



Chief Officer

**Fraser Ingram**

MBA FCB

Chief Operating Officer

Joined the Society in 2023.



Chief Officer

**Holly Rankin**

FCIPD

Chief People Officer

Joined the Society in 2024.



Chief Officer

**Thomas Simpson**

BA Hons

Interim Chief Commercial Officer

Joined the Society in 2014.

### Background and career

Prior to joining YBS, Fraser was Chief Digital and Innovation Officer at Virgin Money. Through his career he held a range of roles including Group Chief Operating Officer, Chief Information Officer and Innovation and Change Director. Before Virgin Money his roles included Chief Operating Officer at Kleinwort Benson and CIO of Citizens Bank in the USA.

### Skills and experience

Fraser has a wide range of experience across businesses, functions and geographies – including business transformation, IT and change management.

### Background and career

Prior to joining YBS, Holly has held roles at Barclays Bank, where she was Managing Director HR, and has previously held the roles of HR director, community banks and wealth at Lloyds Banking Group and Head of HR for the retail network at Santander UK.

### Skills and experience

Holly has over 28 years' experience in human resources, including 16 years in financial services and brings a wealth of experience in shaping and leading strategic people plans, covering culture change, talent and succession, reward and leadership capability.

### Background and career

Prior to becoming Interim Chief Commercial Officer, Thomas established and led the YBS Commercial Mortgages business for around 5 years, transforming risk, product, process, people and digital capabilities and leading the business expansion. Before this, Thomas held senior risk roles at Yorkshire Building Society, including as Compliance Director, MLRO, and DPO. At Deloitte LLP, he was Director of Risk and Regulation, leading a practice across the Midlands and the North of England. Prior to Deloitte, Thomas worked in strategy and transformation at Navigant Consulting as a Senior Consultant in Retail Banking.

### Skills and experience

Thomas brings a broad range of skills and experience, gained during his time in industry and professional services including commercial and P&L leadership, strategy, risk management and transformation.

## CORPORATE GOVERNANCE REPORT

Annemarie Durbin

### A word from the Board Chair

I am pleased to present my first Corporate Governance report since becoming Board Chair in April 2024. It has been a privilege to join the Board of such a long established and purposeful organisation. The mutual values the Society holds dear have remained central to the work of the Board and decision making during the year.

The Board plays a vital role in representing the interests of our current and future members and ensuring we maintain high standards of corporate governance is key to the Society's ongoing success.

Our approach to corporate governance is based on the best practice set out in the principles and provisions of the UK Corporate Governance Code (the Code) published by the Financial Reporting Council (FRC). This report explains how we have complied with the Code in 2024, including the role of the Board and key activities in 2024.

### Our Board

During 2024 we said farewell to two longstanding Board members. John Heaps (my predecessor as Board Chair) stepped down from the Board after the Annual General Meeting (AGM) in April 2024. Alison Hutchinson, our Vice Chair/ Senior Independent Director stepped down from the Board at the end of the year after over nine years of service. Jennelle Tilling also stepped down as a Non-Executive Director after three years' service. We thank each of them for their broad and diverse contributions over their respective years of service.

We were pleased to welcome Peter Bole and Janet Pope as Non-Executive Directors on our Board in September and October respectively. Peter has brought strong accounting knowledge and commercial experience, together

with relevant UK retail banking experience and provides us with additional cover for our Audit Committee. Janet brings extensive experience in financial services with a particular focus on sustainability, responsible business and diversity and inclusion. She is also the first chair of our new Environmental and Social Purpose Committee which has been formed with effect from 1 January 2025.

During the year we were pleased to welcome our new Chief Financial Officer, Tom Ranger, to the Board following the retirement of his predecessor, Alasdair Lenman. We thank Alasdair for his service over the past seven years as both Chief Financial Officer and Interim Chief Executive for a period.

David Morris, our former Chief Commercial Officer also stepped down from our Board in September 2024.

Following the retirement of Alison Hutchinson, two of our longstanding Non-Executive Directors, Guy Bainbridge and Mark Parsons, assumed the roles of Vice Chair and Senior Independent Director respectively with effect from 1 January 2025.

## Board composition and other roles

As a Board we strongly believe in the value of stimulating diverse perspectives in an inclusive environment.

We keep the diversity of our Board under review through our Board Governance and Nominations Committee and an update on our progress during 2024 is provided in the Committee's report.

Our Board Governance and Nominations Committee also keeps the skills and experience of the Board under review and, when reviewing our Board Skills Matrix, it was decided that we would benefit from more recent and practical cyber experience to support the Board. As a result we have appointed an independent Board Cyber Adviser who reviews all relevant information and will attend at least three Board meetings during 2025 to provide his independent perspective.

We believe in creating an environment where, over time, in society at large, there will be a broader, deeper and more diverse pool of talent to serve on boards in a non-executive capacity. To support this, the Board decided to appoint a Board Fellow in conjunction with an organisation called Empowering People of Colour (EPOC). We have identified our first Board Fellow who will attend Board meetings and be mentored by an experienced member of the Board during 2025. This individual is offering his services pro bono in exchange for the experience he will gain. The hope is that, following the fellowship period, this individual will be ready to join another organisation's board as a fully-fledged Non-Executive Director.

## Succession planning

In 2024 we have been particularly focused on both Board and Executive succession to ensure we have the right composition not just now but in the future to support the delivery of Our Strategy.

Further details of our work during 2024 can be found in the Board Governance and Nominations Committee report.

## Ambitious culture

Our Board and Executive Committee lead by example to cultivate and embed our Ambitious Culture. We have agreed a 'Board Charter' which sets out the high-level principles that we follow. This underpins the Society's four key behaviours: care about people, say it straight, make it happen and reach for better. As a Board we measure our performance against the Charter at the end of each meeting.

Further details on our Ambitious Culture can be found in the Strategic report.

## Board effectiveness

As the Society continues to grow, serving more members and customers, it is important that the Board's governance practices continue to evolve. At the end of 2023, we undertook an externally facilitated Board effectiveness review. The outcome of this has informed our plans to build upon the Board's strong governance foundations as part of our Board Effectiveness Action Plan.

