



BANK OF ENGLAND
PRUDENTIAL REGULATION
AUTHORITY

FINAL NOTICE

To: Scottish Widows Limited
Of: Canons House, Bristol, BS1 5LL, United Kingdom

Firm Reference Number: 181655

And –

To: Sophie Jane O'Connor
Of: [REDACTED]

Date: 17 March 2022

ACTION

1. For the reasons set out in Section 1 of this Notice and pursuant to section 61(2B)(b) of the Financial Services and Markets Act 2000 (“the Act”), the Prudential Regulation Authority proposes to approve the application dated 21 December 2021 (“the Application”) for Sophie Jane O'Connor (“the Candidate”) to perform the Senior Manager Function 9 (Chair of the Governing Body Function) (“SMF9”) role at SWG (“the Firm”) for a limited period commencing on 17 March 2022 and ending on 17 March 2023.

PROCEDURAL MATTERS

2. The procedural matters set out in Section 2 are important.

RELEVANT STATUTORY AND REGULATORY PROVISIONS

3. The relevant statutory and regulatory provisions are set out in Section 3.

DEFINITIONS

4. The definitions below are used in this Final Notice.

“the Act” means the Financial Services and Markets Act 2000

“the Application” means the Form A application dated 21 December 2021 submitted by the Firm for the Candidate to perform the SMF9 role at the Firm

“the Candidate” means Sophie Jane O’Connor

“the Firm” means Scottish Widows Limited [Lead firm and the firm that made the application; FRN 181655], Lloyds Bank General Insurance [FRN 202091] and St. Andrew’s Insurance Plc [FRN 202932]. Collectively, these are referred to as Scottish Widows Group (‘SWG’)

“Notice” means this Final Notice

“the PRA” means the Prudential Regulation Authority

“SMF9” means Senior Manager Function 9 – Chair of the Governing Body Function

“PRC” means the PRA’s Prudential Regulation Committee

[REDACTED]
[REDACTED]
[REDACTED]

for and on behalf of the PRA

SECTION 1 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION AUTHORITY TO SWG AND SOPHIE JANE O'CONNOR ON 17 MARCH 2022

REASON FOR THE ACTION

1. The reason for the PRA's approval of the Firm's Application for the Candidate to perform the SMF9 role at the Firm for a limited period is that it is desirable to do so in order to advance the PRA's objective of promoting the safety and soundness of PRA-authorized persons (section 2B(2) of the Act).
2. Pursuant to section 2B(3) of the Act, this objective is to be advanced primarily by: (a) seeking to ensure that the business of PRA-authorized persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system; and (b) seeking to minimise the adverse effect that the failure of a PRA-authorized person could be expected to have on the stability of the UK financial system. The adverse effects mentioned in section 2B(3) of the Act may, in particular, result from the disruption of the continuity of financial services.
3. An appropriately staffed firm and an effective Chair of the Governing Body function are essential to ensuring a firm is run in a prudent, safe and sound manner. This approval will advance the PRA's objective of promoting the safety and soundness of PRA-authorized persons (Section 2B(2) of the Act) by ensuring the Firm is appropriately staffed. The SMF9 function will be allocated to the Candidate, who has accepted the role on an interim basis only and whom the PRA is satisfied is fit and proper to perform the role at the Firm on a time-limited basis.

FACTS AND MATTERS RELIED UPON

Background

4. The Firm is authorised by the PRA and regulated by the PRA and Financial Conduct Authority.
5. The Candidate agreed to accept the role of Chair of the Firm on an interim basis only. The Firm's Application for the Candidate to perform the SMF9 role at the Firm was received by the PRA on 21 December 2021.

6. The Candidate had been appointed as interim Chair of the Firm using the 12-week 'grace period'. Prior to this, the Candidate was Chair of the Firm's Audit Committee (SMF11).
7. Having assessed the Firm's Application, the PRA is satisfied as to the Candidate's fitness and propriety to perform the SMF9 role at the Firm on a time-limited basis as required pursuant to section 61(1)(b) of the Act.
8. The PRA considers that approval for a time-limited period advances the PRA's objectives by: (i) ensuring that the Firm has an approved SMF9 and, as such, is appropriately staffed, which is essential for the Firm to run in a prudent, safe and sound manner; and (ii) allowing the Firm sufficient time to identify, and seek approval, for, an individual to perform the SMF9 role on a permanent basis.
9. Pursuant to section 61(2B)(b) of the Act, the PRA may grant a senior manager application that is made under section 60 of the Act so as to give approval only for a limited period if it appears to the PRA that it is desirable to do so in order to advance any of its objectives (section 61(2C)(b) of the Act).
10. The PRA considers that it is appropriate in these circumstances to propose to approve the Firm's Application for the Candidate to perform the SMF9 role at the Firm for a limited period commencing on 17 March 2022 and ending on 17 March 2023.
11. As the Candidate agreed to perform the role of Chair at the Firm on an interim basis only, the Firm and the Candidate have consented to the PRA's proposal to approve the Firm's Application for the Candidate to perform the SMF9 role at the Firm for a limited period commencing on 17 March 2022 and ending on 17 March 2023.

