



UBICO LIMITED

**MINUTES OF BOARD MEETING
HELD ON TUESDAY 22 FEBRUARY 2024 AT 2.00PM
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
Keith Gerrard	KG	Director
Paul Blacker	PB	Director
Beth Boughton	BB	Managing Director
Chris Urwin	CU	Finance Director
Rob Heath	RH	Operations Director

IN ATTENDANCE

Observing prior to LANED appointment
Head of Law, One Legal
Administration Manager, Ubico
Head of ARA & Insurance Services

Item	Subject	Action for
1.	<p>APOLOGIES FOR ABSENCE</p> <p>None.</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>The chair welcomed an observer pending their appointment as a Local Authority nominated director.</p>	
4.	<p>MINUTES OF LAST BOARD MEETING HELD ON 21 NOVEMBER 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>Appointment to the roles of vice-chair and chair of G&N Committee</p> <p>The chair advised that there had been nominations for both roles.</p> <p>The chair asked the board members to email the administration manager with their votes on the chair of G&N Committee so that she could inform him of the result later in the meeting.</p> <p>The chair suggested that the board endorsed the nomination for vice-chair, unless anyone wanted to nominated someone else. The board were in agreement with the nomination.</p>	
5.2	<p>Annual internal audit plan 2024/25</p> <p>The finance director stated that since the decision had been made to change the approach to internal audit the executive team had drawn up ‘a plan for a plan’ which would take the opportunity to align the objectives of the internal audit plan with the strategic objectives. The plan would also move to a multi-year programme approach to cover off more comprehensively all of the risks facing the internal controls environment. The plan had been endorsed at Risk & Audit Committee and the board were asked to recommend it as the plan for the year.</p>	

	<p>The board RESOLVED to approve the assurance plan of activity for 2024/25.</p>	
5.3	<p>Draft business plan 2024/25</p> <p>The managing director advised that a draft had been circulated to the board, prior to the one attached to her report, and some additional changes were highlighted in the copy attached.</p> <p>Shareholder feedback was due to be complete at the end of February 2024; she would then ascertain what formal processes the shareholders may want to take it through so that she could send a written resolution at the appropriate time. There had been no adverse feedback to the content and the shareholder engagement sessions had gone very well.</p> <p>The board RESOLVED, to recommend to approve the draft Ubico 2024/25 Business Plan attached to this report and recommend that it be submitted to the shareholders for adoption, subject to any minor amendments to be made by the managing director in consultation with the chair of the board.</p>	
5.4	<p>Policies for board approval</p> <p>The managing director presented the report and the Mental Health and Wellbeing Policy for approval, and it was noted that board had received a copy prior to the meeting allowing opportunity for feedback.</p> <p>It was noted that the contract with the EAP provider was regularly reviewed/procured.</p> <p>The board RESOLVED, to approve the Mental Health and Wellbeing Policy.</p>	
5.5	<p>Board terms of reference and revised committee terms of reference (TOR)</p> <p>It was noted that the documents attached to the report had been seen by the committee chairs, and feedback incorporated, before being circulated to the board prior to the meeting.</p> <p>The board RESOLVED to approve:</p> <ol style="list-style-type: none"> 1. the board terms of reference; 2. the revised Risk and Audit Committee terms of reference; 3. the revised Governance and Nominations Committee terms of reference. 	

6	BRIEFING AND DISCUSSION ITEMS	
6.1	<p>Recommendations from Risk & Audit Committee 30/01/2024</p> <p>Director KL advised that the committee had been presented with an excellent set of papers at their last meeting; the executive summaries and recommendations were very clear. She commended everyone's efforts with regard to that.</p> <p>Director KL summarised the outcomes of the meeting:</p> <ul style="list-style-type: none"> • There had been a presentation on the GOAL (Get Out And Look) health and safety campaign which had been very informative. • The committee agreed to move the October 2024 committee meeting to September 2024 to maximise scrutiny and chances of not missing any statutory deadlines in terms of filing of accounts. • The committee agreed that they would not be involved in the procurement requirement setting for the auditor selection, however they would be involved with ratifying the final recommendation to board/shareholders. • There had been a positive information governance audit from Zurich. • The committee agreed to invite the Publica chief information officer to the next committee meeting to provide verbal assurances over cyber strategy. • The committee were offered cyber ninja training. • The committee were expecting an annual assurance statement from ARA at the May committee meeting. 	
6.2	<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>	
6.3	<p>Operations director report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	

6.4	<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>	
6.5	<p>Strategic risk report</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>	
6.6	<p>Finance director’s report</p> <p>The report discusses finances and performance against budgets, procurement activity and cyber defence provision as standing items. Exempt from publication under FOIA section 43(2) commercial interest and section 31 crime prevention. For more information on our finances:</p> <p>https://www.ubico.co.uk/media/vjigrxuz/annual-accounts.pdf</p>	
6.7	<p>Business development/opportunities report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest</p>	
6.8	<p>Key communications from board</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
7	<p>ITEMS TO BE NOTED</p> <p>The items were noted.</p>	
8	<p>FORWARD PLAN</p> <p>The forward plan was noted.</p>	
9.	<p>ANY OTHER BUSINESS</p> <p><u>Result of the vote at item 5 above</u></p>	

	<p>The administration manager confirmed that the vote had been in favour of Patrick Ricketts.</p> <p>The chair congratulated the directors on their appointments.</p> <p><u>Shareholder agreement review</u></p> <p>At the previous meeting, the chair had suggested a review of the existing shareholder agreement,, to ascertain that the agreement meets the requirements that the business demands from a board and its shareholder representation and involvement.</p> <p>It had been agreed to set up a working group from the board to address the review and make any recommendations for change.</p>	
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DATE AND TIME OF NEXT MEETING

18 April 2024 @ 2pm Central Depot, Swindon Road, Cheltenham

[Digitally signed]

Date:

PUBLIC