

The Ethika Auto Enrolment Pension Scheme ("the Scheme") Annual Governance Statement by the Chair of the Trustee for the Scheme Year Ending on 31 May 2020

Introduction and background

This statement has been prepared in accordance with regulation 23 the Occupational Pension Scheme (Scheme Administration) Regulations 1996, as amended (the "Administration Regulations"), and related Pensions Regulator guidance.

It relates to the Ethika Auto Enrolment Pension Scheme (the "Scheme").

Consideration has also been given to The Pensions Regulator's 'A quick guide to the chair's statement' and to the Department for Work and Pensions guide on 'Reporting of costs, charges and other information', both published in September 2018.

Matters in relation to the Scheme are considered by a dedicated committee of the Dalriada Board which meets at least four times a year. However, issues are also considered on an ad hoc basis between committee meetings and the Scheme has a dedicated trustee representative, alongside a project manager, who ensures anything requiring attention by the committee is communicated, and acted upon, in a timely manner.

Dalriada Trustees Limited ("Dalriada") was appointed as trustee to the Scheme by The Pensions Regulator ("TPR") amid concerns as to how the Scheme was being managed.

As previously reported, following our appointment, Dalriada concluded on 29 March 2019 that the Scheme was at risk of failure and as such a triggering event had occurred.

As a result of the triggering event, it was agreed that the Scheme would be wound up. In accordance with TPR's guidelines, Dalriada communicated with employers to advise that the Scheme would not be taking on any new employers but would continue to accept contributions from those already enrolled in the Scheme in April 2019.

In September 2019, Dalriada contacted employers to advise that employers must continue to meet their auto-enrolment obligations including paying contributions for eligible jobholders to an auto enrolment qualifying scheme but advised that these contributions did not have to be paid to Ethika, and rather could be paid to an alternative provider of choice. Dalriada advised that it was liaising with auto enrolment providers to source an appropriate default arrangement for those employers who required a new arrangement.

In March 2020, Dalriada further contacted employers to advise that a default arrangement had been agreed with Smart Pensions Limited. Dalriada advised employers who wished to avail of the arrangement with Smart to make contact, and since 24 March 2020 no contributions have been received into the Scheme.

As reported in last year's Statement, the Scheme appears to have made investments directly into a number of companies. On appointment Dalriada received insufficient information from the incumbent trustee regarding these investments and have requested further information relating to the terms and investment prospects since appointment. Dalriada has attempted to make direct contact with

the entities in which Scheme funds were invested and will continue to do so, however responses to date have been limited.

Dalriada has faced further issues due to a lack of data being provided by the former administrators of the Scheme. We have not received full basic administration records regarding members, including allocation of contributions and investment Schedules. Since appointment, Dalriada has been liaising with former administrators and Trustee to obtain the outstanding data, with a number of requests still outstanding. Warwick & Eaton no longer provide administration services to the Scheme.

This statement covers the period from 1 June 2019 to 31 May 2020.

This statement will be published on a website made available to members.

Default arrangement.

The documentation we have received to date suggests that the Scheme did offer a Default Investment Strategy, but it is unclear what that default strategy might have been and we have not received any evidence that a default strategy was actually implemented and operated. This is contrary to the requirements of auto-enrolment master trusts.

Dalriada is aware that the Scheme has invested in 3 entities, however we remain concerned over the liquidity and value of certain of the Scheme's investments. To date, Dalriada has not been provided with evidence to suggest that the previous Trustees received advice prior to making the investments outlined below.

- Shard Capital Limited – Approximately £1,030,000 invested prior to Dalriada's appointment.
- Patagro Handels GmbH – Approximately £1,200,000 invested prior to Dalriada's appointment.
- Visolaris Limited – Due to the way the investments were made, Dalriada cannot confirm at this stage the total investment made in Visolaris Limited.

To date, Dalriada has only received a valuation from Shard Capital Limited and are currently awaiting financial advice with respect to this investment.

