

2022

**ANNUAL REPORT  
& ACCOUNTS**



**CIRENCESTER FRIENDLY**



LIÈGE BASTOGNE LIÈGE

John Quinn  
Chairman

Dolbic

### PERFORMANCE

2022 was an exceptionally challenging year due to the impact of the war in Ukraine leading to the cost-of-living crisis, impacting the attempted recovery from the Covid-19 pandemic. The combined effect of these macroeconomic factors caused a significant drop in our investment portfolio, in common with a number of our peers. Unusually, both equities and fixed income markets suffered falls at the same time. The rise in interest rates, done to counter the rapid rise in inflation, has also reduced the long-term value of our contracts. Taken together, the Society has unfortunately recorded a £15.8m deficit for the year (2021: surplus £3.9m). It should be noted that much of this deficit has come about due to external investment market conditions and we are not 'forced sellers', meaning that most of the losses are unrealised, and we will continue to hold quality investments to benefit the society when the market returns are more positive. Despite the deficit, our balance sheet and solvency levels remain very strong.

It is important that we remain true to our principles as a mutual society in these difficult conditions. This allows us to take a long-term view of the business, our strategy, and the benefits we can offer to our members. It is this mutual approach that has enabled us to maintain Member bonuses at the same level as last year despite our results. In addition, we have preserved our bonus interest rate for depositors. The Board feel it is very important that we smooth out the highs and lows of short-term performance and reward our Members and staff on a consistent and reliable basis.

The prevailing economic conditions continued to affect our ability to write new business across our whole product range. Also, claims have remained high following on from the pandemic. We are proud that, despite the headwinds, the Society has been able to pay over 95% of the claims that we received; this demonstrates our commitment to be there for our Members when they need us most.

### CUSTOMER SERVICE

We take great pride in the high standards of service that we offer to Members and Financial Advisers. On surveying our Adviser community, we are very pleased to have increased our Institute for Customer Service satisfaction score compared with 2021. We have achieved this at a time when the overall result for financial services was declining, and we remain in the top quartile of the financial services industry scores.

The Society's service has once again been recognised by the industry through the achievement of several prestigious awards, including Highly Commended for Best Income Protection Provider at the Moneyfacts awards as voted for by advisers, for the 12th year in a row! Notable individual awards went to Josh Padfield as winner of Intermediary Support champion for the Cover Magazine Customer Care Awards and Jemma Crothers as the Institute of Customer Service 'Customer Service Hero' in the national competition for Customer Service Week.

### OUR PEOPLE

Paul Hudson, Chief Executive for 25 years, retired from the Board in September 2022. I am very pleased that we selected Andy Morris, our former Director of Risk and Finance to replace him, based on merit, following an extensive independent and open selection process. Andy's promotion led to the recruitment of David Evans who joined the Board as Chief Financial Officer; David joins us after having an extensive financial services career with Nationwide Building Society.

### THANK YOU

The 2023 AGM represents the end of my tenure as Chairman of the Board of Cirencester Friendly and it is with mixed emotions that I bid farewell. I am sad to be leaving because I have really enjoyed my time with the Society and I have been very pleased by the successes the Society has achieved and the hurdles overcome. All this is a testament to our staff, who have demonstrated enthusiasm and commitment to Cirencester Friendly and I thank them warmly for their great efforts. But I am pleased to be able to leave the Society under such capable leadership and with a very promising future. With this in mind, I am delighted to confirm that the Board has elected Janice Banks, the current Senior Independent Director, to be the next Chair on my retirement and whose experience will serve the Society well into the future.

I am proud of all that we have achieved over the past 10 years, and I have great confidence that we will continue to prove our resilience and overcome the current challenges. I firmly believe that the Society's long-term financial security and stability will remain intact, enabling ongoing investment for the future. I am grateful to the financial advisers who recommend the Society to their clients and of course, to you, our Members, who place your trust and welfare with the Society.

### JOHN QUINN

Chairman of the Board



**CHAIRMAN**  
John Quinn

#### 2022 SELECTED HIGHLIGHTS:

- Results impacted by significant external factors
- Financial resilience remains strong
- Bonuses maintained
- 95% of Claims paid
- Institute of Customer Service top quartile with an improved score
- Strong showing by the Society in industry awards



**CHIEF EXECUTIVE**

Andy Morris

I am honoured to have been chosen as the CEO of Cirencester Friendly and intend to build on the strategic progress that we have achieved in recent years, to grow the Society for the long-term success of our Membership. The first few months have meant hitting the ground running, as the business continues to deal with the effects of the cost-of-living crisis brought about by war in Ukraine. The 2022 results tell this story, with the deficit brought about by the drop in the value of our investment portfolio, which is unrealised, compounded by the long-term contract values being adjusted for higher interest rates. However, the underlying business is holding firm and I remain impressed with the resilience and enthusiasm of our staff in the face of these challenges. We continue to deliver for our Members, despite the macroeconomic and political environment we are all faced with. As a mutual Society, we strive to be there when our Members need us the most, when they need to make a claim, and it is with great satisfaction that I report another high level of claims paid at 95.4%, an increase on the year before.

**FINANCIAL RESULTS AND BUSINESS REVIEW**

As a mutual institution we have adopted a cautious, long-term approach to business as we want to be able to support our Members in the years to come, just as we have done for over 130 years. The current environment has meant that the 2022 financial results are challenging for the Society, though it should be noted that we retain quality assets whose value should return as markets improve.

- Assets have reduced by £16m (2021: increase of £5.5m);
- Active Membership has reduced by 48 (2021: increase of 873);
- £15.8m was transferred out of the Fund for Future Appropriations to fund the deficit for the year (2021: transfer into fund of £3.9m).

At the end of the year, we had a level of solvency which covered the minimum capital resource requirements prescribed by the Regulator by over nine times. We prepared an Own Risk and Solvency Assessment (ORSA) during 2022, adjusted to take account of the impact of the current macroeconomic conditions. In all the envisioned scenarios, the Society would continue to have a comfortable margin of capital resources over the minimum capital resource requirements, as necessary under the provisions of Solvency II.

**CLAIMS**

We are committed to supporting Members financially when they need us most. Although we rejected less than 5% of claims, the reasons for doing so include inability to provide proof of earnings or medical evidence, no loss of earnings and claims for previously undisclosed pre-existing medical conditions. We are proud of our strong record of results in relation to the payment of claims, as we believe this clearly demonstrates the importance of income protection insurance in financial planning.

The payment of claims is important to us and each year we produce a detailed and transparent analysis of our claim's statistics, enabling our financial advisers and new Members to judge our performance on the facts. As one of the very first firms to publish these figures and an advocate of mutuality, we support the standardisation of comprehensive claim statistics across the industry, so that firms can be judged on their claims payment record, as well as their financial performance. We believe that education is the best way to ensure that everyone knows what is expected and involved in the claims process and how to make a successful claim.

**BONUS REWARDS TO MEMBERS**

One of the key benefits of mutuality is the opportunity for Members to share in our success. This is done in a number of ways but one of the most obvious is in the form of bonuses added to profit participating Members' credit balances, held by us until the end of their contract, and through the Members' Mutual Fund. As a Member owned mutual organisation, we have adopted a cautious approach to business to safeguard the interests of Members and this extends to the way we only award bonuses that can be supported by the surplus we create and sustain over time. We aim not to put our financial welfare and that of Members at undue risk, demonstrated by our long track record of delivering steady and sustained results.

As a consequence of this and despite a difficult year, bonus rates added to Members' Credits for 2022 have been maintained, helping to demonstrate the real value of being a mutual organisation able to take a long-term perspective:

	2022	2021
Health & Wealth Dividend (maintained)	£1.56	£1.56
Income Assured (products) Surplus Allocation (maintained)	£10.80	£10.80
Income Assured (products) Investment Only - Surplus Allocation (maintained)	£0.53	£0.53
Bonus Allocation/Interest*	2.0%	2.0%

\* Interest Rate (which is set in advance) for retired Members is 2.0% (2021 - 2.0%). The interest added to retired Members' deposits should be declared by Members for tax purposes. (The Board has the right to revise the rate without prior notice).

## TREATING CUSTOMERS FAIRLY

We are committed to the fair treatment of customers.

The number of complaints we receive each year is very small. That said, we are not complacent and when we do receive a complaint, we aim to make it a positive learning experience. Complaints are thoroughly and impartially investigated, and we aim to resolve them at an early stage using our internal dispute resolution processes.

We welcome the regulatory initiative to help deliver better outcomes for consumers encapsulated in the Consumer Duty requirements. There is a natural fit for this approach with mutuals, where doing the right thing for our Members is core to the values of Cirencester Friendly. We are working hard to ensure we meet the requirements of this regulation and look to promote the benefits available to our Members as a result.

## AWARD WINNING SERVICE

We aim to deliver high standards of service and believe that this is evidenced by the many prestigious industry awards we have received in recent years. In 2022:

- Josh Padfield won the Intermediary Support Champion at the Cover Customer Care Awards;
- Jemma Crothers won the Customer Service Hero in the Institute of Customer Service National Customer Service Week;
- Highly Commended for Best Income Protection Provider in the Investment Life & Pensions Moneyfacts Awards;
- Increased to 4-star rating Financial Adviser Service Awards;
- Highly Commended for Best Financial Protection Provider in What Mortgage awards.

## DEVELOPING STAFF

Employees are a vital part of the Society as they are the resource through which the strategic ambitions of the Society will be delivered. Having an effective and engaged workforce will enable the Society to grow and prosper.

We continue to hold the values at the heart of the Society, as captured in a deliberately clear and straightforward mnemonic:



Employee engagement is pivotal to the success of the Society, an engaged workforce is an effective one working towards the 'Excellence' in our Heart values. An engaged workforce will take 'Accountability' for their roles. This reduces staff turnover and creates brand awareness through word of mouth. We are and will continue to be 'Honest' in all our dealings and treat everyone with 'Respect', all of which combine to build a 'Trusting' relationship.

## COMMUNITY CONTRIBUTION

At Cirencester Friendly, we are proud of the difference we make to the communities we work in and whose Members we support. We have supported our chosen charity as Hope for Tomorrow, which runs a mobile chemotherapy unit in Gloucestershire and beyond. We are pleased to be able to say that staff managed to raise £4,484 through their efforts during the year.

## CIRENCESTER FRIENDLY 125 FOUNDATION

The Cirencester Friendly 125 Foundation was launched in January 2016.

The 125 Foundation provides financial support to individuals and causes to the benefit of Members and their communities. There are two types of awards which Members, or their Financial Adviser on their behalf, can apply for:

- **Individual Awards** are for the simple things that make a huge difference. Members, or their Financial Adviser on their behalf, can nominate someone close to them who may be suffering hardship and could benefit from financial support.
- **Half Yearly Community Awards** are for local projects and causes that Members value and support.

Throughout 2022 the 125 Foundation helped many of our Members and their Communities. Our aim is to always give back to our Members and support them in any way we can. We encourage all Members to get in touch and make the most of this fantastic benefit that we offer.

## CLIMATE CHANGE

At the Society we take an active interest in the local environment and also how we can make our contribution to the efforts to combat climate change. We are committed to and fully support the Prudential Regulation Authority (PRA) initiative to ensure that insurers prepare for the potential business challenges presented by climate change. We have a working group collaborating with the Association of Financial Mutuals (AFM), where I am also a Board member, in looking at how the industry will respond.

Through the production of the ORSA, we have worked with our external actuaries to model the potential detrimental impact climate change may have on the Society's assets, in the event that the effects are more serious than current predictions. This impact covers the three-year business Plan and shows that the Society has the necessary financial resources and is well placed to manage the risk.

## STRATEGIC OBJECTIVE:

**To be sustainable and profitable, building capital for a stronger future together**



This modelling will be enhanced as we go forward and we are working with our Investment Advisers LGT Wealth Management to ensure that Environmental, Social and Governance criteria are a core part of the investment portfolio of the Society, which they have internally assessed as 'above average' on these criteria, with climate change a central part of this process.

This working group is also keen to take practical steps to make a difference at the individual level. Our new head office Mutuality House has been constructed as an energy efficient building, but we are not yet able to be carbon neutral. As a result, the Board has agreed to contribute to carbon offset schemes to the equivalent of our total carbon footprint, to ensure we play our part even in the short term. We are also looking at how best to reduce our waste and increase the proportion that is recycled, together with supporting local environmental initiatives.

**DELIVERING ON OUR STRATEGY**

We remain committed to our four ray Strategic Roadmap and have continued to progress its delivery throughout 2022:



We have focused efforts on replacing existing operating systems, aimed at delivering higher standards of service to Members and their Financial Advisers, along with other stakeholders. Good progress is being made and we are forging strong partnerships with key adviser networks and partnerships in the industry, recently adding SimplyBiz and Paradigm to the likes of St James' Place and Primis. We will continue to invest in our people and our infrastructure to put the building blocks in place for the future development of the Society. We are committed to increasing the range of products and services we offer and to improving service through technology and staff training.

