



Board Charter and Board Terms of Reference

BOARD CHARTER

1 Role of the Board

The role of the Board is to oversee the stewardship, accountability and leadership of the Firm providing clear sighted counsel on the strategic direction of the Firm and alignment to its Vision, Values and Purpose.

In doing so the Board seeks to balance the interests of the various stakeholders to whom it is responsible in order for the Firm to have a successful and sustainable long-term future.

The focus of the Board is:

- Ensuring that the Firm's has an appropriate strategy that is consistent with the public interest (having due regard to the views of the Firm's Public Interest Committee) and overseeing delivery of the strategy by the Executive Committee;
- Overseeing good financial, quality management and cultural governance (including setting the tone from the top on culture and ethics); and
- Holding the Chief Executive and Executive Committee to account for execution of the strategy.

2 Stewardship and Accountability

The Board is:

- (i) Accountable to the partner group as a whole, as the Members of the LLP;
- (ii) Responsible for holding both the Chief Executive and the Executive Committee accountable for the execution of the strategy through the approved business plan (including the achievement of their respective annual goals)

The accountability (on behalf of partners) is for effective execution of the strategy and more broadly for the proper running of the Firm by the Executive Committee. This is achieved by providing clear support and constructive challenge to help the Chief Executive and the Executive Committee to perform effectively. The Board oversees performance and delivery against the Business Plan, financial growth and stability, risk management, quality management, people strategies and cultural governance.

The Board ensures that there is effective two-way communication on its role, work and remit with partners and other stakeholders so this accountability is clearly understood and is seen in action.

3. Ethical Leadership

Members of the Board are exemplars of the Firm's Values, acting with integrity, fairness and in the interest of the Firm. They maintain the Firm's focus on building inclusion, enrichment and trust for the benefit of people, stakeholders and communities.

The Board collectively embodies and promotes ethical leadership by asking the right questions and challenging to ensure that poor behaviour is sanctioned. The Board oversees cultural governance including setting the tone from the top on conduct and ethics.

4 Our Stakeholders

In carrying out its role the Board seeks to balance the interests of various stakeholders to whom it is responsible so the Firm has a successful and sustainable long-term future, true to its Purpose and Values.

The LLP's (and therefore the Board's) key stakeholders are as follows, together with the responsibilities of the Board in relation to them¹:

Clients and Investors (in audited entities) – present and future

- (i) With relentless focus on quality and commitment, maintains and enhances our reputation for the quality and integrity of our advice for clients and assurance for investors
- (ii) Ensures a consistent standard of excellence that brings us market reputation and success. Supports the combining of the best thinking from across our geographies, solutions and sectors to bring clients our collective insights and innovative ideas

Partners – present and future

- (i) Protects, grows, invests and equitably distributes the financial value of the Firm for its partners, consistent with our Purpose and Values
- (ii) Engages and communicates with partners so their issues are understood, addressed and they are kept informed

Colleagues – past, present and future

Oversees the management of colleagues by:

- (i) Supporting and championing the creation of an environment where people bring their whole selves to work in the knowledge they are treated and rewarded fairly
- (ii) Being exemplars of the Firm's commitment to attract a diverse and talented workforce and providing opportunities for colleagues to grow their capabilities and develop their careers
- (iii) Recognising that our alumni are aligned to our Firm's reputation and success throughout their careers
- (iv) Understanding that many prospective and serving colleagues are inspired by purpose and values of responsible business, not financial success alone

¹ N.B. Some responsibilities, such as effective and regular communication/engagement apply to many or all stakeholder groups and in the interests of brevity are not repeated.

Regulators and Government

- (i) Sets and monitors high standards for quality, independence and responsible business that meet or exceed regulatory requirements and further our vision of having the public trust us
- (ii) Supports the Firm's position as a leading advocate in the development of relevant policy and regulation
- (iii) Recognises the opportunity and responsibility that our convening power affords us – our footprint as a responsible business and voice in policy development for the good of business and society as a whole (aligned to our Purpose)

Global Network

- (i) Ensures there is effective senior leadership linkage with the Global Board and influence and input into the Global agenda (both at Board and Executive Committee level)
- (ii) Ensures Board decision making is aligned and connected to the Global strategy
- (iii) Ensures that the LLP's obligations and commitments as a member firm of the KPMG global network are fulfilled and that matters that could impact detrimentally on the Global network are escalated and communicated appropriately

Executive Committee

- (i) Gives supportive and constructive challenge to the Executive Committee in order that partners are assured that the Chief Executive and Executive Committee are delivering the agreed strategy
- (ii) Provides clarity on the respective responsibilities of the Board and Executive Committee
- (iii) Recognises that the Executive Committee is responsible for delivering the Firm's output, distinctive from the Board's oversight role

Audit Board

- (i) Supports the Audit Board in its purpose to oversee the Audit practice, its delivery of Audit Quality and the interaction of the Audit practice with the rest of the Firm
- (ii) Provides clarity on the respective responsibilities of the Board and Audit Board

Wider Community

- (i) Ensures that the Firm's strategy, actions and decisions uphold public interest obligations, build public trust and reinforce our reputation as a responsible business that reflects and supports the community and profession in which we operate
- (ii) Demonstrates its commitment to the public interest through pursuit of the purpose of the Audit Firm Governance Code and regular dialogue with the Firm's Independent Non-Executives and Audit Non-Executives

- (iii) Seeks to uphold the Firm as being a beacon for successful, sustainable, ethical business
- (iv) Leads fair and trusted business relationships with all suppliers, contractors, audited entities and clients

5 How the Board works

In providing constructive challenge to the Chief Executive and Executive Committee, the Board examines issues and solutions through different lenses to confirm that decisions made are in the long term interests of the Firm.

In order to be consistent and aligned to the Firm's strategic goals, the Board balances economic value with risk and reward; Values and value; and competing stakeholder interests. It then applies judgement to balance these factors in the particular circumstances of each issue.

Economic value, public interest and risk and reward

The Board considers the public interest, economic and strategic value of each option, within an appetite for risk (including risk to reputation) that the Board approves, using available data and knowledge of the competitive markets in which the Firm operates in order to decide if the risks and rewards justify proceeding. The Board takes account of any relevant legal or regulatory requirements.

Values and value

The Board takes the ethical and reputational aspects of each issue under consideration and challenges whether the proposed course of action is in accordance with the Values and standards of the Firm. This is the most important of the three lenses: the Board does not pursue commercial value at the expense of our Values; it is prepared to accept negative consequences if it's the right thing to do.

Balancing competing interests

The decisions that the Board takes have different, sometimes competing or even opposite, consequences for the different stakeholders. By way of example, a cost to today's partners may yield value to the partners of the future; increasing the services we offer may benefit clients but concern regulators; changing the partner reward model may advantage certain partners compared with others. The Board seeks to identify the impact of its decisions on all stakeholders and balance their interests impartially and equitably.

6 Terms of Reference

Composition and membership of the Board

6.1 The Board shall comprise:

- (i) The Chair (who may be one of the six Elected Board Members);
- (ii) The Chief Executive;
- (iii) Up to two Executive members nominated by the Chief Executive;
- (iv) Six Members, who are Members, elected by the Individual Members as Elected Board Members; and