Taking into account corporate governance best practice, we have adjusted how our Board spends its time together to ensure that we are focused on the most important strategic trends and factors that will drive the Society's long-term financial strength, resilience and prosperity for our members over the short and long-term. This also means that each of the Board Committees has assumed additional oversight duties. Another important change arising from the review has been the creation of our new Environmental and Social Purpose Committee reflecting the Board's commitment to overseeing key areas relating to the environment, community engagement and social purpose.

Further details on our approach to Board and Committee effectiveness reviews, and the outcomes from the 2023 and 2024 reviews, can be found in the Board Governance and Nominations Committee and Corporate Governance reports.

## Stakeholder engagement and member value

As a Board and a mutual we understand the importance of ensuring the Society delivers Member Value and that our stakeholder's voices contribute to Board decisions. Continuing to develop and strengthen our understanding of our member and colleagues changing needs is a key to our work as a Board and the delivery of the Society's Strategy. In addition to our dedicated Non-Executive Director Champions for Members and Colleagues, our Board members have spent time during the year with colleagues, members and customers through branch and call centre visits, Colleague Listening Sessions and Your Time to Talk Events for our Members. This is in addition to the Members, Markets and Competitors insight report that the Board receives at each Board meeting.

Further details on our stakeholder engagement can be found in the Corporate Governance report.

## 2025 and Beyond

Looking forward to 2025, the Board will continue to oversee the delivery of the Society's Strategy and ensure the Society is serving the interests of our members through promoting financial wellbeing, supporting our customers to have a place to call home and delivering member value. To support this, we will be embedding the work we have done to develop our Board and Committee governance framework and will continue to oversee the embedding of our ambitious culture across the organisation.

**Annemarie Durbin**  
Board Chair

## Corporate Governance Statement

For the 2024 financial year we have applied the principles and complied with the provisions of the Code published in July 2018 (available on the Financial Reporting Council's website [frc.org.uk](http://frc.org.uk)) as far as they apply to building societies (as set out in the Building Societies Association (BSA) Guidance available at [bsa.org.uk](http://bsa.org.uk)) subject to the following:

- As a mutual organisation we do not have shares or shareholders therefore references to long-term shareholdings in relation to remuneration (Provision 36) do not apply. We do, however, seek to apply the provisions of the Code that reference shareholders as appropriate to our members and in accordance with the BSA's guidance.
- Provision 19 of the Code expects that the Chair should not remain in post beyond nine years from the date of their first appointment to the Board. However, to facilitate effective succession planning the period can be extended for a limited time, particularly in those cases where the chair was an existing Non-Executive Director on appointment. John Heaps, former Chair of the Board, reached nine years of service in November 2023 having joined the Board as Chair of the Board Designate in November 2014 before formally becoming the Chair of the Board at the Annual General Meeting in April 2015. Following careful consideration, and on the recommendation of the Board Governance and Nominations Committee, the Board agreed to extend Mr Heaps' term of office to the end of the Annual General Meeting (AGM) in 2024. Mr Heaps did not take part in the decisions in relation to his term of office. The decision to extend Mr Heaps' term of office beyond nine years, for a short, time-limited period, was specifically to support the succession of the Chair of the Board role and allow for an appropriate handover period with Annemarie Durbin after she joined the Board as Chair of the Board Designate in December 2023. This approach ensured the ongoing continuity and stability of the Board during this period and supported its ongoing effectiveness. Mr Heaps stepped down at the end of the AGM in April 2024.



## Board leadership and the Society's purpose

### Our Board and Committee architecture

Board
<p><b>Chair: Annemarie Durbin</b></p> <p>Collectively responsible for the long-term success of the Society.</p>
Board Committees

The Board delegates certain matters to Board Committees so that they can be considered in more detail by those directors who have the most relevant skills and experience to do so.

Remuneration Committee	Audit Committee	Board Risk Committee	Board Governance and Nominations Committee	Environmental and Social Purpose Committee
		(Group Risk Committee to 31 December 2024)		(Established with effect from 1 January 2025)
<p><b>Chair: Debra Davies</b></p> <p>Oversees the development and implementation of the Remuneration Policy for all colleagues.</p>	<p><b>Chair: Guy Bainbridge</b></p> <p>Reports to the Board on financial reporting, internal controls and risk management systems, environment social and governance reporting, Internal Audit and External Audit.</p>	<p><b>Chair: Angela Darlington</b></p> <p>Oversees Prudential Risk, Operational Risk and Conduct Risk, Risk Strategy, Appetite and Oversight.</p>	<p><b>Chair: Annemarie Durbin</b></p> <p>Oversees Board governance, including composition, succession and appointment processes for the Board.</p>	<p><b>Chair: Janet Pope</b></p> <p>Oversees the Society's environmental and social purpose agenda.</p>

The Terms of Reference for the Board and its Committees are available on our website.

Executive Committees	
Executive Committee ('ExCo')	Executive Risk Committee ('ERC')
<p><b>Chair: Susan Allen, Chief Executive</b></p> <p>Oversees and directs the management of all aspects of the Society. All Chief Officers are members.</p>	<p><b>Chair: Richard Bowles, Chief Risk Officer</b></p> <p>Oversees day to day risk management activity with delegated authority from the Board Risk Committee.</p>

#### Committee Changes

At its meeting in December 2024, the Board agreed to:

- Establish an Environmental and Social Purpose Committee as a new Board Committee with effect from 1 January 2025 as set out above.
- Remove the Chair's Committee from the governance structure. The Chair's Committee was an ad hoc committee which dealt with any matters delegated by the Board and was no longer required as working practices have changed.



### Board and Committee Architecture Review 2024

The Committee changes set out above formed part of the outcomes of a detailed review of our Board and Committee Architecture undertaken in 2024. The review took account of the outcomes of our external Board and Committee effectiveness review in 2023 and built on the solid foundations in place to create a framework which supports the delivery of the Society's Strategy and ensures the right topics are covered at the right governance bodies to do so.

The Board is committed to ensuring that its time is devoted, as much as possible, to debating the key strategic choices and priorities which promote the Society's long-term interests and those of our members, whilst ensuring all legal, regulatory and other stakeholder requirements are met in the most effective way.

Each of the Committee Chair's has been engaged in the process and the review considered which key areas of strategic oversight should be delegated to the Board Committees.