Statement of Investment Principles

As previously reported, Dalriada were aware that a Statement of Investment Principles was prepared in April 2017 by the previous trustees of the Scheme. Dalriada previously raised concerns about the extent to which this Statement complied with the statutory and regulatory requirements.

This statement suggested that a review would take place in Quarter 4 2017 as membership increased. Dalriada is not aware of this review having taken place and as such understands that no serviceable statement existed for the Scheme.

As reported in last year's statement, Dalriada advised that they would in due course appoint an appropriately qualified investment advisor to the Scheme. A Statement of Investment Principles was prepared and signed on 30 September 2020 and is available to view on the Scheme website.

Review of default strategy and default arrangements

As noted above, as there is at present no clarity as regards to default arrangement or default strategy in place for the Scheme there has been no review of the default arrangement or default strategy in the period in question during which Dalriada was Trustee, and no evidence of a previous review for which a date can be given.

Core Financial Transactions

Trustees have a specific duty to ensure that core financial transactions relating to DC schemes are processed promptly and accurately. These include the following:

- investing contributions in the Scheme
- transferring assets related to members into or out of the Scheme
- transferring the assets between different investments within the Scheme
- making payments from the Scheme to or on behalf of the members.

Dalriada continued to accept contributions into the Scheme to ensure that employers already enrolled could fulfill their auto-enrolment requirements. The last contribution was received on 24th March 2020.

Dalriada is unable to pay any level of benefit, including transfer values, to members at the present time. This is due to a number of factors, not least uncertainty to date as to the value of the Scheme's investments.

Given its inability to carry out routine administrative actions, unsurprisingly, over the reporting period, there have been no material administration service issues which need to be reported here by Dalriada.

Notwithstanding this, Dalriada, as a professional Independent Trustee, has processes and controls in place that are suitably designed to ensure any service objectives can be achieved once the Scheme is able to operate in the manner of a normal scheme. Dalriada's administration processes are independently audited and accredited under AAF 01/06 and AAF 02/07.

Once Dalriada can process member benefit requests these will be managed and monitored in line with Dalriada's standard SLA levels and targets and formally reported on, on a quarterly basis.

In addition, acknowledging that we need accurate member data for the processing of member benefits, Dalriada will carry out an analysis of 'common data' and 'scheme specific data' (as defined by the Pensions Regulator). This helps us to ensure the integrity of member data that is processed.

We perform daily bank reconciliations for all Scheme bank accounts. The purpose of these reconciliations is to ensure that all transactions processed through the bank accounts (money in and out) can be accounted for. Any transactions which cannot be accounted for are investigated and corrected if required.

Charges and Transaction Costs

The new governance rules require the Trustee to assess investment management charges and transactions costs borne by the Scheme members and the extent to which those charges and costs represent good value for money for members.

Dalriada has not received sufficient information from the previous administrator with regards to membership numbers and can therefore not confirm that any fees paid prior to our appointment are within the charge cap.

The Trustee has calculated the charges and, so far as they were able to do so, the transaction costs, borne by Scheme members for the Scheme Year.

In this context, "charges" means (subject to some specific exceptions, such as charges relating to pension sharing orders) all administration charges other than transaction costs.

"Transaction costs" are costs incurred as a result of the buying, selling, lending or borrowing of investments.

Dalriada has deviated from the approach set out in the statutory guidance for the reasons set out below.

Since its appointment, Dalriada has continued to receive contributions on behalf of enrolled employers. However, due to the circumstances around our appointment, we have been unable to fulfill transfer and drawdown requests from members.

Under the terms of its appointment, Dalriada's fees and expenses shall be paid out of the resources of the Scheme and an amount equal to the same shall be treated for all purposes as a debt due from the employer, E3ECO Limited.