- (v) Up to two Members, who are Members, nominated by the Chair and then approved by the Individual Members as “Nominated Board Members”.
- 6.2 The cumulative number of Elected Board Members and Nominated Board Members of the Board shall always make up the majority of the Board. There shall at all times be a majority of Qualified Individuals (under the applicable auditor qualifications regulations) as members of the Board, as set out in the LLP Agreement; of which at least one of the Elected Board Members or Nominated Board Members shall be practising auditors.
- 6.3 All of the Elected Board Members, and in any event at least half of the Board, shall be Individual Members of the LLP who do not have significant management responsibilities within the Firm; those with “significant management responsibilities” includes members of the Executive Committee and their direct reports.
- 6.4 The Elected Board Members are elected by the Individual Members of the LLP and shall be appointed for a three year term, with the option for this to be renewed for an additional two year period subject to Board approval. The maximum term that an Elected Board Member can serve on the Board is five years unless otherwise determined by the approval of the Board.
- 6.5 As determined by the Elected Board Members, in consultation with the Chair, one of the Elected Board Members will be appointed as the Senior Elected Board Member.
- 6.6 The Chair may nominate up to two Nominated Board Members to the Board and the other committees established by the Board, to strengthen the Board’s skills and ensure appropriate representation of the LLP and to bring the client voice into the Board room, at their discretion subject to approval by the Members. Nominated Board Members shall be appointed for a two or three year term, subject to approval by the Members, with the option for this to be renewed for additional two or three year term, to a maximum five years in aggregate, subject to Board approval.
- 6.9 The number of Elected Board Members shall be six and will always be more than the aggregate number of Nominated Board Members and nominated Executive Members.
- 6.10 Independent Non-Executive Members of the Public Interest Committee and the Chair of the Audit Board may, at the discretion of the Chair, attend any and all Board meetings as attendees (including annual Board strategy meetings and Board away days).
- 6.11 The Board will meet a minimum of six times a year and the Chair or the Senior Elected Board Member in the Chair’s absence, may call further meetings at other times in the year as considered appropriate.
- 6.12 Other members of the Executive Committee, Individual Members or colleagues may be invited to attend Board meetings, as required by the Chair.

7 Chair of the Board

- 7.1 The Chair shall be a Partner of the firm.
- 7.2 The Chair of the Board is elected by the Individual Members of the LLP and shall be appointed for a three year term, with the option for this to be renewed for an additional two year period subject to Board approval. The maximum term that a Chair can serve on the Board is five years unless otherwise determined by the approval of the Board.

7.3 If the Chair is not present or so chooses then the Senior Elected Board Member (and in their absence, another Elected Board Member selected for this purpose by the Board) shall chair the meeting of the Board (including agreeing agendas and papers and managing the Board).

7.4 In the event that the Chair or chair of the meeting of the Board declares a conflict of interest, or the Board decides that such individual has a conflict of interest, then the Senior Elected Board Member shall chair the meeting of the Board or the relevant part of the meeting of the Board.

8 Quorum

8.1 The quorum for any meeting of the Board shall be two-thirds of its membership, which must include a majority of Nominated and Elected Board Members present, at the time of the meeting.

8.2 The members of the Board may participate in a meeting of the Board from separate locations by means of conference technology or other communication equipment which allows those participating to hear each other and be heard, and shall be entitled to vote or be counted in the quorum accordingly.

9 Board Procedures

Except as otherwise stated in these terms of reference, the Board shall determine its own procedures.

10 Board Resolutions

10.1 The Board shall reach decisions by a simple majority of voting on the issues in question. If the numbers of votes for and against a certain proposal are equal, the Chair or the Senior Elected Board Member if they are chairing the meeting, has the casting vote.²

10.2 Any resolution evidenced in writing or by electronic (including email) or voice recognition means, by such member or members of the Board as would have been necessary to pass such resolution had all members of the Board been present at a meeting to consider such resolution, shall be valid and effective as if it had been passed at a meeting of the Board duly convened and held, provided that notice and details of the proposed resolution have been given in advance to each member of the Board.

10.3 Executive members on the Board (including the Chief Executive) will not be able to attend certain supervisory sessions of the Board. In addition, unless otherwise determined by the Chair and a majority of the Elected and Nominated members of the Board, Executive members of the Board will not be able to be included in discussions or have a vote in relation to: (i) significant governance changes; (ii) Board Committee terms of reference and delegated authorities (including the Executive Committee); (iii) review of the Executive Committee, its Executive sub-groups and its members (including the Chief Executive) and their performance

² In the event the chair of such meeting is not a Qualified Individual, the Chair shall, before the commencement of the relevant Board meeting, nominate in writing another member of the board who is a Qualified Individual to have the casting vote.

(collectively or individually); and (iv) any other session as determined by the Chair or a majority of the Elected and Nominated members of the Board.

