



Ubico Limited

Information/Discussion Report

Governance and Nominations Committee – 23 July 2021

Standing Board Agenda Items – Annual Review

- 1. Is the subject of this paper confidential and if yes what are the reasons for the confidentiality?**
 - 1.1 No

- 2. Why has this come to the committee?**
 - 2.1 Annual Governance and Nomination Committee review of the list of standing board agenda items as set out in the committee's terms of reference

 - 2.2 To present to the committee the list of company policies which should be routinely reviewed and approved by the board of directors.

- 3. Background and history**
 - 3.1 The terms of reference for the Governance and Nominations Committee require the committee to undertake an annual review of the list of standing board agenda items.

 - 3.2 The standing agenda items considered at every meeting are:
 - Health and safety
 - Risk register
 - Reports from the managing director, finance director and operations director

 - 3.3 In addition, the following agenda items are currently presented annually:

Month	Annual agenda item
June	Internal Audit Annual Opinion Annual H&S Performance and Management System Review
September	Draft Business Plan Themes
November	Annual Accounts and Directors' report External Audit report Annual Environmental Management System report
February	Internal Audit Plan for following year Draft Business Plan

3.4 An internal review of Ubico's policies has recently been undertaken and as part of the review, advice was sought from One Legal to identify the policies which might be routinely reviewed and approved by the board of directors. The suggested list of these policies and their review frequencies are attached at appendix 1 for the consideration of the committee.

4. Recommendations

4.1 The standing agenda items listed in sections 3.2 and 3.3 have proven satisfactory for the prior year and are recommended to remain as-is.

4.2 If agreed by the committee, the list of policies to be routinely reviewed and approved by the board (shown in appendix 1) will be built into the board forward plan.

5. Next steps

5.1 The committee will report its recommendations to the full board of directors, outlining, if required, the need for any formal board decision around changes to the board's standing agenda items.

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Appendices	Appendix 1 – Policies recommended for routine board review

Agenda item 5.5 - Appendix 1 – Policies recommended for routine Board review

Policy	Review frequency	Notes
Equality and Diversity v2	3 years	Bring to board if significant changes only
Contract Rules	3 years	Bring to board if significant changes only
Environmental Management policy	1 year	
Financial Rules	3 years	
ICT policy	3 years	
Risk Management policy	3 years	
Safeguarding Children & Vulnerable Adults policy	3 years	
Scheme of Delegation of Officers	3 years	Review sooner if change of management
Whistle Blowing policy	3 years	
Corporate Health and Safety policy	1 year	
Counter Fraud policy and Statement	3 years	
Code of Conduct	3 years	
Gifts and Hospitality policy	3 years	
Mental Health and Wellbeing policy	2 years	
Shareholder Engagement policy	2 years	
Stress policy	3 years	
Violence at Work policy	3 years	