

**Pillar 3 Disclosures**  
**Year ended 31<sup>st</sup> December 2016**



## 1. Introduction

The European Union (EU) introduced the legislative framework known as the Capital Requirements Directive in 2007. The framework governed how much capital building societies and banks must hold to protect their members, depositors and shareholders. The framework was expanded on 1 January 2014 to cover both the Capital Requirements Regulation (CRR) and the Capital Requirements Directive, collectively known as CRD IV.

CRR contain Pillar 1 and Pillar 3 requirements and is directly applicable by EU law. The accompanying CRD contains Pillar 2 measures that allow a degree of national discretion by the UK Regulator, being the Prudential Regulation Authority (PRA). The objectives of the legislation is to improve the financial services industry's ability to absorb shocks arising from financial or other economic stresses, so reducing the potentially destabilising impact on the financial sector in the real economy.

Penrith Building Society's (the Society's) aim is to ensure that members' savings are protected by maintaining sufficient levels of capital even at times of significant economic downturn.

Below are the three main 'Pillars' that make up the CRD:

Pillar 1 – Sets out the minimum capital requirements and uses a risk based capital calculation focusing on credit and operational risk, to determine the CRR.

Pillar 2 – Assesses whether there are further capital requirements beyond Pillar 1. An annual exercise is carried out by the Society, the Internal Capital Adequacy Assessment Process (ICAAP) to consider the key risk factors facing the Society under stressed conditions and determines additional capital requirements to manage these risks. The most recent review was completed in December 2016.

Pillar 3 – This looks at disclosure of the CRD in relation to key information about risk management and capital. This document discloses the information in accordance with regulatory guidance.

The Society's overall capital requirement is reviewed by the PRA under the Supervisory Review and Evaluation Process (SREP), taking into account the ICAAP. From this an Individual Capital Guidance (ICG), being the regulatory minimum capital the Society should hold, is set. The last review by the PRA of the capital requirements was completed in March 2015 and the Society continues to maintain a capital base significantly above the minimum regulatory requirements.

The figures quoted in this disclosure document are drawn from the Society's Annual Report and Accounts, year ended 31<sup>st</sup> December 2016. This document is reviewed annually by the Board and is published on the Society's website to coincide with the release of the Society's results for the financial year end.

In the event that a reader of this document needs additional information, a request should be made in writing to the Finance Director at Penrith Building Society, 7 King Street, Penrith, CA11 7AR.

## 2. Main Board and Committee Structure

The Society's Board of Directors comprises two executive directors (Chief Executive and Finance Director) and five non-executive directors. The Board members are professional and business people from a variety of backgrounds, bringing a mixture of skills and diversity together with sector knowledge.

The Board has delegated responsibilities to five sub-committees as follows:

### **Remuneration Committee**

The Remuneration Committee comprises all the non-executive directors. The Committee is responsible for setting the Society's remuneration policy for executive directors and settles all other benefits and matters relevant to executive directors including contracts of employment with the Society.

### ***Nominations Committee***

The Nominations Committee comprises of two non-executive directors and the Chief Executive. The Committee is responsible for making recommendations on appointments to the Board, ensuring that the Board has sufficient directors with appropriate skill sets, who are fit and proper and independent. It has an annual responsibility to review the Society's Succession Plan and to ensure this remains appropriate to the on-going needs of the Society.

### ***Audit, Risk and Compliance Committee (ARCC)***

The ARCC comprises three non-executive directors. The role of the ARCC includes ensuring that the Society complies with all regulatory and prudential requirements and reviewing the Society's internal controls and management systems. The ARCC is also responsible for the review of the effectiveness of the compliance monitoring and internal audit functions, approval of their respective annual review plans and the monitoring of the external auditors' independence, objectivity and effectiveness.

### ***Conduct Risk Committee (CRC)***

The CRC comprises one non-executive director and both executive directors. The role of the CRC is to review the Society's policies, procedures and collated management information in all areas having impact on the Society's members and makes recommendations thereon to the Board and management.

### ***Assets and Liabilities Committee (ALCO)***

The ALCO is a management committee comprising both executive directors and members of the senior management team. The role of the ALCO is to monitor liquidity, treasury and basis risk and to review product development for both savings and mortgages against the market. It reviews forward looking economic data and how the Society's cash flow forecasts and budget projections respond to market conditions.