The Committees Terms of Reference have been updated to reflect the outcomes of the review and are available on our website.

#### Climate and environment governance

As set out above, the Board has now established a new Environmental and Social Purpose Committee which will provide oversight of the environmental agenda.

Details of the work of the Committee will be included in the Annual Report and Accounts for 2025.

You can read more about our climate governance in the Strategic report.

### Board's responsibilities

The Board is accountable to our members for acting in their best interests. Its role and responsibilities are set out in its Terms of Reference and include:

- Collective responsibility for the success, including long-term success, of the Society.
- Overall management of the Society within a framework of risk management (including approval of risk appetite).
- Establishing the purpose, values and strategy of the Society together with a sustainable business model.
- Oversight of the development of and approving the desired culture, monitoring how this has been embedded and setting the 'tone from the top'.
- Oversight of the Society's operations, supported by the work of relevant Board Committees in accordance with their Terms of Reference, including:
  - delivery of customer outcomes;
  - competent and prudent management;
  - sound planning and risk management;
  - adequate and effective internal controls;
  - adequate accounting and other records;
  - compliance with statutory and regulatory obligations;
  - adequate financial resources; and
  - appropriate risk aligned remuneration systems.
- Review of performance in light of the Strategy and Corporate Plan.

The Board retains certain key matters for its own approval which it does not delegate to any of its committees or any individual.

These are set out in a Schedule of Matters Reserved which can be found on our website.

## Setting our purpose and generating long-term success

The Board is committed to delivering our purpose of providing Real Help with Real Life as well as creating long-term value for our members and other stakeholders through good governance and keeps the Society's purpose and long-term success under review. Some of the key elements that support the Board in its role include:

- Strong and robust corporate governance framework:** the Board and Committee governance structure supports effective decision making ensuring it aligns with the Society's purpose and strategy. In 2024 this has been supported by the review of the Board and Committee Architecture to ensure an appropriate structure is in place to provide oversight of the delivery of the Society's Strategy.
- Board composition:** ensuring the Board and its Committees remain fit for purpose, with the right skills and experience, enables it to continue to be effective and able to work for the long-term success of the Society for our members and customers. This is supported by strong succession planning and ongoing reviews of Board composition by the Board Chair and Board Governance and Nominations Committee.
- Strategy:** ensuring the Society has a clear direction which enables it to address current and future opportunities and challenges.
- People:** ensuring policies and procedures are consistent with the Society's Strategy, purpose and behaviours.
- Culture:** an Ambitious Culture and strong behaviours which support the delivery of our purpose and strategy.
- Fit for Growth:** ensuring that the Society is capability led.
- Risk management:** ensuring continuous identification and review of principal business risks and how the risks could affect the Society's purpose and long-term success, taking into consideration the agreed risk appetite.
- Compliance:** good corporate governance ensures that we meet legal and regulatory requirements and avoid any consequences of not doing so.
- Stakeholder engagement:** engagement with and participation from key stakeholders, such as our members and colleagues, supports decision making and the long-term success of the Society for our members.
- Brand and reputation:** a clear and effective framework of corporate governance provides confidence to our stakeholders, supporting a positive brand reputation.
- Environment Social Governance (ESG) strategy:** our ESG commitments and goals support the delivery of our purpose and are now underpinned by the newly established Environmental and Social Purpose Committee.
- Finance:** ensuring strong capital and liquidity management.

Further information on our priorities, purpose and behaviours can be found in the Strategic report.

## Board activities in 2024

Board meetings and other related activities are planned in advance to ensure that the right matters receive the appropriate amount of time and attention. Each meeting agenda generally includes the following:

- Report from the Board Chair.
- Chief Executive report setting out the key updates in relation to performance, including anything which may be affecting or could affect the Society.
- Chief Financial Officer report.
- Member, Market and Competitor Update.
- Board Committee Updates.
- At least one key Strategic Topic for discussion / decision.

Examples of some of the key activities of the Board during 2024 are set out below together with key stakeholder implications:

### Key

- C** Colleagues
- M&C** Members & Customers
- G&R** Government and Regulators
- I** Investors
- P** Partners
- CO** Communities

Activity	Key stakeholder implications
<b>Strategy discussions</b>	
Delivery of Our Strategy and 2024 Priorities	C M&C G&R I P CO
Strategic Growth Options	C M&C G&R I P CO
Member Value	M&C
Key strategy updates, such as our Brand Strategy	C M&C G&R I
Budget, Corporate Plan and One Plan (our Transformation Plan underpinning the Corporate Plan and Budget)	C M&C G&R I P CO
<b>Performance, Members, Markets and Customers (in addition to the updates considered at each meeting)</b>	
Reviewed and approved the annual Consumer Duty Assessment.	M&C G&R

Activity	Key stakeholder implications
<b>Finance, Capital, Liquidity and Risk</b>	
Approved the Annual Report and Accounts for 2023	C M&C G&R I P CO
Approved the Half-Yearly report for 2024	C M&C G&R I P CO
Approved the Society's Risk Appetite for 2025	C M&C G&R I P CO
Oversight and approval of the annual Internal Capital Adequacy Assessment Process (ICAAP)	C M&C G&R I
Oversight and approval of the Internal Liquidity Adequacy Assessment Process (ILAAP)	C M&C G&R I
Reviewed the approach and approved the Operational Resilience Self-Assessment	C M&C G&R I P CO
<b>People and Culture</b>	
Discussed the position in relation to Workforce Engagement to satisfy itself that our colleague voice framework continued to be effective	C G&R
Approved the approach to the development and embedding of our Ambitious Culture	C M&C G&R
<b>Governance</b>	
Approved the outcomes of the Board and Committee Architecture Review	C M&C G&R I P CO
Approved the Board Effectiveness Action Plan including actions for 2024	C M&C G&R I P CO
Approved Non-Executive Director and Executive Director appointments on the recommendation of the Board Governance and Nominations Committee	C M&C G&R I P CO

During the year, the Board has continued to focus on the delivery of our new Strategy which was announced in 2023. This has included two strategy focussed sessions during the year which have covered areas including:

- approval of our One Plan (Transformation Plan);
- approval of the approach to developing and embedding our Ambitious Culture;
- the use and application of Artificial Intelligence, including relevant Board training; and
- our ongoing approach to mortgages, savings, commercial, non-commercial lending and strategic growth options.

