

**Principality Building Society**  
**Terms of Reference**  
**Board Sub-Committee for Commercial Approvals**

**1. Main Purpose:**

The role of the Board Sub-Committee for Commercial Approvals is to approve Commercial Applications in accordance with Commercial lending policy that require Board approval. Prior to any commercial application being submitted to the Sub-Committee for approval it would have received Sanction Panel approval which would include oversight by Risk, Finance and Executive Committee members.

**2 Membership:**

Members of the Committee are appointed by the Board.

The Committee comprises:

- Chair of Audit Committee (Chair)
- Chair of Board Risk Committee
- Non-Executive Director
- Chief Executive Officer
- Chief Finance Officer
- Chief Risk Officer
- Commercial Lending Director
- Head of Underwriting

In the absence of the Committee Chair at a Committee meeting, the remaining members present shall elect one of the Non-Executive Directors to chair the meeting.

The Chief Governance Officer or his nominee will act as Secretary to the Committee.

**3 Quorum:**

Three members, two of which must be Non-Executive Directors.

**4 Attendance:**

Other colleagues may be invited to attend all or part of any meeting, as and when appropriate and necessary.

**5 Frequency:**

This Committee will meet on an adhoc basis as required. The meetings will be arranged by the Secretariat.

**6 Committee Functions:**

To review appropriate commercial deals and approve on behalf of the Board

**7 Reporting to the Committee:**

The Committee may obtain such information as it considers necessary from any employee or officer of the Society and may obtain legal or other professional advice as it considers necessary.

The Secretary of the Committee shall circulate the agenda and papers for each meeting of the Committee three working days in advance of the relevant meeting wherever possible. The timeliness of papers will rely on the delivery of minutes from the Sanction Panel, which will be provided to the Sub-Committee in advance of meeting.

**8 Reporting from the Committee:**

The Committee shall report to the Board following each meeting at the next Board meeting.