Due to ongoing investigations and the subsequent actions taken by Dalriada since appointment, it is inevitable that the Scheme has incurred, and will continue to incur, significantly higher ongoing costs than would be the case for a similarly sized but conventional auto-enrolment scheme.

During the period in question, trustee services totaling £106,195.60 (excluding VAT) were provided specifically to the Scheme. Legal expenses totaling £41,098.32 (including VAT) have also been incurred.

Dalriada will confirm to members the total amount of costs incurred and, if we have sufficient information to do so, have a full set of Report and Accounts prepared and an independent auditor will be appointed who will carry out an audit of the Scheme which will include an audit of any core financial transactions that have taken place.

Both the Trustee and Legal fees noted above have been met from the Scheme funds and include charges ordinarily subject to the master trust charge cap and costs excluded from the charge cap for work carried out in relation to the ultimate wind up of the Scheme.

"Good value" assessment of charges and transactions

Generally, trustees should assess the extent to which the charges described above represent "good value" for members during the scheme year, by considering the level of member borne charges against the benefits attributable to such charges.

Whether something represents “good value” is not capable of being precisely defined, but for these purposes, trustees should consider that charges may be viewed as representing “good value” for members where an optimum combination of cost and quality is achieved for the membership, relative to other options available in the market.

The characteristics of the Scheme are unusual and there are no readily available comparators to determine whether the costs incurred represent good value.

However, the actions undertaken by Dalriada, beyond those considered necessary for the appropriate management of the Scheme, are centred on action around complying with the implementation strategy including the search for a default fund, reviewing where possible the current position of the investments and liaising with the incumbent Trustees and administrators to retrieve the data required to take the Scheme forward. Such actions are considered on a cost benefit analysis and, where necessary, Court approval would be sought for the use of Scheme funds to pay for any legal action.

Dalriada was appointed following a tender exercise by TPR and Dalriada is subject to ongoing oversight by TPR.

Dalriada’s costs (both for ongoing management and regarding action around recovery of funds) are calculated using a blended charging rate that sits well below its standard market rates. Its legal advisers operate similarly.

As commented above, Dalriada, as a professional Independent Trustee, has processes and controls in place that are suitably designed to ensure any service objectives can be achieved once the Scheme is able to operate in the manner of a normal scheme. Dalriada’s administration processes are independently audited and accredited under AAF 01/06 and AAF 02/07.

Once Dalriada can process member benefit requests these will be managed and monitored in line with Dalriada’s standard SLA levels and targets and formally reported on, on a quarterly basis.

Dalriada is required to advise members of the cumulative effect over time of the application of charges and costs on the value of a member’s accrued rights to money purchase benefits. However, due to the nature of Dalriada’s appointment and the uncertainty as to the value of the investments (and so what members’ funds might ultimately be), this is not possible to do at this time. When Dalriada can do so, it will advise members.

Trustee knowledge and understanding

The Trustee has considered the latest guidance in relation to Chairman’s Statements from The Pensions Regulator and has ensured that its practices reflect the requirements set out. I have set out below how the Trustee ensures it currently meets the knowledge and understanding requirements of trustees.

Dalriada is an independent professional trustee, established in 2003, which has been appointed by The Pensions Regulator under section 7 of the Pensions Act 1995 to a number of schemes as a result of The Pensions Regulator having concerns about the nature and operation of those schemes and the extent to which the then current trustees understood their statutory and fiduciary duties and responsibilities. Dalriada refers to such schemes as “Regulatory Appointments”. The Scheme is a Regulatory Appointment.

Dalriada has established a specialist team drawn from various relevant disciplines within Dalriada to manage the governance of these Regulatory Appointments which we have called the Irregular Schemes Team.

A dedicated committee (the Irregular Schemes Committee – ‘the Committee’) has been established by the Board of Directors of Dalriada to oversee the activities of the Irregular Schemes Team in its governance of this Scheme and other Regulatory Appointments. Care has been taken to ensure that the membership of the Committee is such that there is sufficient knowledge and understanding within the Committee to meet the requirements set out in sections 247 and 248 of the Pensions Act 2004 and The Pensions Regulator’s Code of Practice 7 on Trustee Knowledge and Understanding.