## Engagement with stakeholders

Our Board is committed to maintaining a strong relationship with its stakeholders and recognises the important contribution it makes to achieving the Society's purpose and delivering its strategy. This includes understanding the views, areas of interest and / or any concerns they may have as part of Board decision making.

Further details of how our Board engages with our members, customers and colleagues are set out in the following sections.

In addition, our Board also engages with other stakeholders such as debt investors, regulators, partners (such as brokers, agency proprietors, trade unions), industry bodies and communities as required. The Board considers updates in relation to regulatory matters and inputs as appropriate to the following:

- Response to consultations.
- Membership of industry bodies and involvement in industry conferences and forums.
- Regular updates in relation to key stakeholder activities, such as to our community interest strategy and resilience of key suppliers.
- Feedback from trade unions (through the Remuneration Committee).
- Visits to brokers.

All Board decisions take account of the potential impact on stakeholders with each report to the Board including, where appropriate, details of any consultation undertaken with key stakeholders together with any impact, or potential impact, a decision may have on relevant stakeholders. The performance information provided to the Board also covers key areas relevant to the Society's stakeholders.

For more details on how the wider Society engages with its key stakeholders see the stakeholder section in the Strategic report.

## Our members and customers

As a building society, we are owned by, and are there for the benefit of, our members. We are committed to ensuring the Society is run effectively on their behalf, both now and in the future, and this includes using their feedback to inform the Board's decisions. Examples of how we get this feedback from our members and customers include:

<b>Annual General Meeting</b>	<p>Our Annual General Meeting ('AGM') provides the Board with the opportunity to present to our members details of how we performed during the previous year, our plans for the future and, where circumstances allow, to give them an opportunity to ask questions and provide feedback.</p> <p>In 2024 once again we were able to have members joining us in person and online with those online also being able to vote and ask questions. It is important that our members are able to have their say at our AGM so if they are unable to attend in person or join us online, we strongly encourage all eligible members to exercise their rights to vote. Members were also able to call, email or write with their questions and responses were issued in a timely manner.</p> <p>Voting at the AGM is one of the important ways in which our members can get involved and vote on important matters, including the directors who represent them on the Board. The UK Corporate Governance Code expects that if there is a vote of 20 per cent or more against any resolution put forward by our Board at the AGM, we should give details of how we will consult our members to understand the reason why. The Society has a process in place if this happens. There were, however, no votes of 20 per cent or more against any of the resolutions our Board put forward at the 2024 AGM.</p>
<b>Member Champion / Consumer Duty Champion</b>	<p>The Board has a Non-Executive Director Member Champion role to ensure the continued prominence of our members voice in discussions and support the Board in balancing the short and long-term interests of our members.</p> <p>Our current Member Champion is Non-Executive Director Mark Parsons who is also the Board's Consumer Duty Champion.</p>
<b>My Voice (Online community)</b>	<p>Our My Voice is our online community where members can interact with us and we can learn what is important to them so we can continue to improve and make sure we are getting it right. The community enables members to:</p> <ul style="list-style-type: none"> <li>■ Share their views: take part in quick polls, surveys, and discussions with other members.</li> <li>■ Be heard: have their opinions heard by the right people in our Society.</li> <li>■ Help us improve: by telling us what we could do better and what they want us to keep doing.</li> <li>■ Make a difference: understanding we are acting on their feedback and the difference they are making.</li> </ul>
<b>Your Time to Talk</b>	<p>We hold Your Time to Talk events to enable members to hear first-hand how we are looking after their interests.</p> <p>In June 2024 we held an online Your Time to Talk event where members were able to listen to a short presentation on Savings Tips and How ISAs can help. There was also an opportunity to ask questions in an interactive session with our senior team, including the Chief Commercial Officer, Director of Marketing and Digital Channels, Director of Savings, Director of Mortgages and Director of Retail Distribution and Transformation.</p> <p>In September 2024 we trialled a complementary approach to our Your Time to Talk events. We asked members to share with us questions on topics that matter most to them and received over 1,400 questions. We then hosted some Question and Answer sessions to respond to the questions which were used across a range of channels as part of our member engagement.</p>
<b>Operational visits</b>	<p>Our Board recognises the contribution visits to our operational areas make to the continued understanding of what is most important to our members and customers. During 2024 this has included:</p> <ul style="list-style-type: none"> <li>■ Visits to our call centres where they have met customer facing teams.</li> <li>■ As part of the October 2024 Board cycle, all Board members engaged in call listening.</li> <li>■ Branch visits by individual directors which have provided the opportunity to speak to our branch colleagues, members and customers.</li> </ul>
<b>Other</b>	<p>Other areas of feedback include:</p> <ul style="list-style-type: none"> <li>■ Standing Board agenda item in relation to Member, Customer and Market issues</li> <li>■ Net Promoter Score ('NPS') tracking.</li> <li>■ Member case studies.</li> <li>■ Analysis of profile and behaviour of YBS customer segments.</li> <li>■ Ad hoc research with members through online surveys or focus groups.</li> <li>■ Ad hoc insight such as commissioned research.</li> </ul>