11 Conflicts of interest of individual Board members

If a member of the Board finds themselves with a conflict of interest, they shall immediately disclose this to the Chair and Senior Elected Board Member and where appropriate recuse themselves from any deliberations or votes of the Board concerning the relevant subject-matter.

12 Board Objectives

12.1 The Board will agree objectives annually that are specific and measurable and will regularly review its progress in meeting and delivering the objectives.

13 Board Reserved Matters

Specific matters that are reserved for the Board (and cannot be delegated) are the following:

13.1 Values, Culture and Policies

13.1.1 Approval of the LLP's Purpose and Values.

13.1.2 Monitoring of the Firm's culture to include a regular review of the effectiveness of the Firm's systems (including the Code of Conduct) for the promotion and embedding of an appropriate culture aligned with the Firm's Purpose and Values, that: (a) supports the consistent performance of high quality engagements, the Firm's role in serving the public interest and the long-term sustainability of the Firm; and (b) encourages people to consult, challenge, contribute ideas and share problems, knowledge and experience.

13.1.3 Approval of key policies related to people, risk, culture, values, independence and ethics.

13.1.4 Approval of Inclusion and Diversity targets (developed and proposed by the Executive Committee and reviewed by the People Committee).

13.2 Strategy and management

13.2.1 Approval of the LLP's strategy (developed jointly with the Executive Committee and proposed by the Executive Committee³ following consultation with the Public Interest Committee) and long-term objectives, and oversight of delivery of the strategy. When approving changes to the LLP strategy, the Board shall have due regard to the views of the Public Interest Committee.

13.2.2 Approval of the annual budget and UK Business Plan, (developed and proposed by the Executive Committee), including an assessment that the Firm has sufficient human, intellectual and technological resources for the next three years to support audit quality and the effectiveness of controls and processes required by ISQM1.

³ It is noted that the Audit strategy is developed by the Audit Executive and must be approved by the Audit Board prior to approval by the Board.

- 13.2.3 Oversight of performance of the annual budget and UK Business Plan.
- 13.2.4 Approval and oversight of the Firm's Environment, Social and Governance (ESG) strategy.
- 13.2.5 Any decision to change the operating model or any decision to cease to operate all or any material part of the LLP's business (developed and proposed by the Executive Committee, or in the case of the Audit business, developed by the Audit Executive and recommended by the Audit Board).
- 13.2.6 Any major decision in relation to the 'future of the profession' (developed and proposed by the Executive Committee and taking account of recommendations of the Audit Board).

13.3 Investments

- 13.3.1 Approval of an investment framework (developed and proposed by the Executive Committee and, where relevant to Audit, by the Audit Executive, having regard to any recommendations of the Audit Board).
- 13.3.2 Approval of inorganic investments such as acquisitions and joint venture investments and business disposals with a transaction or enterprise value in excess of £20 million (including value of any debt assumed and deferred consideration; and transaction costs), subject to 13.3.5.
- 13.3.3 Approval of organic and ordinary course investments (including multi-year commitments) with cash or FTE commitments in excess of £40 million (including business builds, technology investments and property leases), subject to 13.3.5.
- 13.3.4 Approval of any such matters likely to have a significant material impact on KPMG from a financial, operational, strategic or reputational perspective, subject to 13.3.5.
- 13.3.5 Approvals under this paragraph 13.3 shall be subject to the following:
 - (i) approvals of transactions or investments by the Board for financial amounts or value shall, unless otherwise specified, be deemed to include additional amounts or value that arise through unanticipated overspend up to the greater of £10m or 10% and are approved by the Executive Committee;
 - (ii) the Board may call in for scrutiny, review and modification any transactions or investments previously approved by the Board or the Executive Committee, in relation to which concerns have been identified (or evidenced in the management information provided on the portfolio of investments); and
 - (iii) approvals of transactions or investments by the Board shall have due regard to any views of the Public Interest Committee and (where they relate to the Audit Business) the Audit Board.

