

The Britannia Steam Ship Insurance Association Holdings Limited

Standards Sub-Committee

Terms of Reference

Purpose

1. The Standards Sub-Committee (SSC) is a sub-committee of the Members' Representative Committee (MRC) of The Britannia Steam Ship Insurance Association Holdings Limited (Britannia Holdings). The MRC and all of its sub-committees are established pursuant to Britannia Holdings' Articles of Association (the Articles) and, unless specifically stated otherwise, the terminology, words or expressions used in these Terms of Reference shall have the same meaning as in the Articles. Britannia Holdings is the parent company of The Britannia Steam Ship Insurance Association Limited and The Britannia Steam Ship Insurance Association Europe (together "the Insurers"); the three companies together are referred to as "Britannia".
2. The SSC's role is to support the Loss Prevention Department (LPD) in the understanding of the causes of current and potential future technical and operational risk and possible mitigations. The aim of those findings is to support the Managers' Underwriting, Claims and Actuarial departments in assessing risk, seeking to improve Britannia's overall claims exposure and capital modelling and therefore the sustainability and financial performance of Britannia in line with the strategy set by the Board.
3. The SSC will perform its role of guiding the Managers through recommendation and advice on expected technical and operational standards, on behalf of the MRC. The SSC will consider if claims risk has been correctly identified by the Managers through information and analysis of claims risk and mitigations supplied by Loss Prevention, Claims and Underwriting Department in the following broad focus areas:
 - Claims analysis
 - Identified current technical and operational risk issues
 - Scope and findings of Condition Surveys and Management Reviews
 - Topics, format and scope of LPD publications to mitigate current and future claims risk.
 - Member support effectiveness through interaction and feedback.
 - Member support topics being provided by the Loss Prevention and Claims Department
 - Future risks and potential research and investigation initiatives
 - Effectiveness of SSC governance to ensure it matches the needs of the Members

Membership

4. The SSC shall consist of its Chairman, the Chairman of the MRC and up to five further Member representatives (or nominated company representatives on their behalf) of the MRC (subject to 7 below) together with (ex officio) up to three representatives from the Managers

5. The SSC Committee shall appoint as its Chair one of its MRC Representatives members (but excluding the Chairman of the MRC).
6. Only members of the SSC (or their nominated representative as in 7 below) shall have the right to attend meetings
7. The SSC requires input from experienced individuals involved in the management of ships including technical, operational and personnel issues and has the power to invite Representatives of the MRC to nominate a representative from their company to sit on the SSC. It is anticipated that the SSC will include individual expertise in Crew Recruitment and Training, Technical Management, Operational Management and Systematic Risk Management in all of the core fleet sectors of dry, tankers and containers. As a consequence the SSC aims to have input from 5 individuals (as noted in 4 above) covering professional experience and responsibility in:
 - Crew and officer training and recruitment
 - Dry (incl containers) and Wet operational and technical management
 - Naval architecture, marine engineering and digital technology.
 - Dry (incl containers) and Wet cargo risks
 - Fleet operational insurance risks

Meetings

8. The quorum for each SSC meeting shall be three (excluding Manager attendees)
9. The SSC shall meet at least twice per annum to coincide with the May/October MRC meetings. If necessary, the SSC shall hold further ad hoc meetings on identified risk and mitigation topics, as agreed by the SSC Chairman. These may be raised by any member of the SSC or requested by the Managers. All meetings shall be conducted in accordance with these Terms of Reference and the Articles.
10. Ad-hoc meetings, identified in 9 above, will preferably held via virtual platforms such as Zoom, Teams, Webex, etc..
11. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, with all available supporting papers, shall be forwarded to each member of the SSC or ad-hoc meeting and any person required or invited to attend, no later than five working days before the date of the meeting.
12. Appendix 1 details the schedule of regular agenda items for the SSC.
13. The Chair shall chair each formal meeting of the SSC but not necessarily of an ad-hoc meeting. If the SSC Chair is absent the other Representatives present shall choose one of their number as Chair for that meeting (but not the Chair of the MRC).
14. The Managers shall minute the proceedings of each meeting of the SSC or ad-hoc meeting, including recording the names of those present and in attendance. See 15 below

Authority

- The SSC is authorised by the MRC to incur costs up to \$100,000 in aggregate annually to:
 - (a) investigate any activity within its terms of reference;
 - (b) seek any information that it may require from internal and external sources to carry out its role; and

- (c) obtain independent external professional and/or legal advice

Reporting Procedures

15. The Chair of the SSC will report on the deliberations of the SSC to the MRC and provide copies of the minutes of any meetings
16. The SSC shall make whatever recommendations to the MRC it deems appropriate on any area within its terms of reference.

Miscellaneous

17. The SSC shall have access to sufficient resources in order to carry out its duties.
18. At least once a year, the SSC shall:
 - (a) review its own constitution and terms of reference to ensure that it is operating effectively;
 - (b) recommend to the MRC, for approval, the changes that it considers appropriate; and
 - (c) review its own performance particularly related to its ability to identify current and future claims risk from the information supplied by the Managers.
 - (d) The review of the above to be reported with any recommendations to the MRC.

Appendix 1 Schedule of regular agenda items for the Sub-Committee

At every meeting

Apologies

Declaration of any conflicts of interest

Minutes of the previous meeting

Matters arising from the previous meeting

Dates and venues of future meetings of the Sub-Committee

Specific topics:

- **Claims analysis** – Every meeting with one deep dive of interest to the SCC and relevant to a specific claims risk topic or case as specified by the SSC at the previous Committee meeting
- **An annual vessel type, operational, people and cargo risk overview**– Every May
- **Scope and findings of Condition Surveys and Management Reviews.** – Every six months based on all surveys held in the previous six months with findings analysed in relation to the Britannia fleet and operator risk profile.
- **Topics, format and scope of LP publications to best suit Members' needs** – Commencing May meeting to finalise the topics by December for publication in following year.
- **A review of member interaction effectiveness including contacts, seminars and geographic requirements to achieve maximum support to Members** – May meeting

- **Technical support scope and demands experienced by the LP department** – May meeting for feedback, October meeting for next year review.
- **Input on 3 year horizon future risks and potential research and investigation / mitigation initiatives** - October meeting.
- **Ongoing review of SSC governance to ensure it matches the needs of Britannia.** – October meeting.

Adopted by the MRC on 11 May 2021