## Our colleagues

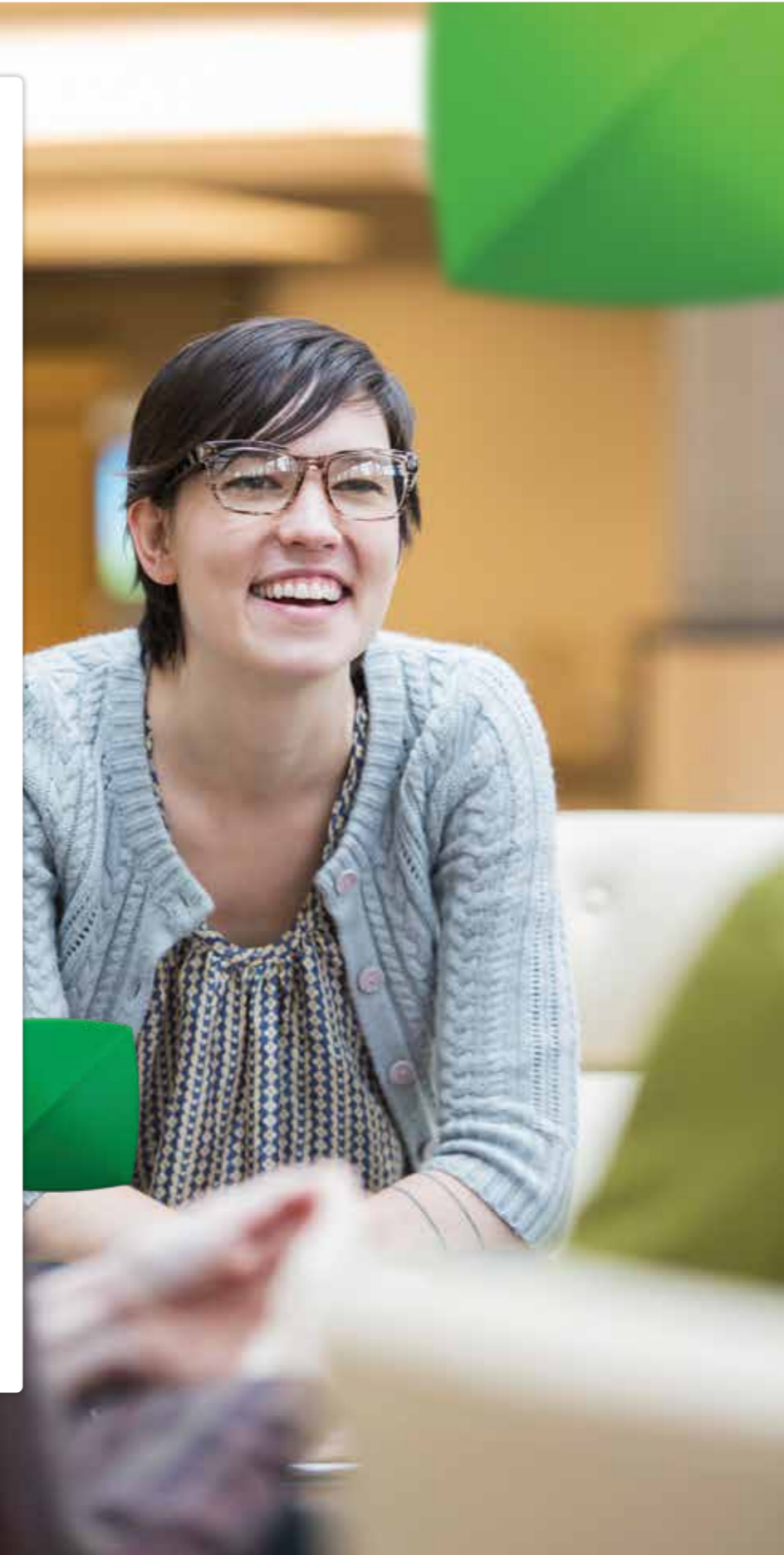
We are committed to ensuring we have an effective colleague voice framework so we can engage with, and listen, to colleagues at all levels across the Society.

One of our primary feedback channels is our quarterly Colleague Forum. This has colleague representation from across the Society, and Angela Darlington who is our Non-Executive Director for Workforce Engagement also attends. Angela has held this role since January 2024.

A key role of the Colleague Forum is to help inform better Board discussions and decisions, ensuring colleagues' views are heard and considered. It is designed to explore feedback from colleagues on specific Board topics as well as to capture any other timely feedback colleagues would like to share. Our Colleague Forum continues to be well attended by dedicated representatives from all areas of the Society who come thoroughly prepared to participate fully in discussions. The addition of Colleague Network Chairs as attendees continues to ensure we have a strong, diverse representation at each forum.

After each Colleague Forum, representatives share the outputs with their teams, and Angela provides a summary of colleagues' views to Board. Tina Hughes, Director of Marketing & Digital Channels, and Chair of the Colleague Forum, also shares the outputs with our Executive Committee and any actions are fed back at the next Colleague Forum.

The effectiveness of this feedback loop is an area that continues to strengthen, particularly as members of our Senior Leadership Team continue to rotate their attendance at each forum to directly hear colleagues' views.



Governance > **Corporate Governance Report**

Some examples of how Colleague Forum feedback is supporting colleagues across YBS include:

### Improving our intranet

We received feedback at the Colleague Forum about our intranet and how it could be improved. This was fed back directly into Board and the Forum Chair played a key role in escalating the prioritisation for the improvements. In late 2023, we successfully moved our intranet to the Cloud and in July 2024 we upgraded to the latest version of the software. This has not only helped to modernise its look and feel, but it is much more engaging for colleagues and has brought improved functionality. Using the latest version also provides the foundations for future technical developments such as personalisation.



### Small changes that make a real difference

Our Colleague Forum was engaged as part of our work to provide a great office environment at our Head Office site at Yorkshire Drive, and make the best of the space we have. The Forum was involved in ensuring the space would not only help attract and retain the best talent but also that it was somewhere that was truly inclusive and accessible for all colleagues and promoted wellbeing. This has included providing more space for collaboration and learning and accessible desks for those colleagues who need them.

At the beginning of 2024, we changed our sign in process at head office sites, so leaders had to vouch for colleagues who had forgotten their pass. Feedback at Colleague Forum highlighted frustrations amongst colleagues with this change. We shared this feedback with the Property team and the policy reverted back to the previous procedure, whereby any team member can vouch for someone who has forgotten their pass.

Another small change which has made a big difference is in relation to communications around the appointment of new Executive Committee members. We had several appointments in 2024, and although Society-wide announcements did happen, some colleagues felt we could have done more local communications within the relevant teams. This feedback has helped us share the importance of local communications as a follow-up to formal announcements.



