

COUNCIL OF LLOYD'S

**GUIDANCE FOR COMPLETING
NOMINATION FORM
FOR
CORPORATE MEMBERS
TO STAND AS A CANDIDATE FOR ELECTION AS A
C-EXTERNAL MEMBER OF THE COUNCIL**

September 2023

SECTION E

GUIDANCE NOTES FOR CANDIDATES

General Guidance

1. It is the responsibility of candidates and its nominated representative to ensure that this form is fully completed and submitted on time.
2. These elections are governed by the Constitutional Arrangements Byelaw (No. 2 of 2010) (the Byelaw).

Eligibility

3. Only those who are registered as C-external members of the Society on 1 September 2023 (the notice of election date) are entitled to stand in the election. Candidates who have ceased to be a C-external member by the ballot date on 27 October 2023 shall not be eligible to become a member of Council.
4. In order to stand in the election, candidates must have been nominated for election by one or more C-external member(s) of the Society who alone, or in aggregate, hold at least two per cent (2%) or more of the voting capacity (including open years) attributable to all C-external members. In addition, nominators must be registered as C-external members of the Society on 19 September 2023 (the nominations date).
5. Under the Definitions Byelaw (No.7 of 2005) for the purposes of Council elections, a corporate member which is not beneficially owned in whole or in part by; (i) a financial services group¹, (ii) a publicly traded company, or (iii) an investment fund², which has elected in good faith to be an individual external member of the Society and that election has been accepted by the Council is an individual external member of the Society, not a C-external member. Only C-external members can nominate a candidate in the C-external constituency.
6. If the Candidate or the Candidate's nominated representative has already served more than 9 years (in aggregate) in their own right or as a representative of a corporate member on the Council or Franchise Board in any capacity (other than as an Executive Director) they are not eligible for nomination for a term commencing sooner than 3 years after the expiry of their previous last term.
7. In accordance with paragraph 5.17 of the Constitutional Arrangements Byelaw (No 2 of 2010) each candidate shall submit a statement of previous service, identifying any periods during which the candidate or its nominated representative was a member of the Council, a nominated representative of a corporate member of Council or a member of the Franchise Board.
8. In addition, C-external members who are connected with an incumbent working or external member of Council or who meet any of the other circumstances set out in paragraph 5.28 of the Byelaw are not eligible for nomination. The Byelaw provides that a working or external member of Council is connected with another working or external member of Council where:
 - (a) They are companies in the same corporate group which corporate group includes a corporate member, an underwriting agent, or a Lloyd's broker;

¹ As defined by the Definitions Byelaw

² As above

- (b) They are directors or employees in the same corporate group which corporate group includes a corporate member, an underwriting agent, or a Lloyd's broker; or
- (c) One member of the Council is a director, partner, employee, agent or controller of or in the other member of the Council.

Where these circumstances apply or would apply if you are elected, you are not eligible for nomination to Council. In the event that a working or external member of Council becomes connected with another working or external member of Council after they have been elected the Byelaw provides for the member with the longer term of office remaining to cease to be a member of Council. The vacancy arising as a result will be filled in accordance with arrangements determined by the Council in accordance with its powers under the Byelaw.

Number of seats available

9. There is one C-external member seat in this election. If only one candidate is validly nominated, this candidate will be declared to be elected and a ballot will not be held.

Completing SECTION A of the Form

SECTION A (1) Questions 7, 8, 9, 26, 27 and 28: Disclosure of relevant interests

10. Candidates and their nominated representatives are required to disclose their own interests and those of connected persons in Lloyd's-related and other insurance entities. Candidates and their nominated representatives should also disclose any other interests, including any potential conflicts of interest which may be considered to conflict with their duties as an elected member of Council. It is for candidates and nominated representatives to determine whether a particular Lloyd's related or other interest may conflict or may reasonably be perceived to conflict with their duties as an elected member of Council and should therefore be disclosed in SECTION A of the Candidature Form.
11. For the avoidance of doubt, however, candidates and nominated representatives should disclose the following:
 - (a) other appointments currently held by the candidate, its nominated representatives, and their connected persons (executive & non-executive);
 - (b) beneficial interests of the candidate, its nominated representatives, and their connected persons in Lloyd's-related and other insurance entities whether listed or not (other than shareholdings of three per cent (3%) or less in a non-Lloyd's-related company);
 - (c) directorships, partnerships, employment or other appointments of candidates, their nominated representatives or connected persons in Lloyd's-related or other insurance entities;
 - (d) remuneration, fees etc. of candidates or their nominated representative (but not of connected persons) received from Lloyd's-related or other insurance entities; and
 - (e) other relevant Lloyd's-related or insurance interests of the candidate, their nominated representative or his/her connected persons which should be disclosed.
12. For the purpose of this form "**connected person**" means:
 - (a) a nominated representative's spouse, civil partner, parent, brother, sister, child or step-child under the age of 18 or a candidate's spouse's or civil partner's parent,

