

TERMS OF REFERENCE - COUNCIL

1. Composition and Tenure

1.1 The parameters of Council's membership are set out in the [Articles of Association](#) as follows:

Council Members:

- all Large Firm Members;
- 18 elected Small Firm Members
- the Chief Executive,
- and, by exception, the President, if co-opted as an additional Council Member under Article 10.6 (c).

1.2 Council may ask other individuals to attend, as required for the business of the meeting.

1.3 The President will generally act as chair of meetings. If at any meeting the President is not present, the Council members present will elect one of their number to chair the meeting.

1.4 The term of Council membership is set out in the Articles, with elections held periodically for Small Firm Members. Firms are asked to reassess their representative on Council at least every 4 years, without a requirement to change their representative.

2. Purpose

Council holds delegated authority from SPP's Executive Committee (ExCo) to lead on pension policy and senior stakeholder engagement.

3. Key responsibilities

Council will:

3.1 set SPP's pension policy positions, communicating this to its technical committees and the wider industry as appropriate; for note SPP is not a lobbying body, though SPP advocates and influences to ensure policy and regulation is implemented effectively;

3.2 oversee the terms and delivery of its technical committees, ensuring that the overall structure optimally covers the necessary areas of industry focus; that the output of the committees is of sufficient quality and impact and that it is in alignment with Council's strategic industry positions; oversee the terms and delivery of the Member Services Committee and the EDI Group;

3.3 review and approve SPP's consultation responses and thought leadership output, where they concern pensions policy and regulation;

3.4 Council Members may be asked to individually support the SPP's thought leadership, policy and committee work;

3.5 lead for SPP on senior stakeholder engagement, strengthening top level relationships and positively impacting policy implementation and regulation, for example with the Pensions Minister/Shadow, DWP, HMT, TPR and FCA;

- 3.6 periodically elect SPP's President, Treasurer and Elected ExCo Officers, as set out in the Articles;
- 3.7 receive information from ExCo, giving Council the oversight to ensure that ExCo's decision making delivers the services that the Membership requires;
- 3.8 oversee the filling of vacancies to Council seats, where they arise outside of the electoral cycle;
- 3.9 discharge any other SPP business as is delegated to it by ExCo or required by the Articles.

4. Delegated Authority

Council may delegate any of its powers to a committee consisting of such person or persons as Council deems fit, as per the Articles of Association;

5. Decision Making

Council has a preference for consensus decision-making. Where a decision requires it, questions shall be decided by a majority of votes. Each Council Member has one vote. In the case of an equality of votes, the chair of the meeting has a second or casting vote

Council Members shall not vote in respect of any contract in which they are interested or any matter arising from it.

6. Meeting and Information Arrangements

- 6.1 A quorum for the transaction of the business of the Council shall not be less than ten, noting that Council may set this within the parameters allowed for by the Articles.
- 6.2 Meetings shall be set every two months. A minimum of four meetings per year are required by the Articles.
- 6.3 Council members agree to abide by relevant statutory obligations, by not sharing information through their work on Council that would breach anti-competition regulations (see SPP's [Competition Law Statement](#)).

7. Confidentiality

All members will, where appropriate, maintain confidentiality of discussions, decisions, and sensitive information.

Approved by Council: 27/05/26

Review date: May 2027

SPP ORGANOGRAM

