

Section 4: Decisioning

4.1 Decision-Taking Procedures

Decisions will normally be made by consensus. Where there are conflicting factions in a vote, majority will rule. In case of a tie, the Chairman will cast the deciding vote.

When matters are put to a decision, robust debate prior to the decision is expected. Members on the losing side of an issue will have their positions recorded in the minutes.

4.2 Conditional Approval

When approval is given subject to conditions, the ARRC will set a timeframe for such conditions to be met.

If the responsible party fails to report back to the Secretary by the set follow-up date or when a condition has not been met on time, the Secretary will follow up on (i) the reason for the delay and (ii) the status of the condition. The Secretary is responsible for maintaining an inventory of open items (action points/ conditions of approval) and for providing a status report on such issues periodically. The Committee Secretary is also responsible for maintaining the Conditions Logbook required by the RRN and for providing the updated logbook to the RRN when requested.

Evidence of closure of conditions of approval will be provided to the ARRC at quarterly meetings. The ARRC will then approve the appended minutes to note conditions of approval have been satisfied and the proposal is now fully approved.

Section 5: Meetings

5.1 Meeting Frequency

ARRC meetings will be held on both an ad hoc and a quarterly basis.

ARRC meetings will be held on an ad hoc basis, in response to requests received from business lines. Such meetings may be requested by any member or business line at any time, via the Chairman and / or the Committee Secretary. The quorum necessary for the transaction of business by the ARRC shall be at least two Voting Members. Decisions may be made by any 2 or more members.

Additionally, quarterly meetings will be held to review the regional reputational risk profile and direction; trends in reputational risk and any adjustments required to the regional reputational risk appetite. Members will receive updates on all items handled in the quarter, including completed follow-up actions with evidence, transactions that were abandoned or transactions still in progress.

5.2 Attendance

The Secretary shall record attendance at each meeting. Members are expected to attend as many meetings as possible; attendance of a majority of the year's meetings is expected. Given travel schedules, attendance by telephone or other electronic means is permissible.

Given the level of discussion, the dissemination of highly confidential information and the decision-making required, delegates will only be utilized when explicitly nominated by an ARRC member.

5.3 Ad Hoc Meetings to Review Issues

Materials are sent to each member and invitee as early as possible before the scheduled meeting date.