



UBICO LIMITED

**MINUTES OF BOARD MEETING
HELD ON TUESDAY 28 SEPTEMBER 2023 FROM 10.00AM-1.00PM
VIA TEAMS**

DIRECTORS PRESENT

William McCarthy (Chair)	WM	Director
Paul Jones (Vice-Chair)	PJ	Director
Patrick Ricketts	PR	Director
Katherine Lyons	KL	Director
David Oakhill	DO	Director
Paul Blacker	PB	Director
Beth Boughton	BB	Managing Director
Chris Urwin	CU	Finance Director
Rob Heath	RH	Operations Director

IN ATTENDANCE

Head of Law, One Legal
Corporate Administrator, Ubico
Head of ARA & Insurance Services

Item	Subject	Action for
1.	<p>APOLOGIES FOR ABSENCE</p> <p>Keith Gerrard, Director.</p>	
2.	<p>NOTICE AND QUORUM</p> <p>The chair reported that due notice of the meeting had been given and that a quorum was present.</p>	
3.	<p>DECLARATIONS OF INTEREST</p> <p>An independent director had separately advised the managing director of a change to their substantive employer.</p>	
4.	<p>MINUTES OF LAST BOARD MEETING HELD ON 20 JUNE 2023/ REVIEW OF ACTIONS TABLE</p> <p>The chair invited the board to comment on each page of the minutes.</p> <p>The minutes were approved and signed by the chair as an accurate record.</p>	
5.	<p>BUSINESS OF THE MEETING</p>	
5.1	<p>Recommendations from the Governance & Nominations Committee – 27 July 2023</p> <p>Terms of reference The board RESOLVED to approve the revised Governance and Nominations Committee terms of reference.</p> <p>Director appraisals The board RESOLVED to approve the directors’ annual appraisal and development plan documentation and timetable; final proposal to be presented to the board at its November 2023 meeting.</p> <p>Standing board agenda items and policies to be routinely reviewed</p> <p>The committee proposed a financial forecast to be included in the finance director’s report twice yearly for a deep dive, and quarterly as an appendix for information.</p> <p>The committee proposed that an internal review of the financial rules took place on an annual basis by the executive, and an update was included in the finance director’s report annually to note that that review had been completed and report any findings.</p>	

	<p>The board RESOLVED to approve the standing board agenda items proposed by the committee and the list of policies to be routinely reviewed and approved by the board.</p> <p>Annual review of the composition of the board including director remuneration and appointment</p> <p><u>Local Authority NEDs</u></p> <p>The board considered the proposed LA NED role description including details of skills sought attached at appendix 2, and proposed timetable for recruiting a replacement and succession arrangements, attached at appendix 3, were noted with no feedback.</p> <p><u>Recommendation to the shareholders to approve remuneration levels for the INED</u></p> <p>The INEDs were moved to a break-out room for the discussion and separate confidential minutes recorded.</p> <p><u>Recommendations to the shareholders to approve remuneration levels for the managing director, operations director and finance director</u></p> <p>The managing director operations director and finance director left the meeting for the discussion and separate confidential minutes recorded.</p>	
5.2	<p>Annual governance statement</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
5.3	<p>Policies for board approval</p> <p><u>Safeguarding Children and Adults with Care and Support Needs Policy</u> The managing director presented the report and policy which was due for routine review by the board.</p> <p>A proposed change was suggested, and it was agreed that the current policy would stand until a further review and update had taken place, at which time it would be presented back to the board for approval.</p> <p><u>Proposed change to presentation of the strategic risk appetite table</u> The board RESOLVED, to approve a presentational change for the strategic risk appetite table to include it in the live risk register, rather than the Risk Management Policy.</p>	
5.4	<p>Cross boundary business case</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	

5.5	<p>Strategic outline business case for growth</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
5.6	<p>Protocol for Shareholder ‘Link’ NEDs</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
6.	<p>BRIEFING AND DISCUSSION ITEMS</p>	
6.1	<p>SHEQ report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p> <p>Our Health and Safety Policy can be found on the company’s website:</p> <p>https://www.ubico.co.uk/media/wn3ppbqu/829_health_safety_policy_statement_v11.pdf</p>	
6.2	<p>Risk register</p> <p>Exempt from publication under FOIA section 43(2) commercial interest. For more information regarding our risk approach please read as part of the annual business plan:</p> <p>https://www.ubico.co.uk/media/prwo15lr/719_business_plan_22-23_approved.pdf</p>	
6.3	<p>Managing director’s report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest. You can find more about our client relationships on companies house:</p> <p>https://find-and-update.company-information.service.gov.uk/company/07824292/filing-history</p>	
6.4	<p>Operations director’s report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
6.5	<p>Finance director’s report</p> <p>The report discusses finances and performance against budgets, procurement activity and cyber defence provision as standing items.</p>	

	Exempt from publication under FOIA section 43(2) commercial interest and section 31 crime prevention. For more information on our finances: https://www.ubico.co.uk/media/vjgrxuz/annual-accounts.pdf	
6.6	Business development/opportunities report Exempt from publication under FOIA section 43(2) commercial interest.	
6.7	Key communications from board Exempt from publication under FOIA section 43(2) commercial interest.	
7.	ITEMS TO BE NOTED The items were noted.	
8.	FORWARD PLAN The forward plan was noted.	
9.	ANY OTHER BUSINESS Themes for the AGM were not discussed due to time constraints. The chair requested that themes were submitted to the managing director for discussion with himself.	

DATE AND TIME OF NEXT MEETING

21 November 2023

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Signed

[Digitally signed]

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Date