**2** **STRATEGIC OBJECTIVE:**  
**To be great to do business with**

The fact that we have been able to successfully advance our strategic ambitions during difficult conditions is a powerful testament to the efforts and commitment of our dedicated staff. We remain confident that we are in a good position to rise to the inevitable challenges we will face. Everyone here works to look after the interests of Members and supporters alike.

My personal thanks to each and every member of staff for their continued support, hard work and enthusiasm during 2022. I would like to take the chance to welcome Andrew Payton to the Board as an experienced finance and risk specialist, who will be chairing the Audit & Risk Committee going forward. In particular, I would like to extend my heartfelt thanks to John Quinn, our long serving and very committed Chairman, who has helped enormously during my transition to CEO and has shown unwavering support for the Society over his years of service. I am sure I speak for the whole Society and its Members in wishing you a long and happy retirement! I am equally pleased that the Board has elected the experienced Janice Banks as our next Chair and I am sure we will work well together in forming and implementing the strategy for the Society's long term future.

On behalf of the Board

**ANDY MORRIS**  
 Chief Executive

**3** **STRATEGIC OBJECTIVE:**  
**To be a place where people want to work and grow**

# 4

## STRATEGIC OBJECTIVE:

To treat all our Members with understanding and compassion





**JOHN F QUINN**  
M.Litt. BA (Hons)  
**Chairman**

**Term of Office:** John joined the Board in November 2012 and has been Chairman of the Board since July 2016

**Independent:** Yes on Appointment

**Skills and Experience:** Retired from Lloyds Banking Group in December 2011 after a career of 36 years during which he held managerial posts in Branch Management, Area Management and as a Senior Manager in Corporate and Commercial Banking.



**ANDY J MORRIS**  
MBA FCA MSCI  
**Chief Executive Officer**

**Term of Office:** Andy joined the Society in April 2019

**Independent:** No as an Executive

**Skills and Experience:** Andy stepped up to the CEO role in September 2022, having previously been Director of Finance and Risk for the Society. Andy is a Fellow of the Institute of Chartered Accountants with over 25 years of experience across Financial Services. This includes the mutual sector, with previous senior roles at Leek United and Nationwide Building Societies. He is a Member of the Chartered Institute of Securities and Investments and holds a Masters in Business Administration from London Business School.



**DAVID M A EVANS**  
BSc, ACMA  
**Chief Financial Officer**

**Term of Office:** David joined the Society in August 2022

**Independent:** No as an Executive

**Skills and Experience:** An accountant by background, David is an experienced director who has worked in a wide variety of roles within financial services, mainly in the mutual sector for over twenty five years. David has held many senior finance roles within Nationwide Building Society, including Finance Director of The Mortgage Works (TMW), Director of Financial Performance and Director of FP&A.



**SHIRLEY E FELL**  
**Chief Operating Officer**

**Term of Office:** Shirley joined the Society in April 2019

**Independent:** No as an Executive

**Skills and Experience:** 40 years' experience working in Financial Services. Held senior roles in Zurich Financial Services, Halifax Bank of Scotland and MetLife Inc. including UK Chief Operations Officer and Head of Strategy and Transformation for Europe, Middle East and Africa Operations. Appointed as Operations Director for the Society in April 2019 and Chief Operating Officer in 2022. Passionate about delivering excellent customer service, she is also a Non-Executive Director for the Institute of Customer Service.



**JANICE W BANKS**  
MBA  
**Non-Executive Director**

**Term of Office:** Janice joined the Board in January 2016

**Independent:** Yes

**Skills and Experience:** Janice is a Non-Executive Director with over 30 years' experience in financial services. She has held several senior executive roles with Nationwide Building Society and worked as an investment manager with Matheson Investment Management Ltd. She ran her own independent consultancy business for over 10 years providing CEO and turnaround services to the charity and housing sectors. Janice chairs the Society's People and Remuneration Committee.



**ANDREW S LUCAS**  
BA (Hons), DipM  
**Non-Executive Director**

**Term of Office:** Andy joined the Board in July 2021

**Independent:** Yes

**Skills and Experience:** Andy has spent most of his career in financial services, leading marketing & sales, eCommerce, customer service and technology developments. Following roles at Prudential and ACE European Group, he was Chief Operating Officer at Cambridge Building Society. Andy is a Non-Executive Director of Buckinghamshire Building Society, trustee of two charities and member of The Chartered Institute of Marketing.



## THE BOARD OF MANAGEMENT PROFILES



**IAN M MAUDE**  
**Non-Executive Director**

**Term of Office:** Ian joined the Board in May 2015

**Independent:** Yes

**Skills and Experience:** A board Executive with 40 years in Financial Services, spanning life, pensions, motor, household and health insurance. Before retirement, Ian was a Director of Denplan, as well as FD/CIO of SimplyHealth for 14yrs. Prior to that, he worked in senior management roles in L&G, MMI and Zurich insurance, progressing to becoming a Director at Frizzell's and LV Friendly Society.



**MARK C SEDGLEY**  
ACII  
**Non-Executive Director**

**Term of Office:** Mark joined the Board in May 2015

**Independent:** Yes

**Skills and Experience:** Almost 30 years' Financial Services experience mainly in the mutual sector. Mark has a good understanding of many areas including underwriting, budgeting, business planning, strategic reviews, re-branding, due diligence, investments, product and process design and financial education presentations. He has held both technical expert positions and senior management roles including being Chief Executive of a Friendly Society. Mark chairs the Society's Investment Committee.



**ANDREW PAYTON**  
BSocSc FCA  
**Non-Executive Director**

**Term of Office:** Andrew joined the Board in February 2023

**Independent:** Yes

**Skills and Experience:** Andrew is a Chartered Accountant and has spent the majority of his career working in financial services. Prior to joining Cirencester Friendly he was a building society board director for a number of years, having been Finance Director at Loughborough Building Society and Chief Financial Officer and Deputy Chief Executive at Hinckley and Rugby Building Society. Andrew chairs the Society's Audit and Risk Committee.



The Board is committed to the ongoing development of the Society, through the effective delivery of value for money protection products and enhancing Membership benefits for an increasing audience, through a range of distribution channels.

## BUSINESS REVIEW

Key business developments and the future outlook for the business are reviewed in the Strategic Review on pages 4 to 6. The Board of Directors is of the opinion that all activities performed during the year have been carried out within our respective powers.

## PRINCIPLE RISKS, UNCERTAINTIES AND GOING CONCERN

The principal risks and uncertainties faced by the Board relate to:

- **Strategic risk:** those risks arising from an unsound business strategy, such as prolonged delay in the execution of business decisions, undertaking poorly resourced initiatives or failure to react promptly or appropriately to changes within the market in which the Society operates. This risk is mitigated by robust challenge and oversight of the Society's Transformation Portfolio, via Senior Management, the Board and its Committees.
- **Insurance risks:** those risks arising from uncertainties in the level of claims arising, the length of those claims, management costs and the closure rate of the insurance contracts issued. The Society has systems in place to monitor and control, including underwriting procedures in place for the assessment of risk and all claims are subjected to rigorous validation. The Board undertake to ensure that the Society retains sufficient assets to cover the expected level of claims and costs captured by insurance risk.
- **Market risk:** all risks relating to uncertainties in the value of investments and the returns achievable from them including interest rate, property price, currency and credit spread risk. This risk is mitigated as far as is practicable by the matching of asset types to relevant classes of liabilities by the quality of the investments held and the Society's policy to limit the exposure to any one counterparty and foreign currency, as well as challenge and oversight by the Investment Committee.
- **Financial risk:** the risk that the Society does not have sufficient liquidity or capital to run its business effectively or in the long-term interests of the Membership. This risk is mitigated by regular monitoring of the financial position of the Society by the Board, Investment Committee and Finance function.
- **Operational Risk:** the risk that inadequate or failed internal processes and systems result in an adverse impact on the Society or its Membership. The Society has defined procedures for the monitoring of operational risk and reporting to the Board.
- **Reputational risk:** the risk of the Society losing its reputation can materialise through many actions, or inaction by the Society and its staff. It may also arise due to problems within the market tainting the Society by association. The Society manages this through robust recruitment and performance review processes and policies, due diligence of all key third parties with which it engages.
- **Regulatory Compliance risk:** the risk that the Society does not fulfil its legal and regulatory obligations relevant to the delivery of its products and services to the membership and running of the Society. The Society has processes and controls embedded to ensure continued compliance.
- **Climate change risk:** the risk that the Society does not adapt for and mitigate against the impacts of climate change in all affected areas of its business. In line with recent regulatory guidance, the focus is on the physical risk (our office buildings); risk management (ensuring our systems and processes take climate change into account) and Member assets (ensuring our investment portfolio has a responsible ESG approach that incorporates climate change).
- **Conduct risk:** the risk of poor outcomes for Members resulting from the acts of the Society or associated third parties. This risk is mitigated via robust product governance, complaints and claims handling processes and Senior Manager, Board and Committee oversight.
- **Operational Resilience Risk:** the risk that the Society is unable to effectively respond to a business interruption event, such that this results in either member detriment or threatens the ongoing continuity of the Society. The Society maintains Operational Resilience, Disaster Recovery and Business Continuity Plans which are regularly tested.
- **Macroeconomic Risk:** the risk that external factors within the macroeconomic, or political environment have a detrimental impact on the Society. The Society has no option other than to accept this risk and relies on the oversight of the Board and sub-committees, including the Audit & Risk Committee, and the Investment Committee.
- **People risk:** the risk of events transpiring which have a detrimental impact on the Society's workforce. The Society has robust processes in place to support its colleagues including personal development, wellbeing and employee welfare.
- **Commercial risk:** the risks associated with the Society's chosen business distribution model. Robust oversight is in place via the Business Quality Group, and Board and sub-committees.
- **Information Security Risk:** risk of unauthorised access, use, disclosure, disruption, modification, or destruction of information and/ or systems. The Society has robust Cyber Security controls in place, including the Cyber Essentials accreditation.
- **Financial Crime Risk:** risk that either internal or external fraudulent / dishonest behaviour occurs which could have a detrimental impact on the Society or its members and remains undetected. The Society has processes and controls in place to prevent and detect such occurrences.

The Board perform a robust and ongoing assessment of risks and uncertainties facing the Society including a detailed review by the Audit and Risk Committee. Note 3 of the accounts sets out the risks in greater detail, together with our approach for managing them.

The Board has assessed the Society's going concern over a three-year period to December 2025. This is based on our three-year rolling strategic plan. The three-year strategic plan was last approved by the Board in February 2023. This assessment included consideration of the Society's resilience in severe but plausible scenarios (as detailed in the ORSA), supported using stress testing and sensitivity analysis around the central assumptions of the strategic plan. The scenarios considered included significant variations in the levels of new business and claims compared to those expected.

The Directors believe that the Society is well placed to manage its risks successfully, having considered its business activities and overall financial position, including liquidity and capital adequacy levels.

Based on this assessment, the Directors are confident that the Society will be able to continue in operation and meet all its liabilities as they fall due over the period considered.

The Board has reviewed the summary of the Guidance for Directors published by the Financial Reporting Council and concluded that in the light of:

- the published year end position on statutory solvency
- available financial resources in liquid form
- the capital projections within our agreed business plans
- the results of our ORSA

There are no material uncertainties that may cast significant doubt about our ability to continue as a viable going concern.

## STAFF

The average number of staff (including Executive Directors but excluding Non-Executive Directors) employed by us totalled 95 (2021: 88). The aggregate remuneration paid to Directors and staff employed during the year, amounted to £6.5m including pension and National Insurance contributions (2021: £5.8m).

We have an Equal Opportunities Policy for recruitment and existing staff and are committed to the ongoing development of staff. Our staff are key to our operations, and we support the continued learning and development of our staff through regular analysis of training needs and by the provision of a broad range of training opportunities.

## BOARD OF DIRECTORS

A list of Directors who held office during the year appears in the Board Members' Emoluments table on page 17.

We maintain Directors' and Officers' liability insurance cover in respect of legal action against our Directors and Officers. Combined Professional Indemnity, Directors & Officers and crime liability insurance was reviewed and renewed in 2022 at a cost of £86,527 excluding insurance premium tax (2021: £86,490 exc IPT).

## SUPPLIER PAYMENT POLICY

It is our policy and practice to settle invoices within 30 days of receipt, unless specifically agreed otherwise in advance with suppliers.