## **3. Capital Resources**

The capital resources of the Society, split between Tier 1 and Tier 2 capital, are summarised below at 31<sup>st</sup> December 2016:

	<b>£000</b>
General Reserves	10,828
<b>Common Equity Tier 1 Capital Resource</b>	<b>10,828</b>
Collective Provision	71
<b>Tier 2 Capital Resource</b>	<b>71</b>
<b>Total Capital Resource</b>	<b>10,899</b>

The Society's main source of capital is from retained profits which are added to the general reserves that have accumulated since the Society's formation in 1877. In addition, the Society holds a collective provision for bad and doubtful mortgage debts, which qualifies as additional capital resource.

#### 4. Capital Requirements

It is essential that the Society maintains sufficient capital to support its ongoing activities and this requirement is an integral part of the Society's corporate planning process. The Society's Corporate Plan projects forward three years and takes into account the need to maintain adequate financial and non-financial resources to support the Corporate Plan objectives.

In addition to the corporate planning process the Society reviews its capital position via the ICAAP. This process reviews the Society's capital requirement in normal and stressed conditions, taking into consideration all of the Society's business activities and key areas of risk, and determines levels of capital required to support each area.

The ICAAP acts as the Society's capital planning document for the period of the Corporate Plan. It includes a calculation of the Pillar 1 capital resource requirement for each year of the plan using:

- the Standardised Approach for credit risk; and
- the Basic Indicator Approach for operational risk, applying a risk weighting of 10.25% of the Society's risk weighted assets under the approaches above.

The table below summarises the Society's Pillar 1 capital requirements as at 31<sup>st</sup> December 2016 by asset class:

	<b>£000</b>
Institutions	638
Secured on real estate property	3,094
Past due items	95
Other items	116
<b>Total credit risk capital requirements</b>	<b>3,943</b>
Operational Risk	149
<b>Pillar 1: Minimum Capital Requirement</b>	<b>4,092</b>
Total Capital Resources	10,899
<b>Excess over Pillar 1</b>	<b>6,807</b>

The main areas of impact to the Society from the CRD legislation are capital buffer requirements. These include higher thresholds for all forms of capital with an increased focus on Common Equity Tier 1 (CET1).

The Society has always maintained a strong capital position and as at 31<sup>st</sup> December 2016, the Society's CET1 ratio was 26.6% (2015: 29.3%). This is significantly above the initial capital requirements of 4.5% outlined in the CRD.

In addition to the capital buffers calculated under Pillar 1, from 2016 the Society is required to hold a capital conservation buffer equivalent to 2.5% of risk weighted assets. In addition, during periods of excessive credit growth in the market, a countercyclical buffer, also equivalent to 2.5% of risk weighted assets, may be required. Neither of these additional buffer requirements would cause concern for the Society, based on the CET1 capital resource at this time.

The legislation also introduces a leverage ratio measure. The Basel Committee is using the period to 2017 to test a minimum Tier 1 leverage ratio of 3.0%. At 31<sup>st</sup> December 2016, the Society's Tier 1 leverage ratio is 9.8% (2015: 9.6%).

There is still further work to be completed by the European Banking Authority and the PRA to embed the changes in legislation across the sector and the Society will continue to monitor this area and comply with necessary reporting changes as they arise.

## 5. Key Risks

The Society is primarily a producer and retailer of financial products, mainly in the form of mortgages and savings. These products give rise to a financial asset or liability and are termed financial instruments. As well as mortgage and savings, the Society also uses wholesale financial instruments to invest in liquid assets. The Society may also raise funds on the wholesale market if considered necessary, although it has not had the need to raise funds in this way for many years.

The Board has an established risk management framework for the Society that is proportionate to both the size of the Society and the risks to which it is exposed. This framework enables the Board to identify, monitor, control and report on the key risks faced by the Society.

The Society looks to manage the risks that arise from its operations. The ways in which risks are managed include using forecasting and stress test models to help guide business strategies; producing key risk information and indicators to manage and monitor performance; and using management and Board Committees to monitor and control specific risks.

Consideration of the main risks faced by the Society is as follows:

### Credit Risk

The main areas of credit risk for the Society are in respect of mortgage lending and treasury investments. The table below sets out the breakdown of credit risk under the Standardised Approach at 31<sup>st</sup> December 2016:

£000	Exposure	Risk Weighted	Capital Required
<b>Liquidity</b>			
Cash	54	0	0
Credit institutions	16,817	4,863	638
Gilts/ Treasury bills	8,798	0	0
<b>Total liquidity</b>	<b>25,669</b>	<b>4,863</b>	<b>638</b>
<b>Loans and advances</b>			
Residential performing loans	81,802	29,858	2,890
Non-residential performing loans	1,992	1,992	204
Past due items	1,011	1,011	95
<b>Total loans and advances*</b>	<b>84,805</b>	<b>32,861</b>	<b>3,189</b>
Other exposures (fixed and other assets)	1,129	1,129	116
<b>Total Credit Risk Exposures</b>		<b>38,853</b>	<b>3,943</b>

\*The Society's Annual Report and Accounts, year ended 31<sup>st</sup> December 2016 reports total loans and advances net of collective and individual provisions. The total here is before any provisions are applied and includes loan commitments.

