

GOVERNANCE AT WHICH?

Which? is the trading and brand name for the Which? Group, wholly owned by the Consumers' Association

Everything Which? does has one overriding purpose: to tackle consumer detriment. We operate as a social enterprise, with our charitable purposes and commercial activities intertwined. Our campaigning work on behalf of all consumers is entirely funded by our commercial activities, so we receive no donations, public funds or other fundraising income.

The Consumers' Association is a charity and a company limited by guarantee and is governed by a Council of Trustees. Members of the Council of Trustees are therefore directors and trustees of our charity.

The Council of Trustees is the ultimate governing body of our charity, the Consumers' Association and the Which? Group as a whole. It is responsible for achieving our charitable mission and the development of Which? strategy and policy to ensure its continued success. The majority of Council members are directly elected from our membership.

While Council has oversight of the Group, each company within the Group is also closely managed by its own board. The Which? Limited Board oversees and sets the strategy for our commercial activities within the overall strategic direction set by Council. Which? Limited is responsible for products and services including the marketing and publishing of the magazines and other products such as which.co.uk and Which? Legal. The board of Which? Limited is appointed by Council. The Which? Financial Services Limited Board oversees our financial services businesses, including Which? Mortgage Advisers.

The Consumers' Association Council delegates responsibilities to the following committees and sub-group which support its work in overseeing the entire organisation.

- **Group Audit and Risk Committee**, chaired by Ian Hudson, has responsibility for monitoring the integrity of financial statements and reviewing the effectiveness of risk management, internal controls, internal audit and information security.
- **Remuneration Committee**, chaired by Caroline Baker, makes recommendations to Council regarding remuneration policy and the remuneration of the chief executive and other senior executives in the Group.
- **Investment Committee**, chaired by Brian Yates, makes recommendations to Council on the investment strategy, fund manager selection and monitors investment performance.
- **Nomination Committee**, chaired by Tim Gardam, oversees succession planning for trustees and non-executive roles, makes recommendations to Council on skills and expertise, and oversees the Council election process.
- **Governance Review Committee**, independently chaired by Dame Deirdre Hutton DBE, with the support of Julia Unwin CBE, undertaking a review of our governance framework to help shape the future of Which?.
- **Member Governance Committee**, chaired by Donald Grant, provides a route for Ordinary Members to raise governance proposals or concerns outside of the AGM process.
- **Council Policy and Campaigns Sub-group**, chaired by Anna Walker, provides challenge and support to the policy, communications and campaigns teams, with a particular focus on advocacy work.

The Which? Group

Consumers' Association Council

Chair: Tim Gardam, **Deputy Chairs:** Jennifer Oscroft, Anna Walker CB

- Shirley Bailey-Wood MBE
- Caroline Baker
- Christine Forde
- Melanie Fuller
- Donald Grant
- Sharon Grant OBE
- Roger Pittock
- Peter Shears
- Jonathan Thompson
- Charles Wander
- David Woodward
- Brian Yates

Which? Limited Board

is 100% owned by Consumers' Association. **Chair:** Judy Gibbons

- Deborah Davies
- Julie Harris
- Anabel Hoult (chief executive)
- Ian Hudson
- Jonathan Thompson
- Tony Ward OBE

Which? Financial Services Limited Board

is 100% owned by Which? Limited. **Chair:** Mike Barley

- Steve Britain
- Martin Potkins
- Jan Smith
- Paul Smith (managing director)

Committees

The Consumers' Association Council is supported by the following committees and sub-group:

- Group Audit and Risk Committee
- Investment Committee
- Remuneration Committee
- Nomination Committee
- Member Governance Committee
- Council Policy and Campaigns Sub-group
- Member Governance Committee
- Governance Review Committee

The Which? Financial Services Limited Board is supported by the following committees:

- Risk, Audit and Conduct Committee
- Nomination Committee
- Remuneration Committee