## MEMBERSHIP

Membership of the Society stood as follows:

	2022	2021
Active Members	43,635	43,683
Retired Members	811	768
Total Membership	44,446	44,451

## COMPLAINTS POLICY

We aim to deliver a high standard of service to our Members. If any Member believes that we have failed in this aim, they have recourse to our complaint's procedures. We have documented procedures for the handling and recording of complaints. We deal with all complaints with due care, ensuring that they are thoroughly investigated. The Audit and Risk Committee regularly reviews the number and type of complaints received in order to monitor that complaints are properly dealt with and corrective action is taken to prevent recurrence. Senior management deals with serious complaints. In the unlikely event that a complaint cannot be resolved to the complainant's satisfaction, they will be made aware of the option to appeal to the Financial Ombudsman Service.

## PENSION ARRANGEMENTS

We are committed to assisting our staff to make adequate provision for their retirement. For all employees, we have a Defined Contribution arrangement in place whereby we make an agreed percentage contribution of salary, unless they choose to opt out.

## ENVIRONMENTAL, SOCIAL AND COMMUNITY ISSUES

We take our role as a socially responsible organisation very seriously, be that in the way we treat our employees or in the role we play helping and protecting the environment in which we work and live. Please see our climate commitments and activities separately detailed within the Strategic Review on page 5. Our community work has seen us support local charities, which has made a positive contribution to our working environment and the wider community. In 2022, we raised funds for a number of charities, including our charity of the year - Hope for Tomorrow.

## APPOINTMENT OF AUDITORS

The Board has appointed PKF Littlejohn LLP and as a result, a resolution to appoint PKF Littlejohn LLP as Statutory Auditors will be proposed at the forthcoming Annual General Meeting. PKF Littlejohn LLP is entirely independent of the Society and no member of the Board has a business relationship with PKF Littlejohn LLP.

## DISCLOSURE OF INFORMATION TO AUDITORS

The Directors that held office at the date of approval of this Directors' Report confirm that, so far as they are aware, there is no relevant audit information of which the Society's auditors are unaware, and each Director has taken all the steps they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Society's auditors are aware of that information.

By order of the Board



**RANALD MUNRO**  
Company Secretary  
29th March 2023

Good corporate governance provides a framework for the way in which the Board and the rest of the organisation operates. It is also vital in providing effective leadership and in assisting us to continue as a successful organisation, run for the benefit of our current and future Members, in a legal, ethical and transparent manner.

Our approach to corporate governance is based on the principles and provisions of the UK Corporate Governance Code as summarised in the AFM Corporate Governance Code, which the Board supports.

<p><b>Purpose and leadership</b></p> 	<p>An effective board promotes the purpose of an organisation, and ensures that its values, strategy and culture align with that purpose.</p>
<p><b>Board composition</b></p> 	<p>Effective board composition requires an effective chair and a balance of skills, backgrounds, experience and knowledge, with individual directors having sufficient capacity to make a valuable contribution. The size of a board should be guided by the scale and complexity of the organisation.</p>
<p><b>Director responsibilities</b></p> 	<p>The board and individual directors should have a clear understanding of their accountability and responsibilities. The board's policies and procedures should support effective decision making and independent challenge.</p>
<p><b>Opportunity and risk</b></p> 	<p>A board should promote the long-term sustainable success of the organisation by identifying opportunities to create and preserve value, and establishing oversight for the identification and mitigation of risks.</p>
<p><b>People &amp; Remuneration</b></p> 	<p>A board should promote executive remuneration structures aligned to the long-term sustainable success of an organisation, taking into account pay and conditions elsewhere in the organisation.</p>
<p><b>Stakeholder relationships and engagement</b></p> 	<p>Directors should foster effective stakeholder relationships aligned to the organisation's purpose. The board is responsible for overseeing meaningful engagement with stakeholders, including the workforce, and having regard to their views when taking decisions.</p>

## 1. PURPOSE AND LEADERSHIP

Everyone who works for the Society has a clear understanding of the key drivers behind what we do. We have distilled this into a clear and succinct Mission, which is fundamentally to provide financial support to our Members and can simply be expressed as We Protect Lifestyles. In developing the Society's business, we have a clear Vision of our over-arching intention, which is to be the go-to provider when it comes to protecting lifestyles.

These succinct statements show our determination to go beyond traditional income protection, to offer our Members a range of products to meet their wider needs and demonstrate our commitment to the concept of Mutuality.

### THE ROLE OF THE BOARD

The organisation is headed by the Board, whose principal role is to:

- Safeguard the interests of Members, ensuring our long-term success;
- Focus on our strategy;
- Ensure that the necessary resources are in place for us to meet our objectives;
- Provide general direction to the organisation;
- Monitor the performance of the Executive Directors.

### MATTERS RESERVED FOR THE BOARD

The Board maintains a schedule of reserved matters in order to ensure that it exercises control over our affairs. These include the approval of our annual results and strategic aims, as well as setting the risk appetite, the tone for our culture, the approval of policies and matters which must be approved by the Board under legislation and our Rules. The Board is also responsible for the recruitment and terms of employment of the Executive Directors. Other matters are delegated to the Executive Committee (ExCo) or to other specified colleagues or Committees, including the Board Committees referred to below.

### BOARD ATTENDANCE

The Board held 7 meetings in 2022. The attendance record of each Director at these meetings and at relevant Board Committee Meetings is set out below:

Name (Alphabetical)	Board	Audit & Risk	People & Remuneration	Investment
J W Banks	7 of 7	N/A	4 of 4	N/A
D M A Evans	2 of 2	N/A	N/A	1 of 1
M L Evans	7 of 7	4 of 4	2 of 2	N/A
S E Fell	7 of 7	N/A	N/A	N/A
P R Hudson	5 of 5	N/A	3 of 3	1 of 1
A S Lucas	7 of 7	4 of 5	N/A	N/A
D R Macgregor	2 of 2	N/A	N/A	N/A
I M Maude	6 of 7	4 of 5	N/A	N/A
K S McIntyre	5 of 6	3 of 4	N/A	N/A
J Morgan	1 of 1	N/A	N/A	N/A
A J Morris	7 of 7	N/A	1 of 1	2 of 2
J F Quinn	7 of 7	N/A	4 of 4	2 of 2
W J M Schouten	4 of 4	N/A	2 of 2	N/A
M C Sedgley	7 of 7	5 of 5	N/A	2 of 2



## BOARD FOCUS AND ACTIVITIES DURING THE YEAR

The activities undertaken by the Board are designed to support and advise executive management on the delivery of the Society's strategy, within a framework of effective corporate governance. Focused discussion assists the Board in making good decisions, based on the long-term needs of the business, our Members and stakeholders. Key areas of focus in the year were:

- **Review the Society's vision, mission, values and strategy:** The Board has had full oversight of the progress of the Society's strategy during the year. This included a detailed strategy review with the new CEO and Executive Committee in November 2022, where the Business Plan 2023-5 and CFS Vision 2030 were discussed. This has given the Board confidence, not just in the smooth transition to new management during the year, but also for the long term, quality growth strategy that has been articulated. At each meeting the Board had the opportunity to question and challenge the work being undertaken.
- **Review of principal risks:** The Board and Audit & Risk Committee undertake a regular formal review of the principal risks to the Society.
- **Board evaluation:** Internal Board evaluation is carried out annually, independent external reviews every three years. An external review was last conducted by Board Excellence at the end of 2021 the findings of which were implemented during 2022 where required.
- **Operational performance updates:** The Board receives regular operational performance updates from each of the Society's key business streams, giving executive management the opportunity to further interact with the Board on their specialist areas of responsibility.

## 2. BOARD COMPOSITION

### COMPOSITION OF THE BOARD

The size and composition of the Board and the Board Committees are kept under review by the Chairman and are reviewed formally by the People & Remuneration Committee at least annually. This is to ensure that there is adequate succession planning for Executive and Non-Executive Directors and that there is the optimum mix of skills and experience on the Board for the direction of our activities and to populate and chair the Board Committees.

### APPOINTMENTS OF THE BOARD

The appointment of new Directors is initially considered by the People & Remuneration Committee, which is made up of John Quinn, Andy Morris and Andy Lucas, under the Chair of Janice Banks.

The Committee is responsible for considering matters relating to the composition of the Board, considering the balance of skills, knowledge, and experience of Directors, and making recommendations to the Board as appropriate. The Board believes that there is ample provision for the refreshment of the Board and that the introduction of annual elections would not provide any material benefit to the Membership.

## DIVERSITY

The Board considers all aspects of diversity, including but not limited to gender, on the Board although it continues to adopt the principle that all appointments should be based on merit and the skills and experience that the individual can bring, and consider the composition, skills and experience on the Board. As a result, the Board has not set an aspirational target for diversity or gender split. As at the end of 2022, the percentage of females on our Board is 33%. The equivalent percentage for all staff (excluding the Non-Executive Directors) is 62%, and 100% of the Heads of Department are female.

## BOARD EVALUATION

The Board undertakes an annual evaluation of the performance and effectiveness of the Board together with an annual review of the performance of individual Directors.

In 2022, internal performance evaluations of the Audit & Risk, People & Remuneration and Investment Committees were carried out at the meeting by all Committee Members. The results were discussed by the relevant Committees and any appropriate improvements were identified for action.

Each Board Member, as part of their formal appraisal with the Chairman of the Board, provide comments on their own effectiveness and that of their fellow Board Members. The Senior Independent Director carried out a formal appraisal of the Chairman of the Board and the Chairman carried out an appraisal of the Chief Executive. The Chief Executive appraises the Executive team members in their respective operational functions and the Chairman confines his appraisal of the Executive Directors to their role on the Board.

## INDUCTION AND DEVELOPMENT

The Chairman ensures that, on appointment, Non-Executive Directors receive a comprehensive tailored induction programme on our business and regulatory environment. All Non-Executive Directors update their skills, knowledge, and familiarity, through relevant external and internal courses. Individual training requirements for Non-Executive Directors are discussed as part of the performance evaluation process. All Directors have access to independent professional advice if required and have the benefit of appropriate liability insurance cover at the Society's expense. In addition, they have access to the advice and services of the Company Secretary who is responsible for ensuring that Board procedures are complied with and for advising the Board, through the Chairman, on governance matters.

## RE-APPOINTMENT

All directors are subject to election by Members at the first annual general meeting after their appointment, and to re-election thereafter by rotation at an interval of no more than three years.

### 3. DIRECTOR RESPONSIBILITIES

#### THE ROLES OF THE CHAIRMAN AND THE CHIEF EXECUTIVE

The roles of the Chairman and Chief Executive are held by different people and are distinct in their purpose. The Chairman is responsible for leadership of the Board and for ensuring that the Board acts effectively, promoting high standards of corporate governance. The Chairman is key in setting the tone of the Board Meetings to ensure, amongst other things, that there is a culture of openness. The Chief Executive has overall responsibility for managing the organisation and for implementing the strategies and policies agreed by the Board, supported by the Executive. It is current practice and policy that no former Chief Executive will serve as Chairman of the Board.

#### NON-EXECUTIVE DIRECTORS

The Non-Executive Directors are responsible for bringing independent judgement to Board debate and decisions using their own experience and skills, and for constructively challenging the Executive Team. The Non-Executive Directors meet, without the Executive Directors present, at least annually to discuss relevant matters including the overall performance of the Executive Team and the viability of the Society. The Senior Independent Director would act, if required, as an intermediary for the other Directors. The Senior Independent Director is also the main point of contact for Members should the normal channels of communication with the Chairman or Chief Executive fail or be inappropriate. The Board has a conflict-of-interest policy which sets out procedures for regularly reviewing, and if appropriate, dealing with any potential conflicts as they arise. The letters of appointment of Non-Executive Directors give an indication of the time commitment required. The Board is satisfied that all the Non-Executive Directors are independent.

#### COMPANY SECRETARY

The Company Secretary is responsible to the Board for ensuring Board procedures are complied with, and that Directors are supplied with information in a timely manner.

### 4. OPPORTUNITY AND RISK

#### RISK MANAGEMENT

The Society recognises that risk management is a vital activity that both underpins and forms part of the vision, values and strategic objectives. Risk is present in everything the Society does and it is therefore the Board's policy to identify, assess and manage the key areas of risk on a proactive basis. The Society has embedded risk management into the culture of the Society without introducing unnecessary bureaucracy. The aim for the risk management framework is that it is fit for purpose, reflects the size of the organisation and uses the Society's skills and capabilities to the full.

For risk management to be most effective and become an enabling tool, the Board ensures that there are robust, consistent, communicated and formalised policies and processes across the Society. In implementing risk management, the Society seeks to provide assurance to all stakeholders that the identification and management of risk plays a key role in the delivery of the Society strategy and related objectives.

The Society operates a 'three lines of defence' model which provides a clear delineation of responsibilities between control over day-to-day operations, risk oversight and assurance activities.