13.4 Structure and capital

- 13.4.1 Approval of changes relating to the LLP's capital structure.
- 13.4.2 Approval of material changes in the LLP's capital and liquidity positions.

- 13.4.3 Any changes to the LLP's status as a Limited Liability Partnership or major changes to the corporate structure.

13.5 Financial and non-financial reporting and controls

In connection with year-end matters, approval of:

- 13.5.1 the statement of internal control and independence and compliance with the Audit Firm Governance Code (on recommendation from the Audit Committee);
- 13.5.2 the going concern statement (on recommendation from the Audit Committee);
- 13.5.3 the profit distribution;
- 13.5.4 the letter of representation to the external auditors;
- 13.5.5 the Transparency Report (developed and proposed by the Executive Committee);
- 13.5.6 the Financial Statements with a recommendation to the LLP Members for their approval by way of an Ordinary Majority;
- 13.5.7 any significant changes in accounting policies or practices (on the recommendation of the Audit Committee);
- 13.5.8 the removal of the external auditors (on the recommendation of the Audit Committee); and
- 13.5.9 other environmental, social and governance (ESG) related public reporting, as may be required by law and regulation, save to the extent within the delegated authorities of the Executive.

13.6 Internal controls

Approval of any Board level certifications (including in the annual Transparency Report) as to the effectiveness of sound risk management and internal control systems on a Firmwide basis, to manage cultural, ethical, risk and reputation matters and to ensure compliance with laws, regulations and global practices and policies relevant to the LLP's business.

13.7 Contracts and Agreements

Approval of contracts which the Chair and Chief Executive agree are material strategically or by reason of size or public interest (taking into consideration, where relevant, the Audit risk appetite framework overseen by the Audit Board and the views of the Public Interest Committee).

13.8 Board and other appointments

- 13.8.1 Approval of changes to the structure, size and composition of the Board (including on recommendation from the Nominations Committee⁴).
- 13.8.2 Appointments to the Board to fill a casual vacancy (on the recommendation of the Nominations Committee).
- 13.8.3 Appointments of Independent Non-Executives and Audit Non-Executives (on the recommendation of the Nominations Committee).

⁴ Formerly known as the Nomination Committee

13.9 Remuneration

- 13.9.1 The establishment or cessation of KPMG pension schemes and material changes to the rules, funding or management arrangements of any such pension schemes.
- 13.9.2 Approval of Equity Partner promotions (developed and proposed by the Executive Committee and recommended by the People Committee).
- 13.9.3 Approval of design of remuneration policies and principles and partner remuneration policies, principles and framework (developed and proposed by the Executive Committee, recommended by the People Committee and (as concerns Audit Partners only) the Audit Board).

13.10 Delegation of authority

- 13.10.1 Approval of the establishment of Board Committees and the Audit Board and their terms of reference.
- 13.10.2 Determining and approving the responsibilities of the Chair and the Chief Executive (which should be in writing).
- 13.10.3 Approval of the terms of reference for all Board Committees, the Audit Board and the Executive Committee and determining which matters are delegated to such committees and boards and which matters are reserved for the Board.
- 13.10.4 Holding the relevant Board Committee, Audit Board or the Executive Committee to account for anything delegated to them.

13.11 Risk Management

- 13.11.1 Approval of KPMG's Risk Appetite and Statement annually (on the recommendation of the Risk Committee, and as regards Audit Risk Appetite, the Audit Board) which will include setting high level parameters such as key principles, key metrics, expectations as to concentrations (whether in terms of revenue income, to single or connected client, sector or type of engagement) and will consider matters from a strategic perspective but also reflect upon the operational, financial, regulatory and conduct/reputational risk type matters (including whether certain services may or may not be appropriate for certain sectors or clients).
- 13.11.2 In respect to material matters related to regulation and regulatory supervision being considered by the Board, the Board will consult with, and have due regard to the views of the Public Interest Committee and the Audit Board.
- 13.11.3 Approval of KPMG's Risk Management Framework (on the recommendation of the Risk Committee).
- 13.11.4 Prosecution, commencement, defence or settlement of, or appeal against the outcome of, actual or potential litigation, an alternative dispute resolution mechanism or regulatory proceedings that are material (i.e. involving or likely to involve sums of over £20 million), likely to attract significant public interest or other material contentious matters that are generally not in the ordinary course of business of KPMG). The Board can from time to time direct what level of materiality shall apply for escalation to it and/or its approval to defend or settle regulatory or other dispute matters.