### Credit Risk – mortgages

Credit risk arising from mortgage loans to customers is managed through the Board approved Responsible Lending Policy and the monitoring and proactive management of arrears.

The Responsible Lending Policy reflects the Society's low credit risk appetite in mortgages. Consequently, the arrears profile of the Society is minimal. The Society had three properties in possession at 31<sup>st</sup> December 2016 and continues to manage these to minimise any loss to the Society from their subsequent disposal. No new arrears cases of concern have arisen during 2016. The average loan to value of the mortgage book at 31<sup>st</sup> December 2016 was 43.60% (2015: 43.01%).

The table below details the loan book by geographical area. An item is deemed 'past due' where a loan is over 3 months in arrears. The past due amounts relate to overall mortgage balances, not the amount in arrears.

	Residential		Non-residential	
	Performing	Past Due	Performing	Past Due
	£000	£000	£000	£000
Cumbria	53,550	818	1,992	187
Other England and Wales	27,602	6	-	-
Scotland	650	-	-	-
<b>Totals</b>	<b>81,802</b>	<b>824</b>	<b>1,992</b>	<b>187</b>

The residual maturity analysis for loans and advances to customers is provided in Note 14 of the Society's Annual Report and Accounts, year ended 31<sup>st</sup> December 2016 and is on the basis that loans and advances run for their full contractual term and does not take into account any instalments receivable over the life of the exposure. The Society's Annual Report and Accounts, year ended 31<sup>st</sup> December 2016 also provides full detail of the provisioning methodology in Note 1 along with the movement on provisions in Note 15.

### **Credit Risk – counterparties**

This is the risk that losses may arise due to the failure of a counterparty in a treasury investment, to meet the obligation to repay. It is the responsibility of the ALCO to manage this risk, through the maintenance of a list of approved counterparties and monitoring of activity against the limits set under the Board approved Liquidity Policy and Financial Risk Management Policy.

The Liquidity Policy and Financial Risk Management Policy have been drawn up to ensure that the Society can obtain the best possible return on its investments whilst operating within prudential limits in respect of counterparties.

In selecting counterparties and the limits to be applied to them, the Society makes use of rating information, balance sheet data, and any other background information available. The Society's policies require that funds are only invested in Government backed securities ( Gilts or Treasury Bills), financial institutions with a minimum Fitch IBCA short term rating of F1 (unless a counterparty with a lower rating is expressly approved by the Board) and building societies which satisfy the Society's requirements in respect of the level of free capital available.

The limits applied to counterparties and the appointment of new counterparties must be approved by the Board. All counterparties and limits are reviewed as a minimum annually and more often as circumstances dictate.

The table below shows the breakdown of treasury investments by maturity, based on their rating at 31<sup>st</sup> December 2016. No exposures are impaired or past due:

	Maturity Of Treasury Investments			
	Up to 3 mths	3-12 mths	Over 12 mths	Total
	£000	£000	£000	£000
Fitch rated F1/F1+	6,288	6,020	-	12,308
Building Society - rated	0	2,005	-	2,005
- unrated	1,003	1,501	-	2,504
Gilts/ Treasury Bills	2,999	5,799	-	8,798
Cash	54	-	-	54
<b>Totals</b>	<b>14,861</b>	<b>9,367</b>	<b>-</b>	<b>25,669</b>

### **Interest Rate Risk (including Basis Risk)**

This is the risk of changes to the financial position of the Society caused by changes in market interest rates. The Society has limited exposure to this risk as any fixed rate mortgage lending undertaken is matched by fixed rate retail savings and no derivative financial instruments are used. The exposure may arise in Gilts or T-Bills where these are linked to Libor.

The balance sheet is subject to a stress-test of a 2% rise/ fall in interest rates on a monthly basis. This is monitored by ALCO. Limits have been set at a maximum of 1.5% of capital. At 31<sup>st</sup> December 2016 the stress test recorded a £120,000 exposure to a movement in interest rates, compared to the limit of £160,000.

