

THE MIDCOUNTRIES CO-OPERATIVE LIMITED

(the “Society”)

TELECOMS COMMITTEE

(the “Telco”)

Terms of Reference

1. Preamble

- 1.1. The Telco is established by a resolution of the Society’s Board dated 21 May 2018. These Terms of Reference were approved by the Board on that date.
- 1.2. The Telco operates within the strategic policy direction established by the Board.
- 1.3. The Telco is established for a two-year period from completion of the transfer of engagements of The Phone Co-op to the Society. At the end of this period, the Society’s Board will decide whether and under what terms to renew the mandate for the Telco.

2. Constitution

- 2.1. Membership of the Telco shall comprise (i) three directors of the Society, (ii) two individuals nominated by and from The Phone Co-op board of directors immediately prior to completion of the transfer of engagements, and (iii) the Phone Co-op Chief Operating Officer.
- 2.2. The Group Chief Executive shall have the right to attend the Telco’s meetings. The Telco can invite other attendees as it sees fit.
- 2.3. The Society’s Board will choose the Telco’s Chair. In the absence of the Chair, a Society director shall act as Chair, chosen by the members of the Telco.
- 2.4. The Society’s Secretary or their nominee shall be secretary to the Telco.

3. Remit

- 3.1. The Telco is empowered with the following:

- 3.1.1. to recommend for approval to the Board, the Phone Co-op business annual budget, Three Year Plan and Blueprint pledges
- 3.1.2. to monitor and review progress against the Phone Co-op business annual budget, Three Year Plan and Blueprint pledges
- 3.1.3. to recommend to the Board a membership proposition for the Phone Co-op business
- 3.1.4. to monitor and review progress against the membership proposition and make recommendations to the Board for any changes
- 3.1.5. to recommend to the Board that it approves contracts between the Group Chief Executive's limit and £500k; all contracts above this level must be reviewed by the Board
- 3.1.6. to recommend capex above £50k to the Board for approval
- 3.1.7. to approve, review and monitor major projects and their implementation
- 3.1.8. to review and monitor strategic and operational risk.

4. Meetings

- 4.1. The Telco shall meet at least eight times a year
- 4.2. A quorum shall be 4 members. Three of the four must comprise the Chair, a director of the Society and one of the Phone Co-op nominees. In the absence of the Chair, two of the four must be directors of the Society.

5. Reporting to the Board

- 5.1. A Chair's report shall be provided to the Board after each Telco meeting.
- 5.2. Minutes of the Telco's meetings shall be circulated to the Board of directors of the Society.

6. Review

- 6.1. The Society's Board of directors will review these Terms of Reference once a year.