Alongside the Colleague Forum, we have several other important communication channels where colleagues can share their views in confidence:

- We have a flow of regular engagement temperature check surveys to supplement a full engagement survey at year-end.
- All colleagues are encouraged to complete our annual Diversity, Equity and Inclusion survey.
- Board listening sessions continue to be held with colleagues to raise any questions they have directly with our Non-Executive Directors.
- Board members met with around 80 colleagues from various departments as part of the October 2024 Board cycle. The event provided the Board with the opportunity to hear directly about our colleagues lived experience at YBS and enabled colleagues to gain a clearer sense of the role and focus of the Board.
- Colleagues can attend working lunches and 'Ask Me Anything' sessions with our Executive Committee on a regular basis.
- We have a direct link to our Chief Executive via a mailbox with each message receiving a personal response.
- We have effective arrangements in place for reportable concerns to be raised under our Whistleblowing Policy, including a range of channels for individuals to report concerns anonymously should they wish their identity not to be revealed.

**For further details see the Whistleblowing section.**

All Board and Committee papers are structured to ensure they include details of how colleague views have been considered to inform any recommendations, together with any potential implications for colleagues. The Board also receives an annual assessment and update on our colleague voice framework.

### Our culture

Our Board recognises the importance of our organisational culture and the profound impact it has on colleagues and customers, influencing the way we do things and outcomes throughout the business. Throughout 2024 the Board has approved the approach to and provided oversight of the work being undertaken to develop and embed our 'Ambitious Culture' to support the delivery of Our Strategy. A key part of this process has been to ensure that the voices of our colleagues have had a role in this process providing input to help shape our plans.

Work has been undertaken to define our Ambitious Culture and understand what needs to be done to drive it forwards. This has included defining the key characteristics that underpin what we mean by Ambitious Culture, ensuring our headline behaviours are aligned and identifying the key actions which will help create the right conditions for success.

Our culture and behaviours are promoted throughout the organisation by our Board and Executive Team and to support this, the Board and Executive Committee have agreed and adopted a Board and Executive Committee Charter. The Charter sets out the high-level principles they will work to, underpinning the Society's behaviours, to act as a guide and support their activities, discussions and decision making.

Work on our Ambitious Culture will continue into 2025 and the Board will continue to monitor and assess progress on how it is embedded throughout the organisation.

### Whistleblowing

We are committed to making sure that anyone, including our colleagues, can be confident that any concerns raised with us will be taken seriously and treated as confidential. Nobody will be the subject of victimisation, subsequent discrimination or disadvantage for reporting their concerns, whatever the outcome.

We advocate a culture of openness, accountability, and integrity whereby individuals feel confident to report and raise genuine concerns, without the risk of experiencing any retribution as a result, even if the concern turns out to be mistaken.

The Society has a Whistleblowing Policy which sets out our approach to whistleblowing. Our whistleblowing processes are intended to ensure that the Society investigates and deals with disclosures fairly, promptly, and properly. This enables the Society to be informed at an early stage about fraudulent, immoral or malicious activities or misconduct, in order to enable appropriate actions to be initiated.

Our Board approves the Whistleblowing Policy on an annual basis and oversees its implementation. The Society also has a Whistleblowing Champion who is a key point of contact for individuals who wish to report concerns. The current Whistleblowing Champion is one of our Non-Executive Directors, Guy Bainbridge.

### Directors' duties

Section 172 of the Companies Act 2006 describes the duties of company directors in respect to promoting the business and considering other stakeholders. This does not apply to the Society's Directors as we are a mutual building society not a company, but the UK Corporate Governance Code expects boards to report on how they have considered the matters set out in Section 172 in decision making.

**Our Section 172 Statement is set out in the Directors report.**

## Conflicts of interest

Our Board has a Conflicts of Interest Policy for Directors and Chief Officers which sets out how we will review and, where appropriate, approve any conflicts or potential conflicts of interest. The Policy is reviewed on an annual basis by the Board Governance and Nominations Committee and recommended to the Board for approval.

Any interests and associated conflicts are recorded in a Register of Interests changes to which are monitored by our Board Governance and Nominations Committee.

If any director wants to take on a new external position it must first be approved by our Board, which will consider whether there could be any conflicts of interest and / or an impact on the time they commit to their role with the Society.

## Division of responsibilities

### Board roles and division of responsibilities

The roles and responsibilities of the Non-Executive and Executive Directors of our Board are set out below:

Non-Executive Directors		
Board Chair	Vice Chair / Senior Independent Director*	Non-Executive Directors
<ul style="list-style-type: none"> <li>Leadership of the Board.</li> <li>Ensures the Board acts effectively, promoting high standards of corporate governance.</li> <li>Leads annual review of the performance of the Board, its Committees, and directors.</li> <li>Identifies ongoing development needs of the Board.</li> <li>Leads the Board in the approval of the Society's Strategy, Corporate Plan, One Plan, Budget, Risk Appetite, Capital and Liquidity Plans and Culture.</li> </ul>	<ul style="list-style-type: none"> <li>Deputises for and provides support and guidance to the Board Chair.</li> <li>Acts as an intermediary for other directors.</li> <li>Leads the performance evaluation of the Board Chair.</li> <li>Acts as the main point of contact for the Society's members should the normal channels of communication fail.</li> </ul>	<ul style="list-style-type: none"> <li>Responsible for bringing independent judgement to Board decisions and debate.</li> <li>Use their own experience and skills to constructively challenge the Executive Team.</li> </ul>

\* As part of the review of Board and Committee Architecture it was agreed to separate the Senior Independent Director and Vice Chair into two separate roles with effect from 1 January 2025 taking into account the different areas of focus.

Executive Directors	
Chief Executive	Executive Director
<ul style="list-style-type: none"> <li>Overall responsibility for managing the Society.</li> <li>Implements the strategies and policies agreed by the Board, supported by the Executive Team, through a number of management and risk committees.</li> </ul>	<ul style="list-style-type: none"> <li>Responsible for the day-to-day management of specific areas of the business including maintaining the Society's financial strength and sustainability.</li> <li>Brings associated skills and knowledge to the Board.</li> </ul>

The Society has also appointed a Group Secretary in accordance with the Rules who is responsible for advising the Board Chair and the Board as a whole on all corporate governance matters.

## Independence

All the Non-Executive Directors continue to be considered independent based on the guidance in the Code and as set out in the *Our Board and Executive Team* section. The Board Chair was considered to be independent on appointment.