Function	Role/Responsibility
<b>1st Line:</b> <b>The Business</b>	First line of defence responsibilities include using risk management tools to identify and manage risks, assessing and enhancing controls, monitoring, and reporting the Society's risk profile, ensuring that it adheres to established risk appetite and complying with policies, standards, and guidelines.
<b>2nd Line:</b> <b>Risk &amp; Compliance</b>	The Risk & Compliance Function responsibilities include designing risk management tools used by the business to identify and manage risks, applying "independent challenge", developing, and maintaining policies, standards and guidelines and reviewing and contributing to the monitoring and reporting of the risk profile.
<b>3rd Line:</b> <b>Internal Audit (outsourced to RSM)</b>	Internal Audit's responsibilities include independently verifying that the risk assessment and management process has been sufficiently well designed and implemented by both the first and second lines of defence and reviewing the "independent challenge" applied by the Risk and Compliance Function.

#### INTERNAL CONTROL

The Board is responsible for the system of internal control. The Audit & Risk Committee report sets out the internal control framework which is designed to safeguard Member and Society assets and to facilitate the effectiveness and efficiency of operations. This helps to ensure the reliability of internal and external reporting and assists in compliance with applicable laws and regulations. The Board is also responsible for setting our risk appetite and ensuring that there is a robust system for risk management in place. The Board has delegated to the Audit & Risk Committee oversight of the relationship with the External and Internal Auditors (who are external to the Society) to ensure that they remain independent and objective. The Board confirms that it has conducted a review of the effectiveness of the Society's risk management and internal control systems in operation during the year. The Board considers that the risk review activities addressed the key aspects of risk management and internal control for the year under review.

#### ANTI-BRIBERY AND THE PREVENTION OF CORRUPTION

The Society has internal procedures in place that are designed to ensure compliance with the UK Bribery Act 2010. The Society's anti-bribery and corruption e-learning is also mandatory for new employees, along with regular refresher training for existing staff.

#### WHISTLEBLOWING

The Society operates an independent whistleblowing procedure to allow staff to confidentially raise any concerns about business conduct.

#### BOARD COMMITTEES

Certain matters are referred to Board Committees in order that they can be considered in more detail by those Directors with the most relevant skills and expertise.

- **The Audit & Risk Committee** which met on 5 occasions during 2022 considering matters of finance, audit, risk and compliance.
- **The People & Remuneration Committee** which met on 4 occasions during 2022 - considering Board membership, CEO and Senior Independent Director succession, staff pay and performance bonus arrangements. This meeting count excludes interviews conducted for recruiting the new CEO, CFO, Non-Executive and Executive Directors.
- **The Investment Committee** which met twice during 2022 - to consider investment matters.

The terms of reference of the Committees are available on request from the Company Secretary or on our website at [www.cirencester-friendly.co.uk](http://www.cirencester-friendly.co.uk). The Chairman of each Committee reports to the subsequent Board Meeting on the matters discussed at each Committee Meeting. The minutes of each Committee Meeting are available to all Executive Directors.

### AUDIT & RISK COMMITTEE

At the end of the year (31 December 2022), the Audit & Risk Committee consists of Andy Lucas, Ian Maude and Mark Sedgley under the temporary Chairmanship of Andy Lucas, following the departure of the previous committee Chair, Kate McIntyre. All of the Committee Members have relevant financial sector experience. The responsibilities of the Committee are in line with the provisions of the Financial Reporting Council Guidance on Audit Committees. The main function of the Committee is to assist the Board in fulfilling its oversight responsibilities, specifically the ongoing review, monitoring and assessment of:

- **The integrity of the financial statements** and reviewing significant financial reporting judgements contained in them;
- **The effectiveness of systems** of internal control;
- The Internal and External **Audit processes**;
- **Compliance** with applicable laws and regulations;
- **The recommendation to the Board on the appointment, re-appointment and removal of External Auditors**; and the periodic review of their performance and independence and the policy on the use of the External Auditor for non-audit work.

During 2022 the Committee met 5 times in the execution of its responsibilities. During the meetings the Committee considered reports on:

- **The system of internal control** – the Committee receives reports from the Internal and External Auditors on control matters;
- **The integrity of financial statements** – a review of viability considers the impact on our capital, liquidity and profitability;
- **Compliance with laws and regulations, including adherence to money laundering regulations** – the Committee receives reports from the Risk and Compliance function on conduct matters, and the risk profile of the Society;
- **The activities of Internal Audit and External Auditors** – the Committee receives reports from both the External Auditor and Internal Auditor and closely monitors all issues raised until they have been resolved satisfactorily by management;
- **The level of non-audit fees paid to the External Auditor** – in 2022 was £nil. 2021 (£nil).

The Committee considers that it has met its responsibilities and performed its duties with appropriate levels of care and expertise during 2022.

## 5. REMUNERATION

The Board has delegated to the People & Remuneration Committee the policy on remuneration for the Chairman, the Executive and Non-Executive Directors and other members of the Executive Team. A review of its activities and the Remuneration Policy is set out in the Remuneration Report.

## 6. STAKEHOLDER RELATIONSHIPS AND ENGAGEMENT

### MEMBER ENGAGEMENT

As a mutual business, our owners are our individual Members. We encourage dialogue from our Members on any aspect of our activities. This dialogue takes various forms, including issue of Annual Renewal Notices, Annual Bonus Statements, occasional newsletters, and the distribution of our shortened version of the Annual Report & Accounts which is sent to every Member annually, along with a personal invitation to attend the Annual General Meeting. During the year we maintained regular telephone contact with Members and continue to conduct regular satisfaction surveys on a variety of topics, the results of which are used to inform our business development.

We also have a Member Reward programme, in conjunction with Parliament Hill Limited, to enable our Members to gain access to exclusive offers.

Our Member Services Department has as its major objective the provision of care and high service standards to Members, Financial Advisers and other Stakeholders. The Senior Independent Director, Janice Banks, is a further point of contact for our Members.

### CONSTRUCTIVE USE OF THE ANNUAL REPORT AND ACCOUNTS

At the Annual General Meeting, the Chairman and the Chief Executive make presentations on the previous year's performance and future plans. This gives Members who attend the Annual General Meeting the opportunity to ask direct questions about their Society. All Board Members attend the Annual General Meeting (unless their absence is unavoidable) and each Chairman of the respective Board Committees make themselves available to answer direct questions from Members.

All Members who are eligible to vote at the Annual General Meeting receive a proxy voting form, which includes a 'vote withheld' option, and a pre-paid reply envelope to encourage them to exercise their vote if they cannot attend and vote at the meeting. Members are also able to vote online. The results of the proxy votes, and the votes cast at the Annual General Meeting, are published on our website. A separate resolution is proposed on each issue, including a resolution on the Annual Report and Accounts.

By order of the Board



**RANALD MUNRO**  
Company Secretary  
29th March 2023

We are required to prepare accounts in accordance with the Friendly Societies Act 1992 and applicable accounting standards. This report provides details of the remuneration of the Executive and Non- Executive Directors.

### **POLICY ON REMUNERATION FOR EXECUTIVE DIRECTORS**

The People & Remuneration Committee has established a Remuneration Policy for Executive Directors of the Board that has a clear focus on Member value. To this end, the remuneration packages of the Executive Directors of the Board are linked to our success and personal performance of the individual.

Their remuneration package is based upon the following principles:

- **Executive Directors** are rewarded for creating long-term value for Members;
- **Performance related rewards** form part of the total remuneration package;
- **They are competitive** in the market in which we operate;
- **Failure is not rewarded;**
- **Contractual terms** agreed ensure that rewards are fair to the individual and the organisation on termination.

The remuneration includes a performance related element which is linked to the achievement of business and personal objectives. Throughout the business, we aim to ensure that our people are rewarded fairly for their contribution. To achieve this, we obtain independent benchmarking data from external, independent, professional HR consultants and set remuneration for each Executive Director. The People & Remuneration Committee thereby ensures that Executive Director remuneration is set at a level designed to reflect similar roles carrying comparable responsibility in other organisations.

### **REWARD COMPONENTS FOR EXECUTIVE DIRECTOR REMUNERATION**

#### **Base Salary**

It is the Committee's policy to ensure that the basic salary for each Executive Director is appropriate and competitive for the responsibilities involved. Base salaries for Executive Directors are reviewed annually to recognise the individual's role and performance. These are set with reference to comparative data from independent external HR consultants.

#### **Performance Related Pay**

We operate a discretionary performance related pay scheme for employees. The People & Remuneration Committee meets annually to agree objectives and set incentive targets. The measures used to assess performance in 2022 comprised:

- Society Financial Performance
- Membership levels
- Customer service
- Delivery of Key Strategic Initiatives

The maximum bonus payable to the Executive Directors under the scheme is 50% of basic salary. The People & Remuneration Committee retains absolute discretion in the final determination of awards.

### **Pension Arrangements**

We have arranged a Defined Contribution Scheme available for all staff into which both employee and employer contributions may be made.

The employer contribution made on behalf of all Executive Directors (with the exception of Paul Hudson who is currently on Garden Leave) is 10% of base salary.

### **Service Contracts**

Executive Directors are employed on contracts subject to no more than 12 months' notice in accordance with Corporate Governance best practice. The People & Remuneration Committee endorses the principle of mitigation of damages in the event of the early termination of service agreements.

### **Share Options**

As a mutual institution we do not have share capital and as a consequence, we do not operate a share or share option plan.

### **Non-Executive Directors**

The remuneration of our Non-Executive Directors is recommended and set by the Chief Executive and the People and Remuneration Committee annually. The remuneration of Non-Executive Directors is intended to reflect the time commitment and responsibilities of the role.

The remuneration is determined on the basis of an agreed minimum number of days committed to Society business and is also benchmarked against Non-Executive remuneration in other financial services organisations of similar size, including other mutuals.

The remuneration of Non-Executive Directors does not include any incentive element and Non-Executive directors are not entitled to participate in any of our pension scheme or bonus arrangements.

Non-Executive Directors are elected for a period of three years. The Board may resolve to reappoint a Non-Executive Director at or before the expiry of their term. It is our policy to allow Non-Executive Directors to serve no more than nine years in aggregate.

The terms and conditions of the Non-Executive Directors are available for inspection by Members before the Annual General Meeting.



Details of the fees of our Directors are shown below.

Board Members' Emoluments							
	Basic Salaries	Performance Related Pay	Benefits and other Emoluments <sup>1</sup>	Loss of office	Defined Contributions Pension <sup>2</sup>	Total 2022	Total 2021
	£000's	£000's	£000's	£000's	£000's	£000's	£000's
J W Banks	27.4					27.4	24.9
D M A Evans (appointed 22/08/22)	60.1	25.5	9.7			95.3	
M L Evans (resigned 09/02/23)	25.6					25.6	24.9
S E Fell	179.4	76.2	30.9			286.5	286.0
P R Hudson	273.6	110.1	89.5		4.1	477.3	462.9
A S Lucas	25.6					25.6	11.1
D R Macgregor (resigned 27/04/22)	165.5	57.1	14.5	30.0	44.2	311.3	285.7
I M Maude	25.6					25.6	24.9
K S McIntyre (resigned 27/10/22)	23.7					23.7	28.1
J M Morgan (appointed 27/10/22; resigned 14/12/22)	5.2					5.2	
A J Morris (appointed CEO 12/09/22)	201.8	85.8	23.7		10.0	321.3	291.5
J F Quinn	39.9					39.9	38.8
W J M Schouten (retired 16/06/22)	13.2					13.2	28.1
M C Sedgley	25.6					25.6	24.9
<b>Total</b>	<b>1,092.2</b>	<b>354.7</b>	<b>168.3</b>	<b>30.0</b>	<b>58.3</b>	<b>1,703.5</b>	<b>1,531.8</b>

#### Notes

1 The amounts shown under the heading "Benefits and other Emoluments" represent the taxable benefit based on car allowances, amounts due in respect of pension contributions where direct payment into the pension were limited by legislation and private medical benefit.

2 The amounts represent the contributions made on behalf of the Executive Directors to the defined contribution pension scheme.

3 The amounts paid to P R Hudson relate in part to services whilst in the employment of the Society following his resignation as CEO in September 2022. He will remain in the employment of the Society until his retirement in April 2023.

On behalf of the Board of Management



**JANICE W BANKS**

Chair of the People & Remuneration Committee  
29th March 2023

### DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND ACCOUNTS AND THE DIRECTORS' REPORT

The following statement, which should be read in conjunction with the Independent Auditors' Report on pages 19 to 22, is made by the Directors to explain their responsibilities in relation to the preparation of the Annual Accounts and Directors' Report.

The Directors are required by the Friendly Societies Act 1992 ("the Act") to prepare, for each financial year, Annual Accounts which give a true and fair view of the state of the affairs of the Society as at the end of the financial year and of the income and expenditure and cash flows of the Society for the financial year.