13.12 Other

- 13.12.1 Approval of the overall levels of insurance for KPMG including directors' and officers' liability insurance and indemnification of directors.
- 13.12.2 Any decision likely to have a significant material impact on KPMG from a financial, operational, strategic or reputational perspective.
- 13.12.3 Any proposed changes to the LLP Agreement or any other matter materially affecting the rights and obligations of the Members as a whole.
- 13.12.4 Approval of any relevant deeds, documents or other matters as required by the LLP Agreement.

14 Operational Separation

- 14.1 The Board shall providing oversight on steps taken by the Firm to implement Operational Separation including specific focus on improving audit market resilience by ensuring that no material, structural cross subsidy persists between the Audit practice and the rest of the Firm.

15 Governance

- 15.1 The Board shall ensure that any matters relating to the purpose of the Audit Firm Governance Code and the Firm's role in respecting that purpose are given due consideration.
- 15.2 The Board shall conduct an annual self-assessment of its activities under these Terms of Reference and triennially shall conduct an externally facilitated Board evaluation. The Chair, supported by the Board Secretary, shall be responsible for acting on the results of the self-assessment and embedding the recommendations from the externally facilitated evaluation.

16 Matters delegated by the Board to the Executive Committee

Subject to the matters reserved for the Board and in addition to the matters that the Executive Committee develops and proposes for Board approval set out in section 13 above the Board delegates, while maintaining oversight, the following to the Executive Committee:

- 16.1 formation and execution of the UK Business Plan underpinning the Firm's strategic goals, operational excellence, financial performance and fulfilment of regulatory, compliance and legal requirements;
- 16.2 implementation of both the LLP's Strategy as approved by the Board; and (through the Audit Executive) the Audit Strategy as approved by the Board ;
- 16.3 implementation of Operation Separation of the Audit Practice in accordance with the applicable regulatory principles;
- 16.4 monitoring and maintaining operating and financial performance against budget;
- 16.5 prioritisation and allocation of resources;
- 16.6 managing the risk profile of the Firm within the Board approved Risk Appetite and Risk Management Framework (including major claims and reputational issues);
- 16.7 managing the System of Quality Management and associated internal controls and processes of the Firm in accordance with ISQM1 and Global policies and procedures;

- 16.8 achieving the Board defined goals in relation to (i) strategic goals; (ii) operational excellence, (iii) financial performance and (iv) regulatory, compliance and legal; and
- 16.9 crisis management;
- 16.10 Audit Quality and Performance;
- 16.11 significant matters related to KPMG International and the Global network; and
- 16.12 managing the day to day activities of LLP Group.

The Executive Committee will bring the above matters to the Board if they feel it is necessary or appropriate.

17 Notice of meetings

The Board meeting agenda and papers in relation to the Board meeting shall, ideally, be circulated at least five working days prior to the Board meeting.

18 Documentation, Communication and Reporting

- 18.1 The Chief Executive, together with the Executive Committee Members, shall report to the Board at each Board meeting on relevant matters within the Executive Committee's responsibility delegated by the Board (including but not limited to reporting on the implementation of achieving the Board approved four pillars – (i) strategic goals; (ii) operational excellence; (iii) financial performance; and (iv) regulatory, compliance and legal commercial outcomes which will also include an attestation against each taking into consideration the Board approved Risk Appetite and Risk Management Framework).
- 18.2 Minutes of the Board are to be kept and filed by the Board Secretary and held at the registered office of the LLP.
- 18.3 Board members will receive a copy of the minutes of the Board and access to relevant minutes of the Board Committees.
- 18.4 A summary of Board meetings will also be available to all Members.