Alison Hutchinson, Senior Independent Director / Vice Chair to 31 December 2024, reached 9 years of service on the Board in February 2024. It was agreed that she would remain on the Board for a short period beyond this time in order to provide a key point of stability and continuity during the process of transition for the Board Chair role to ensure both key roles did not change within the same timeframe. In accordance with the Code, the Board considered the ongoing independence of Mrs Hutchinson taking into consideration that she would serve on the Board for a short-time beyond nine years from her date of appointment. The Board agreed that she would remain independent in both character and judgement, had no other significant links with the Society and would continue to make an effective and valuable contribution. In accordance with succession plans, Mrs Hutchinson stepped down from the Board on 31 December 2024.

### Attendance at Board and Committee meetings

The table below shows our directors and the scheduled Board and Committee meetings they attended during 2024 (where they were a member during the year) followed by the number of meetings the director was eligible to attend.

Director	Board	Board Strategy	Board Committees				
			Chair's <sup>1</sup>	Audit	Board Governance and Nominations	Remuneration	Board Risk <sup>A</sup>
<b>Board Chair</b>							
<b>Annemarie Durbin<sup>2</sup></b>	8/8	2/2	No meetings required in 2024 <sup>1</sup>	–	2/2	–	–
<b>John Heaps<sup>3</sup></b>	4/4	–	No meetings required in 2024 <sup>1</sup>	–	2/2	–	–
<b>Non-Executive Directors</b>							
<b>Guy Bainbridge</b>	8/8	2/2	–	4/4	4/4	–	4/4
<b>Peter Bole<sup>4</sup></b>	3/3	1/1	–	0/1	–	–	–
<b>Angela Darlington</b>	8/8	2/2	–	4/4	–	–	4/4
<b>Debra Davies</b>	7/8	2/2	–	–	–	5/5	4/4
<b>Alison Hutchinson<sup>5</sup></b>	8/8	2/2	No meetings required in 2024 <sup>1</sup>	–	4/4	5/5	4/4
<b>Dina Matta</b>	8/8	2/2	–	–	–	5/5	–
<b>Mark Parsons</b>	8/8	2/2	–	4/4	–	–	4/4
<b>Janet Pope<sup>6</sup></b>	2/2	1/1	–	–	–	–	–
<b>Jennelle Tilling<sup>7</sup></b>	8/8	2/2	–	–	–	5/5	–
<b>Executive Directors</b>							
<b>Susan Allen</b>	8/8	2/2	No meetings required in 2024 <sup>1</sup>	–	–	–	–
<b>Alasdair Lenman<sup>8</sup></b>	4/4	–	–	–	–	–	–
<b>David Morris<sup>9</sup></b>	5/5	1/1	–	–	–	–	–
<b>Tom Ranger<sup>10</sup></b>	4/4	2/2	–	–	–	–	–

<sup>A</sup> (Group Risk Committee to 31.12.2024)

1. Meetings only held when required to consider ad hoc matters specifically delegated to it by the Board. The Chair's Committee has been removed from the Board governance structure with effect from 1 January 2025.

2. Annemarie Durbin became Board Chair and Chair of the Board Governance and Nominations Committee on 23 April 2024.

3. John Heaps stepped down as Chair and a member of the Board on 23 April 2024.

4. Peter Bole joined the Board and became a member of the Audit Committee on 1 September 2024.

5. Alison Hutchinson stepped down from the Board on 31 December 2024.

6. Janet Pope joined the Board on 29 October 2024.

7. Jennelle Tilling stepped down from the Board on 31 December 2024.

8. Alasdair Lenman stepped down from the Board on 23 April 2024.

9. David Morris stepped down from the Board on 2 September 2024.

10. Tom Ranger joined the Board on 18 June 2024.

## Governance &gt; Corporate Governance Report



In 2024, in addition to the scheduled meetings set out in the table, the following formal ad hoc meetings were held:

- One meeting of the Board Governance and Nominations Committee.
- Two meetings of the Remuneration Committee.
- One meeting of the Board Risk Committee (formerly Group Risk Committee).

If a director cannot attend a meeting, they will receive the papers and provide any comments they have to the Chair of the meeting beforehand.

The Board Chair and Chief Executive are invited to attend all Committee meetings and the Chief Risk Officer is invited to attend all Board meetings.

If an urgent decision is needed when there is not a Board meeting a decision can be taken in writing (known as a written resolution) if there is approval from all directors (or members in the case of a committee). Our Rules set out the procedure for written resolutions and this was used during the year:

- Ten times by the Board.
- Two times by the Board Governance and Nominations Committee.
- Three times by the Audit Committee.
- Four times by the Remuneration Committee.

### Directors' time commitment and other directorships

All Non-Executive Directors are expected to ensure that they have enough time for the responsibilities of their role and to support this:

- Availability and other commitments are reviewed and considered when recruiting and prior to appointing new Non-Executive Directors.
- Each Non-Executive Director has a letter of appointment which sets out the expected time commitment for the role.

- If a Director is intending to take on an additional external appointment this is reviewed and, if appropriate, approved before it is taken up. Our Board will consider the impact any additional role would have on the time they could commit to their role with the Society.
- A review of time commitment is also included as part of the one-to-one sessions held each year with individual directors.

Prior to appointment the significant commitments, including the time involved, for Non-Executive Directors is disclosed and reviewed. For 2024 this included:

- Peter Bole, Non-Executive Director – joined the Society in September 2024.
- Janet Pope, Non-Executive Director – joined the Society in October 2024.

There were no significant appointments which required approval for existing Non-Executive Directors, however, the Board Governance and Nominations Committee continued to monitor all commitments throughout the year through the Register of Interests.

None of the Executive Directors have held any non-executive directorships in a FTSE100 company during 2024.

During 2024 a review of the Board and Committee Architecture has been completed which was approved by the Board in December 2024. In conjunction with this an extensive review of Non-Executive Director time commitment and fees has also been undertaken, including an external benchmarking exercise. As a result of the review, and taking into account the increased requirements of the Non-Executive Director role and the outcomes of the time commitment and fees review, the non-conflicted members of the Board (ie. the Executive Directors and Board Chair) agreed a revised time commitment for all Non-Executive Directors (excluding the Board Chair) together with the associated fees effective from 1 January 2025. Revised letters of appointment have been issued to all Non-Executive Directors.