In preparing the Annual Accounts, the Directors are required to:

- Select **suitable accounting policies** and apply them consistently;
- Make **judgements and estimates** that are reasonable and prudent;
- State whether applicable **UK Accounting Standards** have been followed, subject to any material departures disclosed and explained in the Annual Accounts; and
- **Prepare the Accounts** on the going concern basis, unless it is inappropriate to presume that the Society will continue in business.

In addition to the Annual Accounts, the Act requires the Directors to prepare, for each financial year, a Report of the Board of Management, each containing prescribed information relating to the business of the Society. This is covered by the Strategic Report and Strategic Review from the Chief Executive.

### DIRECTORS' RESPONSIBILITIES FOR ACCOUNTING RECORDS AND INTERNAL CONTROLS

The Directors are responsible for ensuring that the Society:

- Keeps accounting records in accordance with the Friendly Societies Act 1992; and
- Takes reasonable care to establish, maintain, document and review such systems and controls as are appropriate to its business in accordance with the rules made by the Regulator under the Financial Services and Markets Act 2000 and Financial Services Act 2012.

The Directors have general responsibility for safeguarding the assets of the Society and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Society's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### GOING CONCERN

The current economic conditions present risks and uncertainties for all businesses. The Directors have carefully considered the risks and uncertainties and the extent to which they might affect the preparation of the financial statements on a going concern basis.

The Directors concluded that in the light of:

- The published year end position on **statutory solvency**;
- **Available financial resources** in liquid form;
- **The capital projections** within our agreed business plans;
- The results of **the ORSA**.

The Society has adequate resources to continue in business for the foreseeable future. For this reason, the Accounts are prepared on a going concern basis.

## OPINION

We have audited the financial statements of Cirencester Friendly Society Limited (the 'Society') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and FRS 103 Insurance Contracts (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Society's affairs as at 31 December 2022 and of its deficit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Friendly Societies Act 1992.

## BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Society in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## CONCLUSION FOR GOING CONCERN

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the Society's ability to continue to adopt the going concern basis of accounting included:

- reviewing the historical accuracy of the Society's forecasting process, including the consideration of post-year-end performance;
- reviewing and challenging key assumptions applied by management and agreeing them to supporting evidence;
- evaluating the appropriateness of the stress test scenarios performed by the directors;
- reviewing the Society's significant correspondence with regulators up to the date of signing our audit report;
- reviewing the Society's current capital position and Own Risk and Solvency Assessment (ORSA) reports submitted during and post-year-end;

- assessing the key risks faced by the Society, which include strategic risk, insurance risk, market risk, counterparty risk, financial risk, operational risk, reputational risk, climate change risk and compliance risk (including minimum solvency capital requirements); and
- reviewing management's going concern disclosures to ensure they are fair, balanced and understandable to users of financial statements, as well as consistent with management's going concern assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Society's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

## OUR APPLICATION OF MATERIALITY

The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing, and extent of our audit procedures. The materiality applied to the Society's financial statements was £1,080,000, which equates to 1% of the Funds for Future Appropriation. Funds for Future Appropriation is selected as the most appropriate benchmark as it serves as a key measure of Society's financial strength, as viewed by the members of the Society.

The performance materiality was £700,000. We set performance materiality at 65% of the overall materiality due to the heightened risk of the engagement being a first-year audit for PKF and the high degree of estimation applied in calculating certain material balances of the Society.

We agreed with those charged with governance that we would report all differences identified during the course of our audit in excess of £54,300.

We have also determined that for items in the Statement of Comprehensive Income, a misstatement of less than materiality for the financial statements as a whole could influence the economic decisions of users. As a result, we determined a specific materiality of £338,000 for certain items in the Statement of Comprehensive Income based on approximately 1.5% of annualised Earned Premium Income. Earned Premium Income was selected as it is a key indicator for users of the financial statements as to the performance of the Society. The performance materiality for certain items in the Statement of Comprehensive Income is set as £219,000, which represents 65% of the specific materiality.

No significant changes have come to light through the audit fieldwork which has caused us to revise our materiality figure.

## OUR APPROACH TO THE AUDIT

In designing our audit, we determined materiality, as above, and assessed the risks of material misstatement in the financial statements.

In particular, we looked at areas involving significant accounting estimates and judgements by the directors and considered future events that are inherently uncertain. These areas included:

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CIRENCESTER FRIENDLY

- Valuation of technical provisions for future value of long insurance contracts. We assessed this as a significant risk and key audit matter during the year – please refer to the Key audit matters section for details.
- Management override of the system of internal controls, including, amongst other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We performed a combination of substantive and analytical procedures, including obtaining direct confirmations from third parties where we considered this to be necessary, to address the risks of material misstatement for financial statement line items.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our scope addressed this matter
<p><b>Valuation of technical provisions (Future value of long-term insurance contracts)</b></p> <p>The future value of long-term insurance contracts, which represents the estimated costs of settling benefits and claims associated with the Society's insurance products, is deemed to be a significant risk as it involves significant judgement in the selection of key assumptions covering both demographic and economic assumptions. As a result, the technical provisions balance is inherently uncertain and subjective by nature and therefore more susceptible to misstatement.</p> <p>The use of an inappropriate assumption, whether through fraud or error, could result in a material misstatement, particularly because of the high sensitivity of the provision to this assumption.</p> <p>In addition, modelling for income protection business is inherently complex and is not uniform across the market, hence will also be a focus of our audit procedures.</p> <p>There is also a risk that incomplete or inaccurate data is used in the actuarial models due to the extraction and preparation of the data being a manual process.</p> <p>The Society's accounting policies regarding the valuation of technical provisions are detailed in note 1.7 and discussed further in notes 1.16, 1.17 and 19.</p>	<p>Our work in this area included:</p> <ul style="list-style-type: none"> <li>• reviewing the actuarial reports prepared by the Society's actuary, with the assistance of our actuarial auditor's expert, including reviewing and challenging the methodology and all relevant judgements and estimates applied in calculating the technical provisions;</li> <li>• reviewing the accuracy of the calculations of the technical provisions;</li> <li>• reviewing and assessing the changes in assumptions used in the valuation of technical provisions for reasonableness and comparing them to our auditor's expert's range of acceptable parameters, based on their independent assessment;</li> <li>• involving our auditor's expert, reviewing the baselining performed on the actuarial model and checks performed by the Society's actuary to assess the accuracy of the outputs, in addition to independent review of the key outputs;</li> <li>• reconciling the data used by the Society's actuaries in their calculations to the nominal ledger;</li> <li>• testing a sample of data for new members, agreeing them to the policy admin system to check that underlying policy data used in the calculation is accurate; and</li> <li>• challenging the conclusions reached by our auditor's expert and ensuring the processes applied in their assessment are in accordance with Technical Actuarial Standards and industry practice.</li> </ul> <p>Based on the work performed and evidence obtained, we consider the assumptions used by management in their estimation of the future value of long-term insurance contracts to be appropriate and the future value of long-term insurance contracts calculated to be reasonable.</p>

### OTHER INFORMATION

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.



## OPINIONS ON OTHER MATTERS PRESCRIBED BY THE FRIENDLY SOCIETY ACT 1992

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Review, the Strategic Report and the Report of the Board of Management for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Review, Strategic Report and the Report of the Board of Management have been prepared in accordance with applicable legal requirements.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Society and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Review, the Strategic Report or the Report of the Board of Management.

We have nothing to report in respect of the following matters in relation to which the Friendly Societies Act 1992 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

## RESPONSIBILITIES OF DIRECTORS

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Society's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Society or to cease operations, or have no realistic alternative but to do so.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the Society and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research and the application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the Society in this regard to be those arising from:
  - o Friendly Societies Act 1992;
  - o Friendly Societies (Accounts and Related Provisions) Regulations 1994;
  - o Financial Reporting Standards 102 and 103 as applicable in the UK and Republic of Ireland;
  - o AFM Corporate Governance Code;
  - o Financial Conduct Authority (FCA) Handbook; and
  - o Prudential Regulation Authority (PRA) Handbook.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the Society with those laws and regulations. These procedures included, but were not limited to:
  - o discussing with management any potential instances of non-compliance;
  - o inspecting correspondence with the PRA and FCA;
  - o reviewing the legal and professional fees to understand the nature of the costs and the existence of any non-compliance with laws and regulations; and
  - o reviewing the minutes of meetings of those charged with governance.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the potential for management bias in relation to the future value of the long term insurance contracts. We addressed this by challenging the assumptions and judgements made, actuarial model applied and data used by management in estimating the balance of the future value of the long term insurance contracts.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business and review of bank statements during the year to identify any large and unusual transactions where the business rationale is not clear.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **OTHER MATTERS WHICH WE ARE REQUIRED TO ADDRESS**

We were appointed by board of directors on 28 April 2022 to audit the financial statements for the period ending 31 December 2022 and subsequent financial periods. Our total uninterrupted period of engagement is one year, covering the year ended 31 December 2022.

The non-audit services prohibited by the FRC's Ethical Standard were not provided to the Society and we remain independent of the Society in conducting our audit.

Our audit opinion is consistent with the additional report to the Audit & Risk Committee.

### **USE OF OUR REPORT**

This report is made solely to the Society's members, as a body, in accordance with Section 73 of the Friendly Societies Act 1992. Our audit work has been undertaken so that we might state to the Society's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the Society and the Society's members as a body, for our audit work, for this report, or for the opinions we have formed.



**Martin Watson (Senior Statutory Auditor)**  
**For and on behalf of PKF Littlejohn LLP**  
**Statutory Auditor**  
**3rd Floor, One Park Row,**  
**Leeds, United Kingdom**

20th April 2023



## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

		Notes	<b>2022</b>	<b>2021</b>	
			£'000	£'000	
<b>TECHNICAL ACCOUNT: LONG TERM BUSINESS</b>					
These are the premiums paid by Members to the Society during the year.	→	Earned premium income	4	22,558	21,711
This is the investment income earned by the Society on the investments that it holds.	→	Investment income	5	1,936	1,784
		Realised gains / (losses) on investments	6	(2,776)	103
		Unrealised gains / (losses) on investments	7	(9,814)	3,340
This amount includes increases and decreases in the value of investments held.	→	Other income		62	57
<b>TOTAL TECHNICAL INCOME</b>				11,966	26,995
This is the amount paid and due to Members in respect of sick pay benefit claims during the year.	→	Claims for benefits	8	(8,609)	(8,039)
These amounts represent the bonuses added to Members' credits during the year.	→	Bonuses and rebates	9	(1,713)	(3,034)
This is what it has cost to run the Society during the year.	→	Net operating expenses	10	(14,732)	(14,044)
		Investment expenses and charges		(277)	(287)
				(13,365)	1,591
This is the amount of deficit after all income and expenditure for the year has been taken into account. It is deducted from the reserves held by the Society as required.	→	Movements in the future value of long-term insurance contracts	19	(2,394)	2,282
		Transfer (to)/from the fund for future appropriations	15	15,759	(3,873)
<b>BALANCE ON THE TECHNICAL ACCOUNT: LONG-TERM BUSINESS</b>				-	-

The above results relate wholly to continuing activities. The Society had no other comprehensive income other than what has been included in the movements on the Technical Account and therefore no separate statement of other comprehensive income has been presented.

The Society has not presented a Statement of Changes in Equity as there are no equity holders in the Society as it is a mutual organisation.



## STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2022

<b>ASSETS</b>	Notes	<b>2022</b>	<b>2021</b>
		£'000	£'000
<b>Financial investments</b>	12	75,585	89,537
<b>Intangible assets</b>	14	4,485	3,424
		80,070	92,961
<b>Other assets</b>			
Tangible assets	13	4,314	4,511
Cash at bank and in hand		1,250	1,755
		5,564	6,266
<b>Prepayments and accrued income</b>			
Accrued interest and rent		417	380
Other prepayments and accrued income		659	659
		1,076	1,039
<b>Future value of long-term insurance contracts (net of risk margin)</b>	19	62,735	65,129
<b>Total assets</b>		149,445	165,395
<b>LIABILITIES</b>			
<b>Funds for future appropriations</b>	15		
Surplus over Solvency Capital		59,411	55,987
Solvency Capital Requirement		46,498	65,681
		105,909	121,668
<b>125 Foundation</b>	16	4,327	4,352
<b>Members' funds</b>	17	35,951	36,066
<b>Technical provisions</b>			
Claims outstanding		550	533
<b>Creditors</b>			
Arising out of direct insurance operations		756	554
Other creditors including taxation and social security	18	1,227	1,487
		1,983	2,041
<b>Accruals and deferred income</b>		725	735
<b>Total liabilities</b>		149,445	165,395

These are the amounts currently standing to the credit of contributing Members and also those who have chosen to leave money with the Society after their contract has reached maturity.