ACTION

12. For the reasons given in this Notice, and pursuant to section 61(2B)(b) of the Act, the PRA has approved the Application for a limited period, commencing on 17 March 2022 and ending on 17 March 2023.

**SECTION 2 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION
AUTHORITY TO SWG AND SOPHIE JANE O'CONNOR ON 17 MARCH 2022**

PROCEDURAL MATTERS

Decision-Maker

1. The decision which gave rise to the obligation to give this Notice was made by PRC.
2. This Notice is given to the Firm and the Candidate pursuant to section 390(1) of the Act. The following statutory provisions are important.

Confidentiality and publicity

3. Sections 391(4), 391(6A) and 391(7) of the Act apply to the publication of information about the matter to which this Notice relates.
4. Pursuant to section 391(4) of the Act, the PRA must publish such information about the matter to which a Final Notice relates as it considers appropriate. However, pursuant to section 391(6A) of the Act, the PRA may not publish information if, in its opinion, publication would be unfair to the Firm and/or Candidate or prejudicial to the safety and soundness of PRA-authorised persons.

PRA contacts

5. For more information concerning this matter generally, the Firm and/or Candidate should contact PRC Secretariat ([REDACTED]) at the PRA

SECTION 3 OF THE FINAL NOTICE ISSUED BY THE PRUDENTIAL REGULATION AUTHORITY TO SWG AND SOPHIE JANE O'CONNOR ON 17 MARCH 2022

RELEVANT STATUTORY AND REGULATORY PROVISIONS

1. Under section 2B(1) of the Act, in discharging its general functions, the PRA is required, so far as is reasonably possible, to act in a way which advances its general objective.
2. Under section 2B(2) of the Act, the PRA's general objective is: promoting the safety and soundness of PRA-authorised persons.
3. Under section 2B(3) of the Act, the PRA's general objective is to be advanced primarily by seeking to ensure that the business of PRA-authorised persons is carried on in a way which avoids any adverse effect on the stability of the UK financial system and seeking to minimise the adverse effect that the failure of a PRA-authorised person could be expected to have on the stability of the UK financial system.
4. Under section 2B(4) of the Act, the adverse effects mentioned in section 2B(3) of the Act may, in particular, result from the disruption of the continuity of financial services.
5. Under section 59 of the Act, an authorised person ("A") must take reasonable care to ensure that no person performs a controlled function under an arrangement entered into by A in relation to the carrying on by A of a regulated activity, unless that person is acting in accordance with an approval given by the appropriate regulator under this section.
6. Under section 60 of the Act, an application for the PRA's approval under section 59 of the Act may be made by the authorised person concerned.
7. Under section 61(2B)(b) of the Act, the PRA may grant a senior manager application made under section 60 of the Act so as to give approval only for a limited period.
8. Under section 61(2C)(b) of the Act, the PRA may exercise its power under section 61(2B)(b) of the Act only if it appears to the PRA that it is desirable to do so in order to advance any of the PRA's objectives.

9. Under section 61(3) of the Act, the PRA must before the end of the period for consideration of an application received under section 60 of the Act determine whether to (a) grant the application or (b) to give a warning notice under section 62(2) of the Act.
10. Under section 62(2) of the Act, if the PRA proposes to refuse the application or to grant the application subject to conditions or for a limited period (or both), it must give a warning notice to the Firm and the Candidate.
11. Pursuant to section 62(3) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both), it must give a decision notice to the Firm and the Candidate.
12. Pursuant to section 62(4) of the Act, if the PRA decides to refuse the application or to grant the application subject to conditions or for a limited period (or both), the Firm and Candidate may refer the matter to the Tribunal.
13. Pursuant to section 390(1) of the Act, if the PRA has given a Decision Notice and the matter was not referred to the Tribunal in the time specified by the Tribunal Procedure Rules the PRA must issue a Final Notice.