Pillar 3 and Remuneration Code Disclosures

TCF Fund Managers LLP Pillar 3 Disclosure

Background

This is the Pillar 3 disclosure made in accordance with the UK Financial Conduct Authority (FCA) Prudential Sourcebook for Banks, Building Societies and Investment Firms ('BIPRU').

The European Capital Requirements Directive (CRD) created a revised regulatory capital framework based on the provisions of the Basel 2 Capital Accord.

The new framework consists of three 'pillars' namely;

- Pillar 1 – which sets out the minimum capital requirements that firms are required to meet for credit, market and operational risk;
- Pillar 2 – which requires firms to take a view on whether additional capital should be held against capital risks not covered by Pillar 1; and
- Pillar 3 - which requires firms to publish certain details of its risks, capital and risk management process.

Disclosure Policy

The rules in BIPRU 11 provide that the firm may omit one or more of the required disclosures if it believes that the information is immaterial. Materiality is based on the criteria that the omission or misstatement of material information would be likely to change or influence the assessment or decision of a user relying on that information for the purposes of making economic decisions. Where the firm considers a disclosure to be immaterial, this will be stated in the relevant section.

The firm is also permitted to omit one or more of the required disclosures where it believes that the information is regarded as proprietary or confidential. Proprietary information is that which, if it were shared, would undermine the firm's competitive position. Information is considered to be confidential where there are obligations binding the firm to confidentiality with its clients and counterparties.

Where the firm has omitted information for any of the above reasons, a statement explaining this will be provided in the relevant section.

Unless stated as otherwise, all figures contained in this disclosure are based on the firm's audited annual reports for the year ending 31 December 2014.

Frequency

These Pillar 3 Disclosures will be reviewed on an annual basis as a minimum. The disclosures will be published as soon as is practical following the finalisation of the firm's Internal Capital Adequacy Assessment Process (ICAAP) and the publication of its annual reports.

Verification

The information contained in this disclosure has not been audited by our firm's external auditors and does not constitute any form of financial statement.

Publication

Our firm's Pillar 3 Disclosure reports are published on our website.

Scope and application of Directive requirements

The disclosures in this document are made in respect of TCF Fund Managers LLP which provides investment management services.

The firm is a limited licence firm as defined by the FCA.

Risk management objectives and policies

Our risk management policy reflects the FCA requirement that we must manage a number of different categories of risk. These include: liquidity, credit, market, interest rate, business and operational risks.

1. Liquidity risk

   The firm manages all cash and borrowing requirements to maximise potential interest income whilst ensuring the firm has sufficient liquid resources to meet the continued operating needs of the business. This is supported by a robust budgeting and forecasting process which has the full involvement of the senior management team.

2. Credit risk

   The main credit risks for the firm relates to collection of client fees, being the risk that a client does not pay amounts due for services provided and the holding of the firm's capital with a bank.

   This client risk is mitigated as the firm has a robust debtor collection approach.

3. Market risk

   The firm is indirectly subject to market risk as a significant element of income is dependent upon the value of client funds under management. This risk exposure is accepted as within the risk appetite and strategy of the firm.

4. Interest rate risk

   The firm has no borrowings and no exposure to interest rate risk.

5. Business risk

   The firm's business risk assessment principally takes the form of a fall in assets under management following a market downturn or loss of clients that leads to lower management fees, although other risks such as loss of staff are also considered. To mitigate our business risk, we regularly analyse various different economic scenarios to model the impact of economic downturns on our financial position.

6. Operational risk

Operational risk is defined as the potential risk of financial loss or impairment to reputation resulting from inadequate or failed internal processes and systems, from the actions of people or from external events.

Major sources of operational risk include: dealing errors, outsourcing of operations, IT security, internal and external fraud, implementation of strategic change and regulatory non-compliance.

The firm operates a robust risk management process which is regularly reviewed and updated with details being provided to all staff. The firm's Compliance Oversight is responsible for the periodic reviews and recommending any changes to the Firm's governing body.

All senior management will bear responsibility for internal controls and the management of business risk as part of their accountability to the Firm's governing body.

Individuals are responsible for identifying the risks surrounding their work, implementing controls over those risks and reporting areas of concern to their line manager.

The Compliance Oversight provides the Firm's governing body with a regular summary report on all significant risk issues.

7. Other risks

   The firm operates a simple business model. Accordingly, many of the specific risks identified by the FCA do not apply.

Capital resources

Pillar 1 requirement

In accordance with GENPRU 2.1.45R (calculation of variable capital requirement for a BIPRU firm), our capital requirement has been determined as being the higher of our fixed overhead requirement and base capital requirement and not the sum of our credit risk capital requirement and our market risk capital requirement.

The Pillar 1 capital requirement for TCF Fund Managers LLP was £38,849 as at 31 December 2014.

Pillar 2

Our overall approach to assessing the adequacy of our internal capital is set out in our ICAAP. The ICAAP process involves separate consideration of risks to our capital combined with stress testing using scenario analysis. The level of capital required to cover risks is a function of impact net of mitigations and probability. We assess impact by modelling the changes in our income and expenses caused by various potential risks. Probability is assessed subjectively and on past experience.

In addition, we have reviewed the outputs of our risk reviews to quantify any risks identified. This has identified a number of key business risks which we have classified against the risk categories contained in GENPRU 1.2.30R and reviewed the guidance in BIPRU 2.2.61-65.

Our Pillar 2 capital requirement, which is our own assessment of the minimum amount of capital that we believe is adequate against the risks identified, has been assessed as less than our Pillar 1 requirement. Further, there is a surplus of reserves above the capital resource requirement deemed necessary to cover the risks identified.

Regulatory capital

The main features of TCF Fund Managers LLP's capital resources for regulatory purposes, as at 31 December 2014 are as follows:

Capital item:	£000s
Tier 1 capital	£77,460
Total of tier 2 and tier 3 capital (broadly long and short term subordinated loans)	£0
Deductions from tier 1 and tier 2 capital	£0
Total capital resources, net of deductions	£77,460

The firm holds regulatory capital in accordance with the Capital Requirements Directive. All such capital is classified as Tier 1 capital and is therefore of the highest quality.

Remuneration Code Disclosure

The firm is subject to the Remuneration Code and is categorised as a Level 3 firm. This section provides further information on our remuneration policy along with relevant quantitative data.

Decision Making

TCF Fund Managers LLP does not have a separate Remuneration Committee. Instead remuneration matters are reserved to the firm's overall governing body, the firm's Managing Committee.

The aspects of remuneration considered by the Managing Committee include:

- Determining the framework and policy for remuneration and ensuring it does not encourage undue risk taking.
- Considering and advising on any major changes in remuneration structures.
- Reviewing the terms and conditions of any new incentive schemes and in particular, considering the appropriate targets for any performance related remuneration schemes.
- Considering and recommending the remuneration policy for the senior employees. In doing so the Managing Committee will consider the appropriate mix of salary, discretionary bonus and share based remuneration.
- In determining remuneration arrangements, the Managing Committee will give due regard to best practice and any relevant legal or regulatory requirements including the FCA Remuneration Code.

Link Between Pay & Performance

For employees, competitive salaries will form the basis of our firm's remuneration package. In addition there will be an element of variable pay for all staff which is based on firm wide and individual performance. The structure, balance and amounts of variable pay will differ across areas of the firm and across individual. Variable remuneration is considerably reduced where subdued or negative financial performance of the firm occurs. When assessing individual performance of employees we would use a robust performance review process, with reviews including qualitative and quantitative criteria.

Aggregate Quantitative Information on Remuneration

The Remuneration Code requires that the remuneration of all 'Code Staff' of the firm be disclosed as part of our Pillar 3 disclosure. This includes senior management and members of staff whose actions have a material impact on the risk profile of the firm.

For the 12 months to 31 December 2014, the firm, a Limited Liability Partnership, with equity members, had no employees. The firm continued to develop and to invest as a consequence the profit available for division amongst the members, and therefore the relevant aggregate quantitative disclosure, is as detailed in the firm's publically available financial statements for the year to 31 December 2014.