The financial statements on pages 24 to 25 were approved by the Board of Directors on 29th March 2023 and signed on its behalf by:



Chairman



Chief Executive

**1. ACCOUNTING POLICIES****GENERAL INFORMATION**

The Society is a Friendly Society incorporated in the United Kingdom under the Friendly Societies Act. The address of the registered office is given on page 42. The nature of the Society's operations and its principal activities are set out in the Strategic Review on pages 4 to 6.

**GOING CONCERN**

The Society's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Review on pages 4 to 6. Note 2 and 3 also describes the financial position of the Society; its cash flows, liquidity position and borrowing facilities; the Society's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The Society meets its day to day working capital requirements through its own cash reserves. The Directors have a reasonable expectation that the Society has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all the years presented, unless otherwise stated.

**1.1 BASIS OF PREPARATION**

The financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) and Financial Reporting Standard 103 (FRS 103) as issued by the Financial Reporting Council and the Friendly Societies (Accounts and Related Provisions) Regulations 1994 ('the Regulations').

In accordance with FRS 103 on Insurance Contracts, the Society has applied existing accounting practices for insurance contracts, modified as appropriate to comply with applicable standards.

The financial statements have been prepared on the historical cost basis, except for the revaluation of financial instruments. The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies selected for use by the Society. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 1.17. Use of available information and application of judgement are inherent in the formation of estimates. Actual outcomes in the future could differ from such estimates.

After making enquiries, the directors have a reasonable expectation that the Society has adequate resources to continue in operational existence for the foreseeable future. The Society therefore continues to adopt the going concern basis in preparing its financial statements.

**1.2 ACCOUNTING FOR EARNED PREMIUMS**

Regular premiums on long-term insurance business are recognised as income upon receipt. The Society has not entered into a reinsurance treaty.

The Society currently offers the Holloway based 'Income Assured Enhanced' product, which can only be sold via qualified investment advisers. This is a refreshed version of the Income Assured and Income Assured Plus products, which in turn replaced the original Health & Wealth product. These Holloway products are complemented by My Earnings Protected (MEP), a non-Holloway protection product, itself an enhanced version of the original My Earnings Insurance that is also sold via Advisers, though it is a simpler 'pure' protection offering that more Advisers can market for the Society.

**1.3 ACCOUNTING FOR INVESTMENT INCOME**

Investment income includes dividends and interest from financial investments, as well as deposits and rents. Dividends are included on an ex-dividend basis. All other investment income is included on an accruals basis.

**1.4 ACCOUNTING FOR FINANCIAL INVESTMENTS AND NET GAINS/(LOSSES) ON INVESTMENTS**

Financial investments are recorded at fair value with movements taken through the Statement of Comprehensive Income.

Realised gains and losses on investments are calculated as the difference between net sales proceeds and their valuation at the last Statement of Financial Position date or, where purchased during the year, the purchase price.

Unrealised gains and losses on investments represent the difference between the valuation of fair value assets at the Statement of Financial Position date and their valuation at the last Statement of Financial Position date or, where purchased during the year, the purchase price. Fair value for financial investments is by reference to market value, where they are publicly traded, or where they can be measured reliably, for example by using a valuation technique (see 1.17).

**1.5 ACCOUNTING FOR OTHER INCOME**

Other income primarily relates to deductions from Members capital account upon early termination of their contract with the Society.

**1.6 ACCOUNTING FOR CLAIMS AND BENEFITS**

Claims for benefits under the terms of the contracts issued to Members are accounted for on the accruals basis. Recovery of benefits overpaid to Members are accounted for upon receipt.

**1.7 ACCOUNTING FOR LONG TERM LIABILITIES**

The long-term business provision is determined by the Board on the advice of the Chief Actuary as part of the annual actuarial valuation of the Society's long-term business. The provision is determined in accordance with the requirements of Solvency II equal to the value of the best estimate liabilities plus the risk margin.

Future reversionary bonuses are allowed for within the valuation of these liabilities. These liabilities are calculated using historic Society experience and include reserves for claims which have occurred but not been reported, a reserve for unexpired risks and a reserve for claims already in payment.

The best estimate liabilities are the present value of future estimated sickness benefits and expenses, less future premiums. These cashflows are projected on a best estimate basis for each future year and discounted back to the valuation date using prescribed Solvency II discount rates. The sum of these items is generally negative for the Society and these negative reserves effectively represent an asset of the Society.

Future reversionary bonuses are allowed for within the valuation of these liabilities. These liabilities are calculated using historic Society experience and include reserves for claims which have occurred but not reported, a reserve for unexpired risks and a reserve for claims already in payment.

### 1.8 ACCOUNTING FOR MUTUAL BONUSES AND INTEREST

Bonuses and interest are allocated to participating Holloway Members of the Society, with reference to the terms of the contracts for insurance that they hold with the Society and are agreed by the Board. Bonuses to members in the form of interest and allocations are recognised in the Technical Account Long-Term Business when declared. Transfers to or from the Members Mutual Fund are made when declared. Payments from this fund are made, dependent upon set criteria, to Members on the termination of their contract with the Society.

### 1.9 ACCOUNTING FOR TANGIBLE ASSETS

Land is not depreciated as it is deemed to have an infinite useful life. Buildings utilised by the Society for its ongoing business are held at value in use, typically cost of purchase or construction and are depreciated over fifty years. The value in use is assessed in each accounting year for reasonableness, or when there is a significant change in activity and any impairment is written down to the continuing useful value.

Plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Society and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

The residual values and useful lives of tangible assets are reviewed, and adjusted if appropriate, at the end of each reporting period if there are indicators of change. The carrying amount of an asset is written down immediately to its recoverable amount if the asset's carrying amount is assessed as greater than its estimated recoverable amount.

Depreciation is charged on assets so as to write off the cost or valuation of assets, over their estimated useful lives, less estimated residual value, using the straight-line method on the following bases:

Buildings	2%
Plant	5% to 10%
Fixtures, Fittings and Furniture	25% to 50%
Computer Equipment	25% to 33.33%

### 1.10 ACCOUNTING FOR INTANGIBLE ASSETS

Intangible assets relate to the development of computer software for the management of all aspects of Members' contracts within the Society. The assets are amortised over their estimated useful life of up to ten years, from the date of being finalised and being brought into service by the Society. Amortisation is included within administration expenses within the Statement of Comprehensive Income.

### 1.11 ACCOUNTING FOR IMPAIRMENTS OF NON-FINANCIAL ASSETS

At each reporting date, the Society reviews the carrying amounts of its tangible assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Society estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation.

### 1.12 ACCOUNTING FOR CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments which are readily convertible, being those with original maturities of three months or less.

Cash and cash equivalents are measured at fair value, based on the relevant exchange rates at the reporting date.

### 1.13 ACCOUNTING FOR LEASES

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

The Society does not hold any assets subject to finance leases.

### 1.14 ACCOUNTING FOR RETIREMENT BENEFITS

The Society operates a defined contribution plan under which it pays fixed contributions to a separate entity.

### 1.15 ACCOUNTING FOR FOREIGN CURRENCIES

The value of the Society's investments denominated in foreign currencies are calculated at the closing market exchange rates as at 31 December. The Society does not have any liabilities denominated in foreign currencies.

### 1.16 FUND FOR FUTURE APPROPRIATIONS

The Fund for Future Appropriations represents the excess of assets over and above the long-term insurance contract liabilities and other liabilities. It represents amounts that have yet to be formally declared as bonuses for the participating contract policyholders together with the free assets of the Society. Any profit or loss for the year arising through the Statement of Comprehensive Income is transferred to or from the unallocated divisible surplus.

### 1.17 CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES

In preparing the financial statements, management is required to make estimates and assumptions which affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and application of judgement are inherent in the formation of estimates, together with past experience and expectations of future events that are believed to be reasonable under the circumstances. Actual results in the future could differ from such estimates. The key judgements and estimates used are:

#### Fair value of financial assets

- Market observable inputs are used wherever possible. In the absence of an active market, estimation of fair value is achieved by using valuation techniques such as recent arm's length transactions, discounted cash flow analysis and option pricing models. For discounted cash flow analysis, estimated future cash flows and discount rates are based on current market information and rates applicable to financial instruments with similar yields, credit quality and maturity characteristics. This valuation will also consider the marketability of the assets being valued.

#### Long term business provision

- The valuation of the Society's business is based on assumptions reflecting the best estimate at the time. The assumptions used for mortality, morbidity and longevity are based on standard industry tables, adjusted where appropriate to reflect the Society's own experience. Assumptions for expenses, lapse and surrender rates are based on product characteristics and relevant claims experience.

The assumptions used for discount rates are based on risk-free rates of return specified by the European Insurance and Occupational Pensions Authority ("EIOPA").

Due to the long-term nature of these obligations, the estimates are subject to significant uncertainty.

The main assumption underlying these techniques is that past claims development experience is used to project ultimate claims costs. Allowance for one-off occurrences or changes in legislation, policy conditions or portfolio mix are also made in arriving at the estimated ultimate cost of claims in order that it represents the most likely outcome, taking account of all the uncertainties involved. To the extent that the ultimate cost is different from the estimate, where experience is better or worse than that assumed, the surplus or deficit will be credited or charged to gross benefits and claims within the Statement of Comprehensive Income in future years.

### 1.18 CASH FLOW STATEMENT

The Society, being a mutual life assurance company, is exempt from the requirement under FRS 102 to produce a cash flow statement.

### 1.19 TAXATION

Friendly Societies are taxed on their life or endowment business so far as the annual premiums or sums assured exceed limits prescribed in tax law, and on certain investment returns referable to their subsidiaries (where applicable). No tax is due in the current or prior year.

## 2. CAPITAL MANAGEMENT

### POLICIES AND OBJECTIVES

The Society's key capital management objectives are:

- (i) To ensure the Society's strategy can be implemented and is sustainable;
- (ii) To ensure the Society's financial strength and to support the risks it takes on as part of its business;
- (iii) To give confidence to policyholders and other stakeholders who have relationships with the Society; and
- (iv) To comply with capital requirements imposed by its UK regulator, the PRA.

These objectives are reviewed at least annually, and benchmarks are set by which to judge the adequacy of the Society's capital. The capital position is monitored against those benchmarks to ensure that sufficient capital is available to the Society.

The assessment depends on various actuarial and other assumptions about potential changes in market prices, future operating experience and the actions management would take in the event of particular adverse changes in market conditions. The capital requirement in the annual PRA return is the statutory minimum capital. The statutory minimum capital requirement is based on EU directives.

Management intends to maintain surplus capital in excess of the Risk Capital Requirements to meet the PRA's total requirements and to maintain an appropriate additional margin over this to absorb changes in both capital and capital requirements.

The Society complied with all externally imposed capital requirements to which it was subject throughout the reporting period.



## CAPITAL STATEMENT

	Notes	<b>2022</b>	<b>2021</b>
		£'000	£'000
Funds for future appropriations		105,910	121,668
Members' Mutual Fund	17	10,133	10,330
Total capital resources before deductions		116,043	131,998
Regulatory solvency adjustments			
Other Assets*		(5,956)	(4,963)
Capital available to meet regulatory capital requirements		110,087	127,035

\*These are the assets deemed inadmissible for the Solvency II valuation.

A reconciliation of the movements in the Excess Available Capital over Resource Requirement is set out below:

	<b>2022</b>	<b>2021</b>
	£'m	£'m
Available capital at the start of the year	116.6	112.9
Investment returns	(13.0)	3.0
Policy cashflows	3.3	5.9
New business	(2.0)	2.6
Model and methodology changes	(0.2)	(0.1)
Assumption changes (exc economic)	(3.1)	(6.7)
Assumption changes (economic)	(3.4)	(1.6)
Change in IBNR and unmodelled	3.4	(0.2)
Change in Retired Members' deposits	(0.4)	(0.4)
Change in the Members Mutual Fund	(0.3)	(0.9)
Change in Current liabilities	0.1	(1.2)
Change in admissible assets	(1.0)	(0.1)
Change in management actions	0.0	3.4
Available capital at the end of the year	100.0	116.6

### MEASUREMENT AND MONITORING OF CAPITAL

The capital position of the Society is monitored on a regular basis and reviewed formally by the Board of Management at scheduled meetings. These objectives are reviewed and benchmarks are set by which to judge the adequacy of the Society's capital and ensure that sufficient capital is available. The Society's capital requirements are forecast annually and compared against the available capital as part of the regular ORSA procedures.

In the event that sufficient capital is not available, actions would be taken either to raise additional capital or to reduce the amount of risk accepted thereby reducing the capital requirement through, for example, reinsurance, reducing business volumes or a change in investment strategy.

The liabilities in respect of the Society's participating (with-profits) business are determined in accordance with the regulations of the PRA.