I have set out below the membership of the Committee, along with a short note on their skill set and experience. In addition, it is worth noting that three members of the Committee are directors of Dalriada Trustees Limited. Dalriada operates a team-based approach which gives the Regulatory Appointments Team access to over 120 pensions and support personnel with a broad skill set suited to identifying and implementing the variety of tasks required to successfully manage the Scheme, including pension administration experts, an in-house legal team, fund accountants and investment experts. Whilst the core Irregular Schemes Team deals with most matters arising on the Scheme on a day-to-day basis, in conjunction with its appointed advisers, it can access the specialist expertise of the wider Dalriada team as and when required.

As far as we are aware, no other professional independent trustee firm has established and developed a specialist team in this difficult and challenging area of trusteeship. The relevant experience developed by the Irregular Schemes Team on such cases is unmatched and unrivalled.

The Committee

Sean Browes

Sean has been working in the pensions industry since he graduated in 1988. He worked for two major benefit consultancies in both administration management and consultancy roles, before joining Dalriada in 2003. Sean has a broad range of skills and experience suited to all areas of pension scheme management.

Sean leads the Irregular Schemes Team, dealing with Dalriada’s appointments by The Pensions Regulator to schemes suspected of being involved in pension liberation or thought to be scams. He now has a wealth of experience and knowledge regarding the unique characteristics associated with the administration and management of these types of scheme and the challenges they present.

Sean is a fully accredited member of the Association of Professional Pension Trustees, has completed the Regulator’s Trustee Toolkit and holds the Pensions Management Institute’s Certificate in DC Governance and Award in Pension Trusteeship (DC and DB). Sean has met all required CPD requirements.

Neil Copeland

Neil is a co-founder and director of Dalriada Trustees Limited. He acts as an Accredited Professional Trustee on some of our most complex and challenging cases, including our regulatory appointments.

Neil specialises in schemes with technically challenging governance and covenant issues, as well as having over 25 years of experience in relation to defined benefit, hybrid, defined contribution, multi-employer and sectionalised arrangements.

Neil is the Dalriada Board representative for the Irregular Schemes Team and spends a significant proportion of his time working on Regulatory Appointments. Like Sean, Neil has developed considerable experience of the complex and non-standard issues faced by the Dalriada team in managing the Regulatory Appointments. This has included acting as a witness in high profile litigation in relation to Regulatory Appointments in support of The Pensions Regulator and representing Dalriada in oral hearings before the Determinations Panel where Dalriada's appointment by The Pensions Regulator has been challenged by the incumbent trustees or other directly affected parties.

Neil is a fully accredited member of the Association of Professional Pension Trustees, has completed the Pensions Regulator's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Neil has met all required CPD requirements.

Tom Lukic

Tom is also a director of Dalriada Trustees Limited and leads the Dalriada business across the Midlands. He has broad pensions experience with particular expertise in employer covenant and corporate transactions. He has worked with a range of trustee boards managing scheme assets from c£5 million to more than £1 billion. Similarly, he is experienced in working with a broad spectrum of sponsoring employers from small, owner managed businesses through to much larger and complex groups being either privately owned or fully listed.

Tom's experience, both as an adviser and as an Accredited Professional Trustee, provides insight into corporate structures and insolvencies. Where the Scheme's investments include shares and/or bonds in, or issued by, corporate entities understanding the accounting and financial structures of these entities is essential and Tom provides a wealth of experience in this area.

Tom is a fully accredited member of the Association of Professional Pension Trustees, has completed the Regulator's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Tom has met all required CPD requirements.

