees for 2022 was conducted internally at the end of 2022, led by the Company Secretary, through a questionnaire which covered: Board composition; dynamics; meeting management and support; the Board's oversight of different areas; risk management and internal control; succession planning; and the work of the Committees.

The findings were presented to the Nomination & Governance Committee and the Board in March 2023 and collective Committee and Board discussions to exchange ideas and agree priorities arising from the evaluation took place. The review confirmed that the Board and its principal Committees continued to operate effectively during the year and no major improvements were required, however a number of suggested areas for improvement were discussed. Given that the new Chief Executive Officer started shortly before the March meetings, it was agreed that the Chair, Chief Executive Officer and Company Secretary would further discuss the priorities and prepare an action plan for later approval by the Board.

Theme	Areas of focus
Board dynamics	<ul style="list-style-type: none"> > Continue to build Board and senior management relationships and ways of working, recognising the relative newness of the senior management team and many Board members and the ability to have in-person meetings.
Meeting management and support	<ul style="list-style-type: none"> > Drive greater consistency across all management papers/presentations in order to focus the Board on key matters and support good discussion. > Continue to create opportunities for a wider group of management to present at Board meetings and for Board members to interact with future leaders within the organisation. > Review suite of Non-financial KPIs.
Succession planning and talent development	<ul style="list-style-type: none"> > Following senior leadership changes in 2022, the Nomination & Governance Committee will oversee the refresh of CEO succession and development, and the GEC succession development plans by the Chief Executive Officer. > Continuing to oversee, through the RSWG, the development of a systematic approach to talent development across the Group.

Director evaluation

Individual performance evaluation of Non-executive Directors was undertaken by the Chair, who gathered feedback from each Board member and Group Executive Committee member. The Nomination & Governance Committee discussed the performance of Directors at its meeting in March 2023 as part of the overall Board evaluation. The Chair relayed feedback.

Feedback on the performance of the Chair was separately gathered by the Senior Independent Director, who held a meeting of the Non-executive Directors, without the Chair present. The Senior Independent Director then discussed the feedback with the Chair. The Chair assesses the performance of Executive Directors in respect of their role as Board Directors.

The outcome of these evaluation processes informs the Nomination & Governance Committee's recommendation for Directors to be put forward for re-election by shareholders.

The performance of Executive Directors, in their capacity as Executives, is subject to regular review, as part of our overall employee performance evaluation. The outcome of this assessment is reported to the Remuneration Committee, with input from Audit and Risk Committee Chairs in respect of the Group Chief Financial Officer and the Group Chief Risk and Compliance Officer respectively.