|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Non-Executive Director****Skills Matrix****Knowledge Experience Skills Qualifications** ***Nb. Behaviours are captured within the above***  | Chair of Council | Vice Chair of Council (Senior independent Adviser) | Council Member | Chair of Audit and Risk  | Member of Audit and Risk  | Chair of Asset and Liabilities | Member of Asset and Liabilities | Chair of Management Oversight | Member of Management Oversight | Chair of Remuneration and Nominations | Member of Remuneration and Nominations | Chair of Medical | Member of Medical | Chair of Dental | Member of Dental | President |
| **Chair and Vice Chairman of Council and Sub-Committees** |
| Skilled in effective Chairmanship of meetings:* Setting the agenda
* Focussing on key matters for Council
* Meeting governance / time management
* Facilitating respectful, inclusive, purposeful, constructive debate
* Guiding Council to reach the agenda objectives
 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Mentoring skills to support CEO in the delivery of their accountabilities |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Performance management of Council / Sub-Committee members (individually and as a collective) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Diversity awareness for recruitment of Council members |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Chairman |
| Qualified as a doctor or dentist  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Financial and or risk qualification or very significant experience in this area |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |
| **Council Members** |
| Knowledge of the role of an Non-Executive Director:* Adding value in and out of the boardroom – what is expected
* UK Corporate Governance Code
* Purpose and accountabilities of Council and its Sub-Committees
* Boardroom Behaviours, independence of thinking and effective boards
 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of Non-Executive Directors’ duties and liabilities:* Non-Executive Director’s duties and the Companies Act 2006
* Other responsibilities and potential liabilities for Non-Executive Directors’ - legal and regulatory (Ethical Code of Conduct, Data protection, Equality and Diversity)
* Liability of Non-Executive Directors’
 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of MPS* Market Challenges and the competitive environment (UK and International)
* Corporate vision, Business strategy and Corporate plan
* MPS rules
* Financial reporting and performance
* Integrity of MPS Funding performance
* Member Experience / journey, membership products, services and MPS differentiation
* Core behaviours and culture
* HR Strategy
* IT Strategy
* Operations
* Claims management
* Cases management
* Member Operations
 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of legal and regulatory framework specific to MPS* Understanding of medical/ dental negligence
* Tort law and Court issues
* Discretional indemnity Vs Insurance
* Historical precedent (Australia example)
* UK Vs International regulatory pressures
* Legal Challenges
 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Appreciation / Understanding of :- Operational risk appetite, exposures and controls- Underwriting risk, actuarial challenges and pricing strategy*(Audit and Risk / Asset and Liability Committee members must have a deeper knowledge of these areas)* |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Qualified as a doctor or dentist  |  |  | >50% |  |  |  |  |  |  |  |  |  |  |  |  |  |
| *The Remuneration and Nominations Committee on behalf of Council will:* * *Oversee the composition of subsidiary boards and Committees, having regard to desirable skills, experience and diversity*
* *Make recommendations to Council for the appointment of members of Council to subsidiary boards and Committees*
* *Oversee the assessment of capabilities of the subsidiary boards and Committees and define the training programme and /or appointments required to address gaps.*

*The Chairs of Sub-Committees’ will work with the Remuneration and Nominations Committee to assess the performance of the Committee and ensure that the constitution of each Committee comprises the required skills across its members. It is recognised that on appointment Committee members may not be fully competent and where appropriate a development programme will be agreed to address any gaps. Please see additional comments under the Medical and Dental Committee.* *The following knowledge, skills and experiences are additional to those listed above for Chairs of Committees and Members of Council.* |
| **Audit and Risk Committee** |
| Knowledge of accounting policies and financial reporting |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of risk appetite, tolerance and strategy applicable to MPS |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of the nature, extent, probability and mitigations of the material risks facing MPS |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of internal audit function in order to approve programme of audit work and adequately monitor the effectiveness of the audits undertaken |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of external audit function in order to assess their independence and effectiveness of the audit process |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of current regulatory (legislation, accounting, regulatory or reporting) requirements on MPS in UK and overseas, consider their appropriate application and review management’s assessment of adherence to regulations |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in ensuring adequacy and appropriateness of internal controls for financial, operational and compliance to mitigate loss  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in critiquing / challenging the financial reports and adequacy of the annual reports and corporate governance statements |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in providing oversight on MPS procedures for preventing and protecting financial crime  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Recent and relevant financial experience / accountancy qualification (at least one NED on the Committee) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experience in identifying, selecting and appointing appropriate external auditors |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |
| **Asset and Liability Committee** |
| Knowledge of investment strategies, investment risk and capital management strategies (including reinsurance)  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of asset management classes, benchmarking allocation, Liquidity and Investment Rebalance Policy  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of technical subscription pricing and liability reserving strategies, technical and commercial assumptions and the reinsurance policy  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of balance sheet capital management to meet future claims |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in overseeing and managing the performance of the investment managers and monitoring their adherence to investment terms and standards  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experience in identifying, selecting and appointing appropriate investment managers |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Management Oversight Committee** |  |  |  |  |  |  |
| Knowledge of Financial budget management in order to approve and monitor ongoing financial performance |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of technical risk pricing in order to review and monitor the retail prices i.e. subscription charged to members, recommended by the Asset and Liability Committee |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of the key business performance metrics to assess suitability and monitor actual performance of the corporate plan |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of the management of large internal projects, including IT development projects and major change projects |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in overseeing and monitoring business performance, major business projects, major investments and capital expenditure to ensure the robust governance of spend and delivery outcomes |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experienced in overseeing high-value contracts, legal partnerships, granting of securities over assets |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Remuneration and Nominations Committee** |
| Knowledge of considerations to build a diverse Council membership and composition of subsidiary boards and sub-committees comprising the required skills, knowledge and experiences required  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of recruitment best practice including diversity, equal opportunities legislation |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in recruiting practices |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in assessing the performance of Council (as a collective and as individuals) and identifying the capability gaps to inform the training requirements and plans |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in succession planning for Council, CEO and senior leaders ensuring the presence of capabilities required to delivery the business strategy today and in the future |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of UK Corporate Governance Code and market best practice to determine the remuneration of directors, plus other relevant codes, laws and regulations  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of MPS remuneration and reward strategy and policy (TRP)  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of Pension Schemes (Define benefit and Contribution),  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of MPS Performance target setting and assessment policy to inform awards for CEO and Executive |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge of skills required for Council and subsidiary boards and sub-committees |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in reviewing pay benchmarking data to determine the appropriate remunerations arrangements for the Chief Executive, and Non-Executive members of Council and its sub-committees and boards |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in assessing skill mix and comparing to a desired position and making changes as necessary |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Medical Committee**Not all members of the Medical Committee will be qualified as a doctor or have technical knowledge of medicine and healthcare however, it is recognised that having a diverse constitution of the Committee provides for balanced and informed decision making.  |
| Knowledge of technical developments in medicine and their potential impact on MPS’s business |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge on structural changes in medical healthcare, clinical practice, healthcare regulation and legislation  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in stakeholder engagement and member communications |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experienced in monitoring GMC and other medical regulatory issues and interpret for MPS |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experienced in monitoring the re-validation of MPS medical employees |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Qualified as a doctor |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| **Dental Committee**Not all members of the Medical Committee will be qualified as a dentist or have technical knowledge of dentistry and healthcare however, it is recognised that having a diverse constitution of the Committee provides for balanced and informed decision making. |
| Knowledge of technical developments in dentistry and their potential impact on MPS’s business |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Knowledge on structural changes in dental healthcare, clinical practice, healthcare regulation and legislation  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Skilled in stakeholder engagement and member communications |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experienced in monitoring GDC and other dental regulatory issues and interpret for MPS |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Experienced in monitoring the re-validation of MPS medical employees |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Qualified as a dentist |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |