

**PRA RULEBOOK: SOLVENCY II FIRMS: SENIOR INSURANCE MANAGERS REGIME (NO. 2)
INSTRUMENT 2015**

Powers exercised

- A. The Prudential Regulation Authority (“PRA”) makes this instrument in the exercise of the following powers and related provisions in the Financial Services and Markets Act 2000 (“the Act”):
- (1) section 59 (approval for particular arrangements);
 - (2) section 60 (applications for approval);
 - (3) section 61 (determination of applications);
 - (4) section 64A (rules of conduct);
 - (5) section 137G (the PRA’s general rules); and
 - (6) section 137T (general supplementary powers).
- B. The rule-making powers referred to above are specified for the purpose of section 138G(2) (Rule-making instrument) of the Act.

Pre-conditions to making

- C. In accordance with section 138J of the Act (Consultation by the PRA), the PRA consulted the Financial Conduct Authority. After consulting, the PRA published a draft of proposed rules and had regard to representations made.

PRA Rulebook: Solvency II Firms: Senior Insurance Managers Regime (No. 2) Instrument 2015

- D. The PRA makes the rules in the Annexes to this instrument.

Commencement

- E. This instrument comes into force on 7 March 2016.

Citation

- F. This instrument may be cited as the PRA Rulebook: Solvency II Firms: Senior Insurance Managers Regime (No. 2) Instrument 2015.

By order of the Board of the Prudential Regulation Authority

31 July 2015.

Annex A

[Note: This Annex contains updates to the rules made in PS3/15 Appendix 3 (PRA Rulebook: Solvency II Firms: Senior Insurance Managers Regime Instrument 2015). In this Annex, underlining indicates new text and striking through indicates deleted text.]

Part

INSURANCE – SENIOR INSURANCE MANAGEMENT FUNCTIONS

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1 APPLICATION AND DEFINITIONS

1.1 Unless otherwise stated, this Part applies to:

- (1) a *UK Solvency II firm*;
- (2) in accordance with Insurance General Application 3, the *Society*, as modified by 11;
- (3) in accordance with Insurance General Application 3, *managing agents*, as modified by 11;
- (4) a *third country branch undertaking* (other than a *Swiss general insurer*); and
- (5) ~~an~~ a *UK ISPV*, in accordance with 12.

1.2 In this Part, the following definitions shall apply:

Chairman function

has the meaning given in 4.1.

Chairman of Audit Committee function

has the meaning given in 4.3.

Chairman of Remuneration Committee function

has the meaning given in 4.4.

Chairman of Risk Committee function

has the meaning given in 4.2.

Chief Actuary function

has the meaning given in 7.1.

Chief Executive function

has the meaning given in 3.1.

Chief Finance function

has the meaning given in 3.2.

Chief Risk function

has the meaning given in 3.3.

Chief Underwriting Officer function

has the meaning given in 9.2.

FCA activities

means a function which would, except for SUP10A.11.12R of the *FCA Handbook*, be an *FCA governing function*.

Group Entity Senior Insurance Manager function

has the meaning given in 5.1.

Head of Internal Audit function

has the meaning given in 3.4.

Head of Third Country Branch function

has the meaning given in 6.2.

Senior Independent Director function

has the meaning given in 4.5.

Underwriting Risk Oversight function

has the meaning given in 10.2.

With-Profits Actuary function

has the meaning given in 8.2.

2 GENERAL

- 2.1 Each of the functions in 3 - 10 is a *controlled function* and a *senior insurance management function*.
- 2.2 *Senior insurance management function* holders must each be approved by the PRA to perform the applicable *senior insurance management function*.
- 2.3 (1) A *firm* (other than a *third country branch undertaking*) must ensure that one or more *persons* performs each of the following *senior insurance management functions* on its behalf:
- (a) the *Chief Executive function*; ~~and~~
 - (b) the *Chief Finance function*; ~~and~~ and
 - (c) the *Chairman function*.
- (2) If a vacancy arises in respect of one or more of the *senior insurance management functions* set out in (1), a *firm* must ensure that it appoints a *person* to fill that vacancy as soon as practicable.
- 2.4 To the extent that:
- (1) a *firm* appoints a *person* to perform a *key function* which, but for this rule, would be a *senior insurance management function*;
 - (2) the appointment is solely to provide cover for a *senior insurance management function holder* whose absence is:
 - (a) temporary; or
 - (b) reasonably unforeseen; and

(3) the appointment is for less than 12 weeks in a consecutive 12-month period, the description of the applicable *senior insurance management function* does not relate to those activities of that *person*.

2.5 (1) If, in relation to a *firm*, a *senior insurance management function holder* also performs *FCA activities*, performance of the *senior insurance management function* will include the performance of those *FCA activities*, provided the following conditions are met:

- (a) the *PRA*'s approval to perform that *senior insurance management function* has been granted and continues in force;
- (b) at the time of approval being granted by the *PRA*, that *person* was not subject to an *FCA approval* to perform the particular *FCA governing function*;
- (c) the *firm* made the notification required by SUP10A.11.12 R (4) of the *FCA Handbook*; and
- (d) that *person* performs and is continuing to perform the *FCA activities*.

(2) If, in relation to a *firm*, a *senior insurance management function holder* has been performing *FCA activities* in the circumstances set out in (1), and that *person*:

- (a) ceases to perform the *senior insurance management function*;
- (b) within three *months* of ceasing performance, is approved to perform a new *senior insurance management function* at the *firm*; and
- (c) continues to perform the *FCA activities*.

performance of the new *senior insurance management function* will include the performance of those *FCA activities*, provided the conditions in (1) (a) to (d) are met.

2.6 If a *senior insurance management function holder* to whom 2.5 applies ceases to perform a *senior insurance management function* but continues to perform the *FCA activities*, 2.5(1) will continue to apply in respect of the performance of the *FCA activities* until the earlier of:

- (1) approval by the *FCA* in respect of the performance by that *person* of those *FCA activities* as an *FCA governing function* in relation to the *firm*; or
- (2) three *months* from the time that the *person* ceased to perform that *senior insurance management function*.

3 EXECUTIVE

- 3.1 The *Chief Executive function* (SIMF1) is the function of having responsibility, under the immediate authority of the *governing body*, alone or jointly with others, for carrying out the management of the conduct of the whole of the business (or relevant activities) of a *firm*.
- 3.2 The *Chief Finance function* (SIMF2) is the function of having responsibility for the management of the financial resources of a *firm* and reporting to the *governing body* of a *firm* in relation to its financial affairs.
- 3.3 The *Chief Risk function* (SIMF4) is the function of having responsibility for overall management of the risk management system specified in Conditions Governing Business 3.

- 3.4 The *Head of Internal Audit function* (SIMF5) is the function of having responsibility for the management of the internal audit *function* specified in Conditions Governing Business 5.

4 OVERSIGHT

~~[Not yet in force]~~

- 4.1 The *Chairman function* (SIMF9) is the function of having responsibility for chairing, and overseeing the performance of the *governing body* of a *firm*.
- 4.2 The *Chairman of Risk Committee function* (SIMF10) is the function of having responsibility for chairing, and overseeing the performance of any committee responsible for the oversight of the risk management system specified in Conditions Governing Business 3.
- 4.3 The *Chairman of Audit Committee function* (SIMF11) is the function of having responsibility for chairing and overseeing the performance of any committee responsible for the oversight of the internal audit *function* specified in Conditions Governing Business 5.
- 4.4 The *Chairman of Remuneration Committee function* (SIMF12) is the function of having responsibility for chairing and overseeing the performance of any committee responsible for the oversight of the design or implementation of the remuneration policies and practices of a *firm*.
- 4.5 The *Senior Independent Director function* (SIMF14) is the function of performing the role of a senior independent *director*, and having particular responsibility for leading the assessment of performance of the *person* performing the *Chairman function*.

5 GROUP ENTITIES

- 5.1 The *Group Entity Senior Insurance Manager function* (SIMF7) is the function of having a significant influence on the management or conduct of one or more aspects of the affairs of a *firm* in relation to its *regulated activities* (other than in the course of the performance of another *senior insurance management function*) and which is performed by a *person* employed by, or an officer ~~(other than a non-executive director)~~ of:
- (1) a *parent undertaking* or holding company of a *firm*; or
 - (2) another *undertaking* which is a *member* of the *firm's group*.

6 HEAD OF THIRD COUNTRY BRANCH

- 6.1 This Chapter applies only to a *firm* that is a *third country branch undertaking* (other than a *Swiss general insurer*).
- 6.2 The *Head of Third Country Branch function* (SIMF19) is the function of having responsibility for the conduct of all activities of the *third country branch undertaking* that are subject to the *regulatory system*.
- 6.3
- (1) A *third country branch undertaking* must have at least one *person* approved to perform the *Head of Third Country Branch function*.
 - (2) If a vacancy arises in respect of the *Head of Third Country Branch function*, a *third country branch undertaking* must ensure that it appoints a *person* to fill that vacancy as soon as possible.

6.4 A *third country branch undertaking* that transacts *with-profits insurance business* must have at least one *person* approved to perform the *With-Profits Actuary function* (SIMF21).

6.5 A *third country branch undertaking* is not required to have any *person(s)* approved to perform any of the other *senior insurance management functions*.

7 CHIEF ACTUARY

7.1 The *Chief Actuary function* (SIMF20) is the function of having responsibility for the actuarial *function* specified in Conditions Governing Business 6.

8 WITH-PROFITS ACTUARY

8.1 This Chapter applies only to *firms* that carry on *with-profits insurance business*.

8.2 The *With-Profits Actuary function* (SIMF21) is the function of having responsibility for advising the *governing body* of a *firm* transacting *with-profits insurance business* on the exercise of discretion affecting part or all of that business, as described more fully in Actuaries 5.1.

9 CHIEF UNDERWRITING OFFICER

9.1 This Chapter applies only to *firms* that carry on *general insurance business* and to *managing agents*.

9.2 The *Chief Underwriting Officer function* (SIMF22) is the function of having responsibility, in respect of the *firm's general insurance business*, for the underwriting decisions in respect of material insurance risks that:

- (1) in relation to *firms* that carry on *general insurance business*, are borne by the *firm*; or
- (2) in relation to *managing agents*, are borne by *members*.

10 UNDERWRITING RISK OVERSIGHT

10.1 This Chapter applies only to the *Society*.

10.2 The *Underwriting Risk Oversight function* (SIMF23) is the function of overseeing and influencing underwriting plans by *managing agents* in respect of risks borne by *members*.

11 LLOYD'S

11.1 This Part applies to the *Society* and *managing agents* separately.

12 UK ISPVs

12.1 This Chapter applies only to *firms* that are UK ISPVs.

12.2 The following *senior insurance management functions* do not apply to ~~an~~ a UK ISPV:

- (1) *Chief Risk function* (SIMF4);
- (2) *Head of Internal Audit function* (SIMF5);
- (3) *Chairman of Risk Committee function* (SIMF10);
- (4) *Chairman of Audit Committee function* (SIMF11);
- (5) *Chairman of Remuneration Committee function* (SIMF12);

- (6) *Senior Independent Director function (SIMF14);*
- (7) *Head of Third Country Branch function (SIMF19);*
- (48) *With-Profits Actuary function (SIMF21); and*
- (59) *Chief Underwriting Officer function (SIMF22).*

Annex B

[Note: This Annex contains updates to the rules made in PS3/15 Appendix 3 (PRA Rulebook: Solvency II Firms: Senior Insurance Managers Regime Instrument 2015). In this Annex, underlining indicates new text and striking through indicates deleted text.]

Part**INSURANCE – FITNESS AND PROPRIETY**

Chapter content

1. APPLICATION AND DEFINITIONS
2. FITNESS AND PROPRIETY ASSESSMENTS BY FIRMS
3. OBLIGATION TO PROVIDE REFERENCES
4. DISCLOSURE AND REPLACEMENTS
5. LLOYD'S
6. FITNESS AND PROPRIETY TRANSITIONAL PROVISIONS

Links

1 APPLICATION AND DEFINITIONS

1.1 Unless otherwise stated, this Part applies to:

- (1) a *UK Solvency II firm*;
- (2) in accordance with Insurance General Application 3, the *Society*, as modified by 5;
- (3) in accordance with Insurance General Application 3, *managing agents*, as modified by 5;
- (4) a *third country branch undertaking* (other than a *Swiss general insurer*); and
- (5) ~~an~~ a *UK ISPV*.

1.2 In this Part, the following definitions shall apply:

continued approval

has the meaning given in Senior Insurance Managers Regime – Transitional Provisions.

2 FITNESS AND PROPRIETY ASSESSMENTS BY FIRMS

2.1 A *firm* must ensure that all *persons* who perform *key functions* are at all times fit and proper *persons*.

[Note: Art. 42(1) of the *Solvency II Directive*]

2.2 In deciding whether a *person* is fit and proper pursuant to 2.1, a *firm* must be satisfied that the *person*:

- (1) has the personal characteristics (including being of good repute and integrity);
- (2) possesses the level of competence, knowledge and experience;
- (3) has the qualifications; and
- (4) has undergone or is undergoing all training,

required to enable such *person* to perform his or her *key function* effectively and in accordance with any relevant regulatory requirements, including those under the *regulatory system*, and to enable sound and prudent management of the *firm*.

[Note: Art. 42(1) of the *Solvency II Directive*]

2.3 Before deciding, and in considering on an on-going basis, whether a *person* is fit and proper pursuant to 2.1 and 2.2, a *firm* must consider:

- (1) the *person's* past business conduct; and
- (2) whether the *person* performs his or her *key functions* in accordance with the relevant *conduct standards* specified in Insurance - Conduct Standards 3.

[Note: Art. 42(1) of the *Solvency II Directive*]

2.4 ~~Before~~In deciding whether a *person* (P) is fit and proper to ~~become~~ be appointed as a senior insurance management function holder or a notified non-executive director, a *firm* must:

- (1) obtain P's consent for the *firm* to request the fullest information in relation to P that it is lawfully able to request under the Police Act 1997 and related subordinated legislation of the *UK* or any part of the *UK*;
 - (2) if P has lived or worked outside the *UK* for a material time in the previous five years, obtain P's consent for the *firm* to request the fullest information in relation to P that it is lawfully able to request under equivalent overseas legislation; and
 - (3) request, and have regard to, such information.
- 2.5 Before deciding whether a *person* is fit and proper to ~~become~~ be appointed as a senior insurance management function holder or a notified non-executive director, a *firm* must take reasonable steps to obtain appropriate references from that *person*'s current and previous employers, and from organisations at which that *person* served as, or is currently, a non-executive director, covering at least the past five years.
- 2.6 Where a *firm* (A) seeks a reference pursuant to 2.5 from an *FCA-authorised person* or a *PRA-authorised person* (B), A must also request that B discloses all matters of which B is aware that are relevant to the assessment of that *person*'s fitness and propriety.
- 2.7 If a *firm* engages a *person* for a continuous period of time as a senior insurance management function holder or a notified non-executive director it is only required to comply with 2.4 - 2.6 the first time it determines that *person* is fit and proper to act as a senior insurance management function holder or a notified non-executive director.

3 OBLIGATION TO PROVIDE REFERENCES

3.1 [Not yet in force]

4 DISCLOSURE AND REPLACEMENTS

- 4.1 (1) A *firm* (other than ~~an~~ a *UK* ISPV) shall notify the *PRA* of any changes to the identity of *key function holders* and shall provide the *PRA* with:
- (a) all the information needed to assess whether such *person* is fit and proper pursuant to 2.2; and
 - (b) the information referred to in Insurance - Allocation of Responsibilities 5.1(3) in respect of that *person*.
- (2) ~~An~~ A *UK* ISPV shall notify the *PRA* of any changes to the identity of *key function holders* who are effectively running the *firm* and shall provide the *PRA* with all the information needed to assess whether such *person* is fit and proper pursuant to 2.2.

[Note: Art. 42(2) of the Solvency II Directive]

- (3) Where a *firm* has complied with 4.1(1) in connection with the appointment of a *person* as a *key function holder*, and such *person* transfers from that *key function* to a different *key function* or is appointed to an additional *key function*, in either case within the same *firm*, for the purposes of 4.1(1) the *firm* need only supply, in connection with such subsequent appointment:
- (a) updates to the information previously provided; and

- (b) if the *key function holder* is also to perform a *senior insurance management function* or an *FCA controlled function*, the information required in connection with an application for approval to do so.

4.2 Where:

- (1) a *person who is to become a key function holder* is also to be approved by the *PRA* to perform a *senior insurance management function* or by the *FCA* to perform an *FCA controlled function*; and
- (2) the *firm* includes the information referred to in 4.1 in its application to the *PRA* for the approval of that *person* to perform the *senior insurance management function*, or in the application to the *FCA* for the approval of that *person* to perform the *FCA controlled function*.

~~this shall discharge the obligation~~ satisfy the requirement in 4.1 in respect of that *key function* appointment.

- 4.3 If a *firm* becomes aware of information which would reasonably be expected to be material to the assessment of a current or former *key function holder's* fitness and propriety under this Part, it must inform the *PRA* as soon as practicable.

[Note: Art. 42(3) of the *Solvency II Directive*]

- 4.4 Where a *firm* replaces a *key function holder* because the *firm* considers that that *person* is no longer fit and proper pursuant to 2.1 and 2.2, the *firm* must notify the *PRA* as soon as reasonably practicable.

[Note: Art. 42(3) of the *Solvency II Directive*]

5 LLOYD'S

- 5.1 This Part applies to the *Society* and *managing agents* separately.

6 FITNESS AND PROPRIETY TRANSITIONAL PROVISIONS

- 6.1 The requirements of 2.4 - 2.6 do not apply to a *firm* in respect of any *person* who has *continued approval* in relation to that *firm*.

Annex C

[Note: This Annex contains updates to the rules made in PS3/15 Appendix 3 (PRA Rulebook: Solvency II Firms: Senior Insurance Managers Regime Instrument 2015). In this Annex, underlining indicates new text and striking through indicates deleted text.]

Part

INSURANCE – ALLOCATION OF RESPONSIBILITIES

Chapter content

1. APPLICATION AND DEFINITIONS
2. ALLOCATION OF RESPONSIBILITIES
3. SIMR PRESCRIBED RESPONSIBILITIES
4. IDENTIFICATION OF KEY FUNCTIONS
5. RECORDS
6. LLOYD'S

Links

1 APPLICATION AND DEFINITIONS

1.1 Unless otherwise stated, this Part applies to:

- (1) a *UK Solvency II firm*;
- (2) in accordance with Insurance General Application 3, the *Society*, as modified by 6;
- (3) in accordance with Insurance General Application 3, *managing agents*, as modified by 6; and
- (4) a *third country branch undertaking* (other than a *Swiss general insurer*).

1.2 In this Part, the following definitions shall apply:

governance map

has the meaning given in 5.1.

SIMR prescribed responsibility

- (1) for a *firm* (other than a *third country branch undertaking*) means the responsibilities in 3.1;
- (2) for a *third country branch undertaking* (other than a *UK-deposit insurer* or a *Swiss general insurer*) means the responsibilities set out in 3.1 to the extent only that they are relevant to the operations effected by its *third country branch*, save in relation to 3.1(4) which shall also take account of the operations of the *third country branch undertaking* to the same extent as is necessary to ensure compliance by the *third country branch undertaking* with Third Country Branches 13;
- (3) for a *UK-deposit insurer*, means the responsibilities set out in 3.1 to the extent only that they are relevant to the operations effected by its *third country branch* and all its *third country undertaking EEA branches*, save in relation to 3.1(4) which shall also take account of the operations of the *third country branch undertaking* to the same extent as is necessary to ensure compliance by the *third country branch undertaking* with Third Country Branches 13.

2 ALLOCATION OF RESPONSIBILITIES

2.1 A *firm* (other than a *third country branch undertaking*) must allocate each ~~element~~ of the *SIMR prescribed responsibilities* set out in 3.1 (other than 3.1(10) and (11)), to one or more *persons* who, in relation to that *firm*, are approved under section 59 of *FSMA* by:

- (1) the *PRA* to perform a *senior insurance management function*; or
- (2) in relation to *relevant senior management functions* only, the *FCA*.

2.2 A *firm* (other than a *third country branch undertaking*) must allocate each ~~element~~ of the *SIMR prescribed responsibilities* set out in 3.1(10) and (11) to one or more *non-executive directors* who perform a *senior insurance management function* set out in Insurance – Senior Insurance Management Functions 4 or an *FCA governing function* at that *firm*.

- 2.3 A *third country branch undertaking (other than a Swiss general insurer)* must allocate each element of the *SIMR prescribed responsibilities* set out in 3.1(1), (4), (5), (6) and (7) to one or more *persons* who, in relation to that firm, are approved under section 59 of *FSMA* by:
- (1) the *PRA* to perform a *senior insurance management function*; or
 - (2) in relation to *relevant senior management functions* only, the *FCA*.

3 SIMR PRESCRIBED RESPONSIBILITIES

- 3.1 Each of the responsibilities set out in this rule is an *SIMR prescribed responsibility*:
- (1) responsibility for ensuring that the *firm* has complied with its obligation in Insurance - Fitness and Propriety 2.1 to ensure that every *person* who performs a *key function* (including ~~these every person~~ in respect of whom an application under section 59 of *FSMA* is made) is a fit and proper *person*;
 - (2) responsibility for leading the development of the *firm's* culture by the *governing body* as a whole;
 - (3) responsibility for overseeing the adoption of the *firm's* culture in the day-to-day management of the *firm*;
 - (4) responsibility for the production and integrity of the *firm's* financial information and its regulatory reporting;
 - (5) responsibility for management of the allocation and maintenance of the *firm's*;
 - (a) capital; and
 - (b) liquidity;
 - (6) responsibility for the development and maintenance of the *firm's* business model by the *governing body*;
 - (7) responsibility for performance of the *firm's* *ORSA*;
 - (8) responsibility for leading the development and monitoring effective implementation of policies and procedures for the induction, training and professional development of all members of the *firm's* *governing body*;
 - (9) responsibility for monitoring effective implementation of policies and procedures for the induction, training and professional development of all of the *firm's* *key function holders* (other than members of the *firm's* *governing body*);
 - (10) responsibility for oversight of the independence, autonomy and effectiveness of the *firm's* policies and procedures on whistleblowing including the procedures for protection of staff who raise concerns from detrimental treatment; and
 - (11) responsibility for ~~developing and~~ overseeing the development and implementation of the *firm's* remuneration policies and practices.

4 IDENTIFICATION OF KEY FUNCTIONS

- 4.1 A *firm* must identify:
- (1) each of the *functions* that the *firm* considers to be a *key function*; and

- (2) any such *key function* that amounts to effectively running the *firm* (or, for a *third country branch undertaking other than a Swiss general insurer*, effectively running the operations effected by the *third country branch*, or, for a *UK-deposit insurer*, the operations effected by the *third country branch* and all the *third country undertaking EEA branches*).

4.2 A *firm* must keep its identification of *key functions* pursuant to 4.1 up-to-date.

4.3 A *firm* must keep a record of its reasoning for the identification of *key functions* pursuant to 4.1.

5 RECORDS

5.1 A *firm* must have and maintain a *governance map*, which is a clear and coherent document or series of documents with the following details:

- (1) a list of the *key functions* identified by the *firm* in accordance with 4.1 highlighting those that amount to effectively running the *firm* (or, for a *third country branch undertaking other than a Swiss general insurer*, effectively running the operations effected by the *third country branch* or, for a *UK-deposit insurer*, the operations effected by the *third country branch* and all the *third country undertaking EEA branches*);
- (2) the names of the *persons* who effectively run the *firm* (or, for a *third country branch undertaking other than a Swiss general insurer*, effectively run the operations effected by the *third country branch* or, for a *UK-deposit insurer*, the operations effected by the *third country branch* and all the *third country undertaking EEA branches*) or who are responsible for other *key functions* listed pursuant to 5.1(1);
- (3) for each *person* named pursuant to 5.1(2), a summary of the significant responsibilities allocated to that *person* (including, if applicable, any *SIMR prescribed responsibilities* that have been allocated to that *person* in accordance with 2);
- (4) where any responsibilities covered by 5.1(3) are allocated to more than one *person*, details of how those responsibilities are shared or divided between the *persons* concerned;
- (5) reporting lines and lines of responsibility for each *person* listed pursuant to 5.1(2);
- (6) where a *firm* (other than a *third country branch undertaking*) is a member of a *group*:
 - (a) how the *firm's* management and governance arrangements fit together with those of its *group* and the extent to which the *firm's* management and governance arrangements are provided by or shared with other members of its *group*; and
 - (b) for the *persons* listed pursuant to 5.1(2), details of the reporting lines and the lines of responsibility (if any) to *persons* who are employees or officers of other *group* members or to committees or other bodies of the *group* or of other *group* members.

5.2 A *firm* must update the *governance map*:

- (1) at least quarterly; and
- (2) in the event of a significant change to:

- (a) the *firm's* governance structure;
- (b) the significant responsibilities allocated to a *key function holder*, or
- (c) the reporting lines or lines of responsibility for a *key function holder*.

5.3 A *firm* must, as soon as reasonably practicable, provide the following to the *PRA*:

- (1) upon request by the *PRA*, a copy of the *governance map*; and
- (2) in the event of an update pursuant to 5.2(2), a copy of the relevant part of the *governance map*.

6 LLOYD'S

6.1 This Part applies to the *Society* and *managing agents* separately.

Annex D

[Note: In this Annex, the text is all new and is not underlined.]

Part

INSURANCE - CONDUCT STANDARDS

Chapter content

- 1. APPLICATION**
- 2. SCOPE OF CONDUCT STANDARDS**
- 3. CONDUCT STANDARDS**
- 4. LLOYD'S**

Links

1 APPLICATION

- 1.1 Unless otherwise stated, this Part applies to:
- (1) a *UK Solvency II firm*;
 - (2) in accordance with General Application 3, the *Society*, as modified by 4;
 - (3) in accordance with General Application 3, *managing agents*, as modified by 4;
 - (4) a *third country branch undertaking* (other than a *Swiss general insurer*);
 - (5) a *UK ISPV*; and
 - (6) in relation to any of the foregoing *firms*, any *person* who is approved under section 59 of *FSMA* by either:
 - (a) the *PRA*; or
 - (b) the *FCA*, in relation to a *relevant senior management function*.

2 SCOPE OF CONDUCT STANDARDS

- 2.1 If you are a natural person subject to this Part, you must comply at all times with all of the *conduct standards*.
- 2.2 A *firm* must require:
- (1) any *person* performing a *key function* to observe the *conduct standards* specified in 3.1 – 3.3;
 - (2) any *key function holder* (other than a *notified non-executive director* and an *authorised UK representative*) to observe the *conduct standards* specified in 3.4 – 3.8, in addition to complying with (1); and
 - (3) any *notified non-executive director* to observe the *conduct standards* specified in 3.7 and 3.8, in addition to complying with (1).