Brian Spence

Brian is a co-founder and director of Dalriada Trustees Limited. He is now involved in the provision of a wide range of advice to pension scheme sponsors and trustees. Brian is well-known in the pensions industry for taking a strategic view in dealing with pension scheme matters and uses his experience to deliver practical solutions which satisfy the needs of the Trustees, the employers and other stakeholders. Brian is recognised by The Pensions Regulator and the pensions industry as an expert in dealing with contentious and/or complex issues. He is a lead contact and "key person" for a number of high-profile trustee appointments.

In addition, Brian has practical experience of working as an Accredited Professional Trustee in all three major legal jurisdictions of the UK and as a Professional Trustee and advisor in Ireland. Brian has held a UK Scheme Actuary Practicing Certificate since inception of the role in 1997.

Brian has an in-depth knowledge of legal processes, particularly around testing points of legal principle related to the operation of pension schemes, often as a result of deficiencies in scheme documentation (a common issue with Regulatory Appointments) and, also, litigation – where it is cost effective to do so, Dalriada will look to take legal action against the perpetrators of a scam with the aim to recover misappropriated assets.

Brian is a fully accredited member of the Association of Professional Pension Trustees, has completed the Pensions Regulator's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Brian has met all required CPD requirements.

Gino Rocco

Gino performs the role of an Accredited Professional Trustee in relation to all aspects of pension law focusing on defined benefit and defined contribution pension schemes that range in size from the small to the very large.

A solicitor admitted to practice in England and Wales and a Member of the Association of Pension Lawyers, Gino has over 15 years' experience gained at City and National Firms as well as a leading pension consultancy practice.

Gino's experience includes complex benefit interpretation issues, scheme equalisation and benefit rectifications. He has detailed experience of pensions issues arising under TUPE transfers and the Fair Deal protections where employees are transferred from the public (in particular LGPS and NHSPS) to the private sector.

Gino is a fully accredited member of the Association of Professional Pension Trustees, has completed the Pensions Regulator's Trustee Toolkit and holds the Pensions Management Institute's Award in Pension Trusteeship (DC and DB). Gino has met all required CPD requirements.

Knowledge of the trust deed and rules and all documents setting out the trustee's current policies

The Scheme has a dedicated client manager who has an in-depth knowledge of the Scheme and its governing documentation. At the point of becoming an Independent Trustee to the Scheme, a prescribed take on process was followed. This included an assimilation and review of all the relevant Scheme documentation, including the trust deed and rules.

The Committee is made aware of any issues or risks in relation to the Scheme's trust deed and rules as and when they arise and appropriate action agreed in relation to the issue or risk identified. In addition to the knowledge held by the client manager and lead Professional Trustee, the trustees obtain legal advice in relation to the Scheme's documentation, where necessary.

There have been no new trustees introduced in this reporting period. However, there is an appropriate induction process in place to support new trustees.

A working knowledge of the current Statement of Investment Principles (SIP)

As is set out earlier, the Scheme does not have a SIP at this time due to the particular circumstances of the Scheme.

Sufficient knowledge and understanding of the law relating to pensions and trusts and understanding of the principles relating to the funding and investment of occupational schemes

Those Dalriada staff working on the Scheme, including the lead Professional Trustee, are obliged to self evaluate their learning and development requirements on an annual basis as part of Dalriada's internal appraisal process. The process identifies how staff can develop their knowledge and understanding, as well as where they can share their expertise in order to best support the Scheme.

Dalriada staff are also required to comply with their respective training requirements to maintain a required level of continuing professional education (CPE) and to provide evidence of courses, seminars and other types of professional development to satisfy their respective professional bodies' CPE requirements.

Every Professional Trustee is required to undertake a minimum number of hours training in a year. This is recorded centrally by Dalriada's HR Team and, where appropriate, forms part of staff personal development plans. This training can include internal and external courses and attendance at industry events, as well as a degree of self learning by way of subscriptions to professional publications and electronic information channels.