### SENSITIVITY OF LONG-TERM INSURANCE CONTRACT LIABILITIES

Assumptions used in the calculation, such as morbidity and persistency rates.

**Market conditions** – Assumptions are made about future investment returns and interest rates when valuing the liabilities, based on current market conditions. These also have an effect on the value placed on the assets held to support the liabilities. An adverse change in market conditions may therefore reduce the level of the available capital resources.

**Demographic assumptions** – Changes in the morbidity, mortality, expense or persistency experienced by the business may result in the need to change the assumptions used to value the liabilities. This may increase or reduce the value placed on the liabilities. The sensitivity of the liabilities to changes in the assumptions varies according to the type of business.

## 3. RISK MANAGEMENT AND CONTROL

### 3.1 INSURANCE RISK

Insurance risk is the combination of risks that the Society is exposed to, by the issuance of long term insurance contracts, arising from the uncertainties of morbidity, both inception and recovery rates, mortality, the level of expenses and the rate of closure of contracts. The Society has systems in place to monitor and control, as far as is practicable, the risks as stated above.

The Society has underwriting procedures in place for the assessment of risk in relation to new long term contracts being issued and also in respect of requests by existing members to amend their contracts. All claims are subjected to rigorous validation, including the use of external agencies where appropriate, prior to payment. The Society does not currently use reinsurance to mitigate insurance risk.

The insurance contracts issued by the Society are all initiated within the United Kingdom, though they may be retained by holders who move to reside within Europe, in order that it does not incur additional risks in geographical areas in which it has no knowledge.

The Board undertake to ensure that the Society retains sufficient assets to cover the liabilities in relation to its insurance risk. The decisions taken in respect of this undertaking include the allocation of investments between different asset classes, the level of distributions made to Members and the control of expenses.

### 3.2 MARKET RISK

Market risk arises from the possibility that the value or cash flows of the Society's assets and liabilities fluctuate as a result of movements in market prices. The most important components of market risk are set out below:

#### (i) Interest Rate Risk

Interest rate risk is the risk that the fair value or cash flows arising from financial instruments will vary as market rates of interest change. Changes within market rates of interest will also affect the value of the Society's reserves against long term insurance liabilities due to a commensurate rate of change in the discount rates used in the calculation of those liabilities. This risk is mitigated as far as is practicable by the matching of asset types to relevant classes of liabilities.

#### (ii) Property price risk

The property price risk is the risk that the fair value or the future cash flows arising from the affected property will fluctuate because of changes in market prices, other than those arising from interest rate risk.

#### (iii) Currency risk

Currency risk is the risk that the relative value of Sterling compared to other currencies changes affecting the fair value of assets denominated in those other currencies. The schedule below sets out the value of investments held by the society, either directly or held within collective investments, in currencies other than sterling.

	2022	2021
	£'000	£'000
US Dollars	9,732	13,250
Euro	2,259	1,748
Other currencies	2,691	2,480
	14,682	17,478

#### (iv) Credit spread risk

Credit spread risk results from the sensitivity of fixed interest investments to changes in the risk-free interest rates and the subsequent change in value of the underlying investment. The risk is mitigated by the quality of the investments held and the Society's policy to limit the exposure to any one counterparty. A summary of the fixed interest holdings, including those held within collective investments, excluding those issued by UK and EU governments, by credit rating is set out below.

	2022	2021
	£'000	£'000
AAA	1,124	2,055
AA	1,425	855
A	5,542	8,374
BBB	20,227	19,080
BB	400	415
NR	731	1,245
	29,449	32,024

### 3.3 COUNTERPARTY RISK

Counterparty risk is defined as the risk of loss if another party fails to perform its obligations or fails to perform them in a timely fashion. Exposure to counterparty risk may arise in connection with a single transaction or to an aggregation of transactions with a single counterparty.

The Society has, in order to mitigate this risk, set out within its investment policy statement both the quality of counterparties in which the Society may invest and the level at which investment may be made with those counterparties.

### 3.4 LIQUIDITY RISK

Liquidity risk is the risk that the Society does not have adequate funds to settle its liabilities as they fall due.

The Society has, in order to mitigate this risk, set out within its investment policy statement that the Society will at all times hold assets in readily realisable form where they are held to cover the liabilities of the Society.

### 3.5 OPERATIONAL RISK

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events.

The Society has defined procedures for the monitoring of operational risk and reporting to the Board.

### 3.6 CAPITAL RESOURCE SENSITIVITIES

The capital position of the Society is sensitive to changes in market conditions, due both to the changes in the value of the assets and the effect that changes in investment conditions may have on the value of liabilities. It is also sensitive to assumptions and experience relating to expenses, persistency and morbidity.

The table below demonstrates the sensitivity of available capital to movements in assumptions:

Variables	Potential movement in available capital	
	£'000	
An increase in the inception rate of claims of 10%	(4,412)	Decrease
A decrease in the inception rate of claims of 10%	4,412	Increase
An increase in the recovery rate of claims of 10%	9,239	Increase
A decrease in the recovery rate of claims of 10%	(12,833)	Decrease
An increase in the rates of mortality of 10%	424	Increase
A decrease in the rate of mortality of 10%	(430)	Decrease
An increase in the discount rate of interest of 0.5%	(2,387)	Decrease
A decrease in the discount rate of interest of 0.5%	2,547	Increase
An increase in lapses of 10%	(7,666)	Decrease
A decrease in lapses of 10%	8,766	Increase
An increase in expenses of 10%	(4,303)	Decrease
A decrease in expenses of 10%	4,303	Increase
An increase in the value of investment assets of 10%	7,842	Increase
A decrease in the value of investment assets of 10%	(7,842)	Decrease

The timing and ultimate extent of any impact on the reserves would depend on the interaction of past experience and assumptions about future experience and management actions taken to mitigate that impact. Possible management actions would be to amend the investment strategy, reduce where practical the discretionary expenditure of the Society or to reduce the level of future distributions (including the Members Mutual Fund) until any adverse conditions were resolved.

The term 'inception rate' refers to the proportion of the Society's Members claiming on the funds of the Society in respect of sickness benefit, an increase in the inception rate would result in a greater level of claims being paid within a year and would also require the Society to increase the level of reserves held to pay future benefits. A reduction in the rate would have the converse effect.

The term 'recovery rate' refers to the rate at which Members in claim recover from their incapacity and are able to resume their occupation so ending their claim for benefits. An increase in the rate of recovery would reduce the level of payments being made to Members within a year and would also reduce the level of reserves required to be held to pay future benefits. A decrease in the recovery rate would have the converse effect.

The term 'mortality rate' relates to the number of members dying during the term of their contract with the Society. An increase in the mortality rate would, in respect of members claiming during the period immediately preceding death, reduce the level of benefits being paid by the Society. It will also reduce the future sickness benefits and the future premium income. A decrease in the mortality rate would have the converse effect.

The term 'discount rate' refers to the rates used to bring potential future claims liabilities back to present day values. An amendment to this rate will affect the current reserving requirements of the Society to ensure adequate reserves are held to defray the cost of those potential future claims.

Unless otherwise stated, the above movements in available capital relates only to the effect on the best estimate liabilities.

#### 4. EARNED PREMIUM INCOME

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Gross premiums written in respect of income protection contracts	<u>22,558</u>	<u>21,711</u>

All contracts are written in the UK and relate to single premiums on contracts written for individuals.

#### 5. INVESTMENT INCOME

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Income from investments:		
Interest income	1,252	1,103
Dividend income	684	681
	<u>1,936</u>	<u>1,784</u>

#### 6. REALISED GAINS/(LOSSES) ON INVESTMENTS

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Investments at fair value through income – realised gains and (losses)		
Debt securities	(199)	(117)
Equity securities	(2,577)	220
	<u>(2,776)</u>	<u>103</u>

#### 7. UNREALISED GAINS/(LOSSES) ON INVESTMENTS

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Investments at fair value through income – unrealised gains and (losses)		
Debt securities	(6,900)	(1,974)
Equity securities	(2,914)	5,314
<b>Net gain/(loss) on investments</b>	<u>(9,814)</u>	<u>3,340</u>



## 8. CLAIMS INCURRED

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Long-term insurance</b>		
Benefits and claims paid	8,593	8,089
Change in the provision for claims	16	(50)
<b>Total claims incurred</b>	<u>8,609</u>	<u>8,039</u>

## 9. BONUSES

The Board has declared bonuses as set out below, along with allocated interest and transfers to the Members Mutual Fund:

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Members' Bonus	1,220	1,311
Members' Interest	400	407
Retired Members' Interest	93	86
Transfer to Members' Mutual Fund	-	1,230
	<u>1,713</u>	<u>3,034</u>

## 10. OPERATING EXPENSES

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Long-term insurance</b>		
Acquisition costs	3,283	1,407
Commissions paid and payable	3,903	3,773
Administrative expenses	7,546	8,864
<b>Net operating expenses</b>	<u>14,732</u>	<u>14,044</u>

Net operating expenses include the following:

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Long-term insurance</b>		
Fees payable to the Society's auditor for the audit of the annual accounts		
- Audit*	98	79
- Other services	-	-
Depreciation on tangible fixed assets	289	293
Amortisation of intangible assets	497	1,484
Operating lease rental charges	<u>14</u>	<u>14</u>

\*Audit amount in 2021 was with BDO LLP and amount in 2022 was with PKF Littlejohn LLP.

## 11. EMPLOYEE BENEFITS EXPENSE

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Wages and salaries (excluding Non-Executive Directors)	5,302	4,789
Social security costs	550	545
Pension costs	651	485
<b>Employee benefits expense</b>	<b>6,503</b>	<b>5,819</b>

The number of employees during the year, including Directors, calculated on a monthly average basis was as follows:

	<b>2022</b>	<b>2021</b>
Board and senior management	12	12
Acquisition and Member contact	27	28
Administration	64	56
	<b>103</b>	<b>96</b>

The aggregate remuneration of key management personnel, being the Executive Directors and the Company Secretary, was as follows:

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Salaries, bonuses and taxable benefits	1,416	1,206
Social security costs	209	170
Loss of office	30	-
Pension costs	58	120
<b>Key management remuneration</b>	<b>1,713</b>	<b>1,496</b>

As we finally emerged from the Covid restrictions during 2022, the Society was able to maintain (similar to 2021) all employees without the need for any Government furlough support and without introducing any redundancies as a result of the pandemic.

The Society conducted a programme of significant organisational development during 2022 – Paul Hudson announced his decision to retire and embarked upon a period of formal Garden Leave (until early April 2023) and the Society appointed a new CEO, CFO, Company Secretary and Distribution Director.

In his new role as CEO, Andy Morris also established a new Executive Committee (Exco) to oversee the strategic direction of the Society.

Salaries paid to Non-Executive Directors were £211.8k (2021: £205.7k). Full details of directors' emoluments are contained in the Directors Remuneration report on pages 16 and 17.

## 12. INVESTMENTS

<b>Other financial investments</b>	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>Valuation</b>	<b>Valuation</b>	<b>Cost</b>	<b>Cost</b>
	£'000	£'000	£'000	£'000
<b>Financial assets – fair value through income</b>				
Shares, other variable yield securities and units in unit trusts				
- UK listed	29,133	38,573	26,577	29,602
Debts and other fixed income securities				
- UK listed	46,032	50,179	53,050	50,598
- Deposits	420	785	420	1,745
	<b>75,585</b>	<b>89,537</b>	<b>80,047</b>	<b>81,945</b>

## FAIR VALUE MEASUREMENT

Fair value is the amount for which an asset could be exchanged between willing parties in an arm's length transaction. Fair values are generally determined at prices quoted in an active market (level 1). Where such information is not available it may be possible to apply calculation techniques making use of market observable data for all significant inputs (level 2). Where inputs are not based on observable market data, fair values are classified as level 3. All of the Society's key financial assets are determined using level 1.