- brother, sister, child or step-child under the age of 18 (together the nominated representative's family);
- (b) a trustee (acting as such) of any trust of which the candidate or nominated representative or any of the nominated representative's family is a beneficiary or discretionary object (other than a trust which is either an occupational pension scheme or an employee's share scheme which does not, in either case, have the effect of conferring benefits on persons all or most of whom are related parties);
 - (c) a body corporate controlled by the candidate or nominated representative alone or by the candidate (or nominated representative) and persons connected together, or with which a candidate (or nominated representative) or persons connected with him/her is associated³;
 - (d) a limited liability partnership in which:
 - (i) a candidate (or nominated representative) is a member; or
 - (ii) a member is a person who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative); or
 - (iii) a member is a limited liability partnership or a Scottish limited partnership in which the candidate (or nominated representative) is a member or partner respectively or in which there is a member or partner who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative);
 - (e) a Scottish limited partnership in which:
 - (i) a candidate (or nominated representative) is a partner; or
 - (ii) a partner is a person who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative); or
 - (iii) a partner is a limited liability partnership or a Scottish limited partnership in which the candidate (or nominated representative) is a member or partner or in which there is a member or partner who, by virtue of sub-paragraphs 11(a), 11(b) or 11(c) above is connected with the candidate (or nominated representative).

SECTION A (2) Question 1: Candidate's electoral statement

14. This should be the candidate's manifesto to the electorate and should explain why the candidate should be elected to Council. Where possible, candidates should avoid reciting biographical details already covered in the candidature form. In this section, the candidates should also describe their experience in leadership roles in an (international) insurance or related services business and indicate if they have experience in investment management, financial reporting and accounting or change management.
13. The Council of Lloyd's reserves the right to reduce and/or delete content where the 400 word limit is exceeded and/or if it is reasonably satisfied that the statement contains defamatory material, misleading information or any other information which it deems not to be in the interests of the Society.

Completing SECTION B of the Form

³ The terms "control" and "associated" shall have the meanings given by the Financial Services and Markets Act 2000. The relevant definitions are available at:
<https://www.handbook.fca.org.uk/handbook/glossary/?starts-with=A>
<https://www.handbook.fca.org.uk/?definition=G226>

Questions 1 to 5: FITNESS AND PROPRIETY

14. Members of Council and their nominated representatives need to be notified to the PRA and the FCA and are designated as key function holders under the Senior Managers and Certification Regime. As a consequence, Lloyd's is required to ensure that members of Council meet on an ongoing basis certain PRA conduct standards and FCA conduct rules and remain fit and proper for their role. The information requested in this section of the form is required from all candidates for this purpose (on behalf of the member and its nominated representative). Additional information may be required as part of the PRA/FCA notification process if you are successfully elected.

CHECKLIST (PLEASE TICK EACH BOX)

Please ensure you have:

SECTION A

- Completed Candidate / Nominated Representative's information in Section A (1)
- Completed Candidate's statement in Section A (2) , including the details on previous experience in leadership roles in an (international) insurance or related services business and experience in investment management, financial reporting and accounting or change management
- Emailed / attached the Nominated Representative's photo
- Completed Nominated Representative's information in Section A (3)
Information in Section A (3) will not be disclosed to the electorate
- Provided a statement of the previous service on the Board or Council (Section A (1), question 7 and Section A (3) question 15)
- Attached the Nominated Representative's CV

SECTION B

- Answered all the questions on Fitness & Propriety

SECTION C

- Obtained the support and consent of one or more C-external member(s) who hold, solely or in aggregate, at least two per cent (2%) or more of the voting capacity (including open capacity) attributable to all C-external members

SECTION D

- Completed the declarations / confirmation