Further, every Professional Trustee is required to complete The Pensions Regulator's Trustee Toolkit and subscribes to the updates issued by The Pensions Regulator.

Professional Trustees belong to Dalriada's knowledge management network which keeps them up to date with industry thinking. They also have access to a team of in-house pensions experts who inform the team about changes to pensions legislation and practices.

The trustees have access to Pendragon Perspective and Aries - both industry leading tools, giving access to pension legislation.

Dalriada has its own in-house legal specialists to provide support and guidance to trustees around legislation and interpretation of scheme documentation. This is further aided by advice from external legal advisers, which is obtained when the trustees feel the reinforcement is necessary to support their own understanding.

Combined knowledge and understanding, together with available advice enables the trustees to properly exercise their function

Dalriada has informally assessed the skill set and experience of each member of the Committee and the client team. It has considered the development activities already mentioned, along with the internal resources made available to staff, supplemented, where required, by professional external advice.

The Committee understands the need to assess the skills of its members more formally. This is done using a skills matrix developed for this purpose. Any areas for development flagged during this process will be addressed as part of the individual's personal development plan and reviewed throughout the year. An evaluation of the effectiveness of the Committee as a whole is also carried out.

I consider that the combined knowledge and understanding of the Committee and the client team enables them to exercise properly their function as trustee of the Scheme. In particular:

- Members of the Committee have the relevant financial knowledge and experience to enable the trustee to comply with its duties in relation to investment of the Scheme's assets. Tom Lukic's experience (see above) in particular is advantageous in this area.
- There is a vast range of pensions experience and knowledge within the Committee and the client team. This is appropriate to deal with the governance of the Scheme in line with the trust deed and rules, along with other Scheme documentation. There is also a great deal of experience relevant to dealing with issues which might be thrown up by the Scheme which require the amendment of Scheme documentation.

- Sean Browes, Neil Copeland and Brian Spence have a great deal of knowledge and experience in relation to schemes of complex nature, such as this Scheme, where investments made by previous trustees are deemed to be highly inappropriate, their administration has been poor and / or the trustees have not had the sufficient knowledge and understanding to be trustees of an occupational pension scheme.
- Sean Browes and Neil Copeland have many years of experience in the administration of pension schemes, allowing a keen oversight of the administration of the Scheme.

The requirements around non-affiliation of trustees

As the scheme is a master trust legislation requires that the majority of trustees on the trustee board, including the chair, must be independent of any undertaking that provides services to the scheme. Such trustees are described as non-affiliated.

As noted above Dalriada was appointed to the Scheme as trustee with exclusive powers by TPR amid concerns as to how the Scheme was being managed. Dalriada's appointment followed a tender exercise run by TPR. Due to TPR's concerns Dalriada was appointed without notice to either the employer or the existing trustee.

The existing trustee was not removed from the Scheme however it cannot exercise any of the trustees' powers under the Scheme's trust deed and rules. Similarly, any additional trustees appointed by the employer would not be able to exercise any of the trustees' powers under the Scheme's trust deed and rules. Dalriada is not aware of any plans on the part of TPR to appoint any further trustees to the Scheme.

Given the nature and circumstances of the Scheme, Dalriada has provided limited services to the Scheme which might be argued to go beyond trusteeship, mainly in relation to the day-to-day administration of the Scheme. Dalriada considers that any services so provided have been, and are, necessary to allow Dalriada to discharge its responsibilities to the Scheme's members, to the extent that it is able to do so.

Dalriada will keep matters under review but does not envisage any change to this position in the short term.

Member Representation

Dalriada is aware that members of the Scheme are potential victims of a scam. As such, we look to keep members informed and to facilitate direct access for members to Dalriada by means of a:

- Dedicated member website
- Dedicated contact e-mail address
- Dedicated phone line.

Agreed as final version on behalf of the Ethika Auto Enrolment Pension Scheme

Dated: 23 December 2020

Version: 1