3 CONDUCT STANDARDS

- 3.1 **Individual Conduct Standard 1:** You must act with integrity.
- 3.2 **Individual Conduct Standard 2:** You must act with due skill, care and diligence.
- 3.3 **Individual Conduct Standard 3:** You must be open and co-operative with the *FCA*, the *PRA* and other regulators.
- 3.4 **Senior Insurance Manager Conduct Standard 1:** You must take reasonable steps to ensure that the business of the *firm* for which you are responsible is controlled effectively.
- 3.5 **Senior Insurance Manager Conduct Standard 2:** You must take reasonable steps to ensure that the business of the *firm* for which you are responsible complies with the relevant requirements and standards of the *regulatory system*.

- 3.6 **Senior Insurance Manager Conduct Standard 3:** You must take reasonable steps to ensure that any delegation of your responsibilities is to an appropriate *person* and that you oversee the discharge of the delegated responsibility effectively.
- 3.7 **Senior Insurance Manager Conduct Standard 4:** You must disclose appropriately any information of which the *FCA* or the *PRA* would reasonably expect to have notice.
- 3.8 **Senior Insurance Manager Conduct Standard 5:** When exercising your responsibilities, you must pay due regard to the interests of current and potential future *policyholders* in ensuring the provision by the *firm* of an appropriate degree of protection for their insured benefits.

4 LLOYD'S

- 4.1 This Part applies to the *Society* and *managing agents* separately.

Annex E

[Note: Amend the Glossary Part as follows in the appropriate alphabetical positions. Underlining indicates new text and deleted text is struck through.]

Part

GLOSSARY

Links

Glossary

conduct standards

- (1) for a UK Solvency firm, the Society, managing agents and a UK ISPV, means the standards of expected conduct specified in Insurance - Conduct Standards 3;
- (2) for a third country branch undertaking (other than a UK-deposit insurer or a Swiss general insurer), means the standards of expected conduct specified in Insurance - Conduct Standards 3.1 - 3.3 and, taking account only of matters relevant to the operations of the third country branch, Insurance – Conduct Standards 3.4 – 3.8; and
- (3) for a UK-deposit insurer, means the standards of expected conduct specified in Insurance - Conduct Standards 3.1 - 3.3 and, taking account only of matters relevant to the operations of the third country branch and all the third country undertaking EEA branches, Insurance – Conduct Standards 3.4 – 3.8.

FCA approval

means at any time an approval granted to and in effect for a person by the FCA under section 59 of FSMA (Approval for particular arrangements) for the performance of a controlled function specified by the FCA.

FCA controlled function

means a controlled function specified by the FCA under section 59 of FSMA.

FCA governing function

has the meaning given in SUP 10A.4.4R of the FCA Handbook.

governing body

means the board of directors, committee of management or other governing body of an unincorporated association or body corporate and includes, in relation to the Society, a committee to which the Council directly delegates authority to carry out the Society's regulatory functions.

notified non-executive director

means a non-executive director of a firm who is not an approved person in relation to that firm.

relevant senior management function

means, for the purposes of section 64A of FSMA, any of the following FCA controlled functions to the extent applicable, pursuant to the FCA Handbook, to a UK Solvency II firm, the Society, a managing agent, a third country branch undertaking (other than a Swiss general insurer), an ISPV or a small non directive insurer:

- (1) CF1 Director function;
- (2) CF2A Chair of the Nomination committee function;
- (3) CF2B Chair of the With-Profits committee function;
- (4) CF3 Chief executive function;
- (5) CF5 Director of unincorporated association function;
- (6) CF6 Small friendly society function;
- (7) CF10 Compliance oversight function;
- (8) CF28 Systems and control function; and

(9) CF51 Actuarial conduct function holder in Solvency II third country Insurance undertakings.