

Governance Sub-Committee

Objectives

To operate in accordance with the terms of reference;

To ensure that the Plan operates in a way that is consistent with the law, regulations, good practice and, where appropriate, best practice.

Terms of Reference

1. The sub-committee will comprise two trustee directors, being the chairman and one other, and the UK Pensions Manager. Issues covered will be shared with the Global representative biennially. Input will be sought from other areas such as the Company or third party advisers / administrators as deemed necessary. The Committee may take advice from external advisers as and when required. Guests may attend Committee meetings by invitation but they will not be included in the number necessary for a quorum and may not exercise voting rights. Any Trustee Director is entitled to attend a meeting of the Committee without invitation but will not be included in the number necessary for a quorum and may not exercise voting rights. The Trustee Board may change the composition of the Committee or amend the appropriate Terms of Reference at any time.
2. The Sub-Committee will make recommendations to the Trustee Board, or, as the Sub-Committee consider necessary, take relevant decisions for ratification at a subsequent board meeting .
3. The Sub-Committee will meet regularly as deemed appropriate.
4. Any meeting will be quorate with two members, one of whom must be the AB InBev representative.
5. Any agenda will be published for the whole Trustee Board prior to any Sub-Committee meeting. The agenda and papers for any meeting must be issued at least 5 working days before the meeting.
6. The minutes of any Sub-Committee meeting will be attached as an item to the papers for the quarterly Trustee meetings. If requested to do so by the Trustee Board, a member of the Sub-Committee will give a presentation on its activities at the Trustee meeting. Minutes / action points must be prepared for any quarterly meeting / interim catch-up within 10 working days of the meeting.
7. Members of the Sub-Committee can communicate by e-mail and telephone in order to make decisions. Decisions can be made by a majority (i.e. by the agreement of two of the Sub-Committee members, one of whom must be the AB InBev UK Pensions Manager.
8. Each sub-committee will work within the boundaries as established through regulatory / legislative and compliance guidelines.
9. Each Sub-committee will be responsible for ensuring that all parties with whom they engage has appropriate disaster recovery / Business Continuity Programs in place which are regularly tested.

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10. The Sub-Committee shall undertake an annual review of its objectives and terms of reference and will report back to every trustee meeting its progress against its annual objectives.
11. The Sub-Committee's delegated responsibilities include monitoring, making formal recommendations and some decision making as defined in this document. The Sub Committee is required to reference any business to the Trustee Board if a) In the Chair's opinion a consensus cannot be reached in relation to any significant matter (e.g. member communication or IDRPCs) or a decision impacts on an area outside the remit of the Sub Committee. b) Concerns are expressed over the performance of an external adviser. c) Any changes are proposed to the Sub Committee's Terms of Reference.
12. The Sub-Committee will review all appropriate entries in the risk register at least triennially and additionally will review individual risks in line with the risk register's agreed "Next Review Date" on a bi-annual basis.
13. The sub-committee's responsibilities will be to:
 - a. Put together advice to the trustee board on all matters related to the governance of the Plan;
 - b. Review the current governance practices of the Plan against the General Code, good practice and, where appropriate, best practice;
 - c. Develop and maintain an Effective System of Governance (ESOG)
 - d. Ensure an Own Risk Assessment (ORA) is carried out in accordance with the General Code
 - e. Ensure an appropriate person is appointed to undertake the Risk Management Function and that they complete this in accordance with the General Code
 - f. Undertake such other governance related responsibilities as may be agreed from time to time with the trustee board;
 - g. Undertake a biennial trustee effectiveness survey;
 - h. Review the diversity and composition of the trustee board and ensure succession plans are in place for the roles of trustee Chair, Investment subcommittee chair and Pensions Manager.
 - i. Tackle ad-hoc governance matters as determined with the Trustee board.