### 13. TANGIBLE ASSETS

	Land & Buildings	Plant & Machinery	Fixtures, Fittings and Furniture	Computers and Office Equipment	Total
		£'000	£'000	£'000	£'000
<b>Cost or valuation</b>					
At 1 January 2022	4,173	136	385	814	5,508
Additions		19	6	67	92
At 31 December 2022	4,173	155	391	881	5,600
<b>Accumulated depreciation</b>					
At 1 January 2022	146	13	280	558	997
Provided in the year	71	7	66	145	289
At 31 December 2022	217	20	346	703	1,286
<b>Net book value</b>					
Net Book Value at 31 December 2022	3,956	135	45	178	4,314
Net Book Value at 31 December 2021	4,027	123	105	256	4,511

### 14. INTANGIBLE ASSETS

	Software	Assets under Construction	Total
	£'000	£'000	£'000
<b>Cost or valuation</b>			
At 1 January 2022	6,663	-	6,663
Additions	1,529	29	1,558
Assets capitalised	-	-	-
<b>At 31 December 2022</b>	8,192	29	8,221
<b>Accumulated depreciation</b>			
At 1 January 2022	3,239	-	3,239
Provided in the year	497	-	497
<b>At 31 December 2022</b>	3,736	-	3,736
<b>Net book value</b>			
Net Book Value at 31 December 2022	4,456	29	4,485
Net Book Value at 31 December 2021	3,424	-	3,424

## 15. FUND FOR FUTURE APPROPRIATIONS

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Long-term business</b>		
At 1 January	121,668	117,795
Transfer included within comprehensive income for the year	(15,759)	3,873
<b>Balance at 31 December</b>	<u>105,909</u>	<u>121,668</u>

## REALISED AND UNREALISED SURPLUSES

Within the Balance Sheet the Best Estimate Reserves which represents future profits of the Society on insurance contracts in issue. It is considered that these amounts are not immediately available for appropriation. The division of the Fund for Future Appropriation between funds immediately available and available on realisation are set out below:

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Realised surpluses	43,174	56,539
Unrealised surpluses	62,735	65,129
	<u>105,909</u>	<u>121,668</u>

## 16. 125 FOUNDATION

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Balance at 31 December</b>	<u>4,327</u>	<u>4,352</u>

The Cirencester Friendly 125 Foundation was set up in 2016 to provide financial support to individuals and causes, for the benefit of Members and their communities. It is funded by early redemption charges where Members chose to exit contracts prematurely.

## 17. MEMBERS' FUND

	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Contributing members</b>		
<b>Bonuses and rebates:</b>		
- Interest on Members' balances	400	407
- Apportionment	1,220	1,311
- Other Member Credits	-	1
	<u>1,620</u>	<u>1,719</u>
<b>Withdrawals during the year:</b>		
- Deaths	(71)	(52)
- Retirements	(1,009)	(1,100)
- Withdrawals	(33)	(12)
- Resignations and lapses	(796)	(956)
- Other Member Debits	(62)	(61)
Net increase/(decrease) in Member Funds during the year:	<u>(351)</u>	<u>(462)</u>
Balance at 1 January	21,369	21,831
Balance at 31 December	<u>21,018</u>	<u>21,369</u>



	<b>2022</b>	<b>2021</b>
	£'000	£'000
<b>Non-contributing members</b>		
<b>Transfers in and interest:</b>		
- Interest on Members' balances	82	75
- Transfers from Members' accounts on retirement	631	761
	<u>713</u>	<u>836</u>
<b>Withdrawals during the year:</b>	(280)	(284)
Net increase during the year	433	552
Balance at 1 January	4,367	3,815
Balance at 31 December	<u><u>4,800</u></u>	<u><u>4,367</u></u>
<b>Members' mutual fund</b>		
	£'000	£'000
<b>Transfers in:</b>		
- Apportionment of surpluses/(losses)	-	1,230
<b>Withdrawals during the year:</b>		
- Payments on cessation of contracts	(127)	(135)
- Transfer of adjustments on closures to the 125 Foundation	-	(627)
- Payments for member benefits	(70)	(68)
Net increase during the year	<u>(197)</u>	<u>400</u>
Balance at 1 January	10,330	9,930
Balance at 31 December	<u><u>10,133</u></u>	<u><u>10,330</u></u>
<b>Total members' fund</b>	<u><u>35,951</u></u>	<u><u>36,066</u></u>

The Members' Mutual Fund represents an allocation of part of the Society's surpluses, when available, over and above specific rights conferred to Members by virtue of the contracts they hold for income protection. The amounts held within the fund are not guaranteed and may be transferred back to the general reserves should they be required to support the ongoing operations of the Society. The fund was established in December 2012. At the date of termination of a Member's contract with the Society the Member may participate in the fund in accordance with the rules of the Members' Mutual Fund.

**18. OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY**

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Staff bonus	635	736
PAYE	8	279
Holiday Pay	69	110
Other	515	362
<b>Total</b>	<b>1,227</b>	<b>1,487</b>

**19. FUTURE VALUE OF LONG-TERM INSURANCE CONTRACTS**
**a) Movement in long-term insurance contracts valuation, non-participating**

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Balance at 1 January	65,129	62,847
Transfer included within comprehensive income for the year	(2,394)	2,282
<b>Balance at 31 December</b>	<b>62,735</b>	<b>65,129</b>

The valuations are expected to be released as follows:

	<b>1 year or less</b>	<b>2 - 5 years</b>	<b>6 - 15 years</b>	<b>Over 15 years</b>	<b>Total</b>
	£'000	£'000	£'000	£'000	£'000
Balance as at 31 December 2021	(100)	(176)	15,605	49,800	65,129
Balance as at 31 December 2022	(160)	397	16,495	46,003	62,735

The long term provisions are shown at a value representing the value of future cashflows arising from the Society's insurance business less a Risk Margin. The future cashflows are the present value of future estimated sickness benefits and expenses, less future premiums, which is a well-established actuarial valuation method for this class of business to create a best estimate of liabilities. These cashflows are projected on a best estimate basis for each future year and discounted back to the valuation date using prescribed Solvency II discount rates. The sum of these items is generally negative for this type of business and these negative reserves effectively represent an asset of the Society.

For Solvency II purposes the value of the long term provisions are taken as the net value of the future cashflows less balances due to Members, as detailed in note 19, and the Risk Margin as shown below.

	<b>2022</b>	<b>2021</b>
	£'000	£'000
Valuation of future cashflows arising from insurance contracts	81,480	97,760
Less: Risk Margin	(18,745)	(32,631)
Per Balance Sheet	62,735	65,129
Less: Members' funds	(35,952)	(36,066)
Net Solvency II valuation	<b>26,783</b>	<b>29,063</b>

## b) Long term insurance valuation assumptions

The assumptions for the calculation of the long term business provisions

	<b>2022</b>	<b>2021</b>
Interest rate	EIOPA risk free rates	EIOPA risk free rates
Morbidity Incidence rate (shown as a percentage of CMIR 12 table with morbidity recovery rates below)		
Health and Wealth contracts	25%	25%
Income Assured Plus and Enhanced contracts	13%	13%
My Earnings Insurance Contracts (level)	17%	17%
My Earnings Protected Contracts (level)	22%	22%
My Earnings Insurance and Protected Contracts (escalating)	26%	26%
Morbidity recovery rates (shown as a percentage of CMIR 12 table)		
Health and Wealth contracts		
month 1 (weeks 0 to 1)	5%	5%
month 2 (weeks 1 to 4)	75%	75%
month 2	100%	100%
month 3	100%	100%
months 4 - 6	135%	135%
months 7 - 12	175%	175%
thereafter	225%	225%
Income Assured Plus and Enhanced contracts		
month 1 (weeks 0 to 1)	10%	10%
month 1 (weeks 1 to 4)	45%	45%
month 2	50%	50%
month 3	95%	95%
months 4 - 6	135%	135%
months 7 - 12	175%	175%
thereafter	255%	255%
My Earnings Insurance and Protected contracts (level)		
month 1 (weeks 0 to 1)	10%	10%
month 1 (weeks 1 to 4)	45%	45%
month 2	50%	50%
month 3	90%	90%
months 4 - 6	135%	135%
months 7 - 12	175%	175%
thereafter	255%	255%
My Earnings Insurance and Protected contracts (escalating)		
month 1 (weeks 0 to 1)	5%	5%
month 1 (weeks 1 to 4)	25%	25%
month 2	50%	50%
month 3	90%	90%
months 4 - 6	135%	135%
months 7 - 12	175%	175%
thereafter	255%	255%

	2022	2021
Lapse Rates		
Health and Wealth contracts		
Year 6+	5%	5%
Income Assured Plus and Enhanced contracts		
Year 1	6%	6%
Year 2	6%	6%
Year 3	8%	8%
Year 4	9%	9%
Year 5	9%	9%
Year 6+	9%	9%
My Earnings Insurance contracts (level)		
Year 1	Not applicable	Not applicable
Year 2	Not applicable	Not applicable
Year 3	10%	10%
Year 4	10%	10%
Year 5	9%	9%
Year 6+	9%	9%
My Earnings Insurance contracts (escalating)		
Year 1	Not applicable	Not applicable
Year 2	Not applicable	Not applicable
Year 3	15%	17%
Year 4	14%	14%
Year 5	12%	12%
Year 6+	10%	10%
My Earnings Protected contracts (level)		
Year 1	10%	10%
Year 2	12%	12%
Year 3	12%	12%
Year 4	12%	12%
Year 5	12%	12%
Year 6+	12%	12%
My Earnings Protected contracts (escalating)		
Year 1	17.5%	17.5%
Year 2	17.5%	19%
Year 3	17.5%	19%
Year 4	16%	16%
Year 5	14%	14%
Year 6+	12%	12%
Mortality Rates (shown as a percentage of CMIR 12 table)	50%	50%

Morbidity – an inception annuity approach is used to reserve for morbidity. The reserving tables are split by age, gender and deferred period. The rates are reviewed annually to allow for emerging experience.

## 20. WITH-PROFITS ACTUARY

The Society has made a request to the With-Profits Actuary, Mrs C Spinks of OAC, to furnish it with the particulars specified in Rule 9.36 of the Accounts and Statements Rules and the particulars furnished pursuant to the request are identified below:

Mrs Spinks has confirmed that neither she, nor any of her family, nor any of her partners were Members of the Society, nor have they any financial or pecuniary interest in the Society, with exception of fees paid to OAC for professional services, which amounted to £251,246 (including VAT) (2021: £248,438).

## 21. RELATED PARTIES

There were no loans outstanding from Board members at the year-end (2021: £nil).

During the year no services were provided to the Society by any Member of the Board (2021: £nil).

## 22. COMMITMENTS

Capital commitments of the Society at the end of the year for which no provision has been made are as follows:

	2022	2021
	£'000	£'000
Contracted	384	435
Approved by the Board of Management but not contracted for	-	-

Commitments of the Society under non-cancellable operating leases are as follows:

	2022	2021
	£'000	£'000
Operating leases which expire		
Within one year	23	23
In the second to fifth years inclusive	24	47
Over five years	-	-
	47	70

## 23. CONTINGENT LIABILITIES

The Society had no contingent liabilities at the year end.



Founded 1890  
Registered No.149F

**Registered Office:**

Mutuality House, The Mallards, South Cerney, Cirencester, Gloucestershire, GL7 5TQ Telephone: 01285 653073 or 652492 Fax: 01285 641246  
Email: info@cirencester-friendly.co.uk Web: www.cirencester-friendly.co.uk

**Board of Management:**

Chairman:	John F Quinn M. Litt. BA (Hons)
Chief Executive:	Andy J Morris MBA FCA MCSI (appointed 12th September 2022)
Chief Financial Officer:	David M A Evans BSc, ACMA (appointed 22nd August 2022)
Commercial Director:	David R Macgregor Cert PFS (resigned 27th April 2022)
Chief Operating Officer:	Shirley E Fell
Board Members:	Janice W Banks MBA
	Marian L Evans BSc (Hons), FlntLM. ACII. CIB (resigned 9th February 2023)
	Paul R Hudson MBA FCG MCSI (resigned as CEO 9th September 2022 and retiring 9th April 2023)
	Andrew S Lucas BA (Hons), DipM
	Katharine S McIntyre BA (Hons), ACA (resigned 27th October 2022)
	Ian M Maude
	Julian Morgan (appointed 27th October 2022; resigned 14th December 2022)
	William J M Schouten MBA (retired 16th June 2022)
	Mark C Sedgley ACII
	Andrew Payton BSocSc FCA (appointed 9th February 2023)

**Arbitrators:**

Phillip Harris LLB, FCI Arb, Solicitor  
Roger Warrington FRICS, FCI Arb, Chartered Surveyor  
Mark Thomas Dip Adj BSc MSc LLM FRICS FCI Arb MAE, Chartered Surveyor

**Chief Executive:**

Andy J Morris MBA FCA MCSI (succeeding Paul R Hudson MBA FCG MCSI from September 2022)

**Company Secretary:**

Ranald T I Munro CBE TD VR DL (succeeding Andy J Morris MBA FCA MCSI from 13th September 2022)

**Senior Independent Director (Board Member):**

Janice W Banks MBA (succeeding William J M Schouten MBA from 16th June 2022)

**External Auditors:**

PKF Littlejohn LLP (replacing BDO LLP)

**Internal Auditors:**

RSM LLP

**Actuary:**

Chief Actuary and With Profits Actuary Cara Spinks, OAC PLC

**Investment Managers:**

LGT Wealth Management UK LLP

**Bankers:**

Lloyds Bank PLC





# ANNUAL REPORT & ACCOUNTS 2022

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