### **Liquidity Risk**

This is the risk that the Society will be unable to meet its financial obligations as they fall due. The Liquidity Policy specifies the minimum levels of liquidity which must be held and the financial instruments in which that liquidity may be invested to ensure that there are sufficient funds available at all times to meet all calls, foreseen and unforeseen, on the Society. Monitoring of compliance with the Liquidity Policy is reported through the ALCO to the Board.

### **Operational Risk**

This is the risk of loss arising from failed or inadequate internal processes or systems, human error or other external factors.

The Society manages its operational risks through internal controls and various risk mitigation techniques, such as insurance and business continuity planning.

The Society has adopted the Basic Indicator Approach (BIA) to operational risk which is expressed as a percentage of the average of the latest three years of the sum of net interest income and net non-interest income. The requirement for 2016 was £200,000 (2015: £192,000).

### **Other Risks**

#### **Conduct Risk**

This is the risk that the Society does not treat its customers fairly and of inappropriate consumer outcomes. The principles set out by the Financial Conduct Authority (FCA) to ensure the Society has due regard for the interests of its customers and to treat them fairly at all times, are firmly embedded within the Society's culture.

The Society has a separate Conduct Risk Committee, a sub-committee of the Board, which meets on a quarterly basis to review management information, both quantitative and qualitative in respect of conduct related matters.

#### **Regulatory Risk**

This is the risk that the volume and complexity of regulatory issues may impact the Society's ability to compete and grow in the future. The Society is supervised by two regulators in the UK, the PRA and FCA. The Board monitors changes arising from both these supervisory bodies, together with European changes, to ensure the Society continues to meet all of its regulatory requirements.

#### **Loss of Key Personnel**

Certain roles within the Society require specialist skills, which can be difficult to resource at short notice. To mitigate this risk the Society has created a Succession Plan for non-executive directors and the senior management team.

Full detail of the financial risks and instruments used by the Society are given in Note 27 to the Society's Annual Report and Accounts, 31<sup>st</sup> December 2016.

## 6. Directors Remuneration

The Society's remuneration policy is to reward Directors through salary or fees according to their skills, expertise, experience and overall contribution, taking into account salary and fee levels in comparable organisations. The policy is to set remuneration at levels sufficient to attract and retain executives and non-executive directors of sufficient calibre and expertise.

Executive Directors' remuneration comprises basic salary and pension benefits. The Society does not have bonus or share option schemes. Their salaries are considered by the Remuneration Committee which meets at least once a year. Salary levels are set having regard to job content and responsibilities, the performance of the individual and salaries in similar organisations. The Society does not have a defined benefit or final salary pension scheme. The Society makes contributions to the private pension arrangements of the Executive Directors.

The Chief Executive's and Finance Director's contracts of employment require a 12 month and 6 month notice period respectively.

The remuneration of all Non-Executive Directors is fee based and is reviewed annually by the Board. They do not participate in any performance pay scheme, pension arrangements or other benefits and do not have service contracts. The Chairman of the Board, Chairman of the ARCC and the Chairman of the CRC receive higher fees than other Non-Executive Directors in recognition of the additional workload and responsibilities incumbent on those positions.

An advisory vote on the Directors Remuneration Policy is taken at every Annual General Meeting.

Details of remuneration are shown below:

<b>Fees for services as non-executive directors:</b>	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
R J Cairns (Chairman from 1 <sup>st</sup> September 2014)	18,270	18,000
D Driver (Retired 29 <sup>th</sup> April 2015)	-	4,833
J Lincoln	14,718	13,833
Will Lindsay (Appointed 1 <sup>st</sup> June 2015)	14,718	7,292
N Ruane (Appointed 1 <sup>st</sup> June 2015)	1,226	7,292
G Silburn (Retired 20 <sup>th</sup> April 2016)	4,906	14,500
A G Waterfield	14,718	14,500
<b>Total for non-executive directors</b>	<b>68,556</b>	<b>80,250</b>
<b>Fees for services as executive directors:</b>		
A S Fazal - Salary	109,776	108,150
- Pension contributions	10,978	10,815
E L James - Salary	77,220	76,075
- Pension contributions	7,722	7,608
<b>Total for executive directors</b>	<b>205,696</b>	<b>202,648</b>
<b>Grand Total</b>	<b>274,252</b>	<b>282,898</b>

## 7. Country by country reporting

The country by country reporting for the year ended 31<sup>st</sup> December 2016 can be found in the Society's Annual Report and Accounts, 31<sup>st</sup> December 2016.