## Composition, succession and evaluation

### Election and re-election of directors

All of our directors are subject to election on appointment and annual re-election by our members at the AGM based on the best practice set out in the Code (our Rules require the re-election of our directors to take place at least once every three years).

Details of each individual director's contribution are set out in the booklet accompanying the Notice of AGM sent to all qualifying members. The profiles in the *Our Board and Executive Team* section, and available on our website, also set out the skills and experience of individual directors.

### Board composition

Details of the composition of the Board are set out below for both the period end, 31 December 2024, and 26 February 2025 noting that Alison Hutchinson and Jennelle Tilling stepped down from the Board on 31 December 2024.



Further information in relation to Inclusion and Diversity can be found in the Board Governance and Nominations Committee report.

### Tenure

A summary of the tenure of the current Board is set out in the *Board composition* section.



## Annual Board effectiveness review 2023

As reported in the Annual Report and Accounts for 2023, an external Board effectiveness review of the Board and its Committees was undertaken in 2023 facilitated by Lintstock Consulting. The outcomes were discussed by the Board at its meeting in January 2024 and were used to inform the Board Effectiveness Action Plan actions for 2024. Key themes for the 2024 Action Plan together with progress made during the year are set out below:

Theme	Background	Update
Succession planning	Continuing to ensure robust succession planning and induction is in place for all Board and Executive Committee roles.	Non-Executive, Executive and Chief Officer succession planning are a key part of the role of the Board Governance and Nominations Committee which reviews updates at each meeting and identifies any actions arising.  Work has been undertaken to refresh the Board Skills Matrix in 2024 to support the Committee in its work.
Board and Executive Committee Ways of Working	Creating a Board and Executive Committee Charter setting out Ways of Working.	A new Board and Executive Committee Charter has been agreed in 2024 setting out key Ways of Working underpinning the Society's behaviours.
Board and Committee Architecture	Ensuring that there is space on Board and Committee agendas for high quality debate focussed on key strategic items.	A full review of Board and Committee Architecture has been completed during 2024 and the outcomes approved by the Board for implementation from 1 January 2025. Further detail on the review is provided earlier in this report.

## Annual Board effectiveness review 2024

As an external review was completed in 2023, an internal effectiveness review process was undertaken in 2024. Taking into account the detailed external review undertaken by Lintstock together with the work being undertaken to deliver the Board Effectiveness Action Plan, it was agreed that an internal review would be completed in Quarter 4 2024. The purpose of the review was to focus on the actions identified and progress made against the recommendations from the external review.

The outcomes of the review were discussed at the Board meeting in January 2025 and there were no significant issues arising.

Further details will be provided in the *Annual Report and Accounts for 2025*.

**For further details on the process followed for the Board and Committee evaluations please see the Board Governance and Nominations Committee report.**

## Board training and development

The Board has a formal Training Plan to ensure that there is an overarching plan in place for the Board as a whole which sets out the training and development requirements for the year. The Training Plan is agreed and overseen by the Board Governance and Nominations Committee on behalf of the Board and takes account of future strategy, key topics which would benefit from an external perspective, annual Board Effectiveness Review, Board Skills Matrix, succession plans and regulatory and governance expectations.

The Training Plan covers those development areas which are required for the Board as a whole, with individual training and development incorporated into personal development plans.

As part of the Board Training Plan, a range of topics are identified for external speakers / facilitators to provide the Board with an external perspective to support strategy discussions and Board decision making.

During 2024 key Board training and development topics included:

- Ways of Working
- Cyber Security
- External Markets and Environment
- Artificial Intelligence

The formal Board Training Plan is also complemented by self-directed and continual learning by directors together with operational visits such as colleague listening and branch visits.

In order to provide the Board with additional support, in 2024 the Board Governance and Nominations Committee agreed the appointment of an independent Cyber Security Adviser. Whilst the work completed to refresh the Board Skills Matrix identified that there was strong level of experience on the Board, it was agreed that the appointment would supplement those existing skills and ensure the Board has access to recent and relevant experience together with independent advice.



## Executive and Non-Executive Director Induction Plans

Full, formal, and tailored induction plans are put in place for all Executive and Non-Executive Directors on joining the Board, based on their skills and experience. For Non-Executive Directors this includes a specific induction programme for any Committees they will be joining. Role specific inductions are also arranged where a director takes on a new role or Committee membership as appropriate.

The Board Governance and Nominations Committee monitors the completion of all Executive and Non-Executive Director induction plans.

For 2024 that has included:

- Completion of the induction plan for Annemarie Durbin, Board Chair.
- Induction Plan for Peter Bole as both a Non-Executive Director and member of the Audit Committee.
- Induction Plan for Janet Pope as a Non-Executive Director.
- Induction Plan for Tom Ranger as Chief Financial Officer and Executive Director.

All current induction plans will continue to be monitored until completion in 2025.

More information on our Board is available in other sections of this document:

Succession planning for the Board	See the Board Governance and Nominations Committee report.
Skills and experience of our Board and Committees	See Our Board and Executive Team profiles.
Recruitment and appointment of Directors	See our Board Governance and Nominations Committee report.
Board diversity and inclusion	See our Board Governance and Nominations Committee report.

## Audit, risk and internal control

Our Board has overall responsibility for audit, risk and internal control, and delegates oversight to its committees:

Ensuring that both internal and external audit are effective	More information can be found in the Audit Committee report.
Setting our risk appetite	More information can be found in the Risk Management report.
Our systems of internal controls	More information on the internal controls framework can be found in the Audit Committee report.

The Board receives quarterly reports from the Chief Risk Officer to enable it to monitor the effectiveness of the risk management framework and internal controls systems. The Board Risk Committee (formerly Group Risk Committee) reviews the effectiveness of the risk management framework. The Audit Committee reviews the effectiveness of internal controls at least annually with the outcomes reported to the Board by the Audit Committee Chair.

## Remuneration

Our Board has a Remuneration Committee which has delegated responsibility for setting the policy on the remuneration of Executive Directors as well as setting the remuneration for the Board Chair and other members of the Leadership Team.

**For further details please see the Directors' Remuneration report.**

The remuneration of Non-Executive Directors is a decision reserved for the Board's approval and is reviewed by the Executive Directors and the Board Chair only.

**Annemarie Durbin**  
Board Chair

26 February 2025