



UBICO LIMITED

**MINUTES OF BOARD MEETING
HELD ON THURSDAY 26 SEPTEMBER 2024 AT 14:00
VIA TEAMS**

DIRECTORS PRESENT

| | | |
|--------------------------|----|---------------------|
| Patrick Ricketts (Chair) | PR | Director |
| Katherine Lyons | KL | Director |
| Claire Hughes | CH | Director |
| Keith Gerrard | KG | Director |
| Nigel Brinn | NB | Director |
| Beth Boughton | BB | Managing Director |
| Chris Urwin | CU | Finance Director |
| Rob Heath | RH | Operations Director |

IN ATTENDANCE

Director, Grant Thornton
Assistant Directors, SWAP Internal Audit Services
Head of Law, One Legal
Administration Manager, Ubico

| Item | Subject | Action for |
|------------------|--|------------|
| 1. | <p>APOLOGIES FOR ABSENCE</p> <p>William McCarthy, Director</p> <p>Paul Blacker, 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>Exempt from publication under FOIA section 43(2) commercial interest.</p> | |
| 4. | <p>MINUTES OF LAST BOARD MEETING HELD ON 20 JUNE 2024/ 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>Annual accounts and external audit report year end</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p> <p>Annual accounts will be available on our website once they have been filed at Companies House.</p> | |
| 5.2 5.2.5 | <p>Annual report</p> <p>The managing director presented her report and referred to the appendix which contained the Ubico Annual Report 2023/2024 and had been circulated with the agenda.</p> <p>The board were very complimentary of the report which they commented improves year on year.</p> <p>The board considered the draft report and RESOLVED to recommend it to shareholders for consideration at the AGM (subject to any agreed amendments).</p> | |

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| | The annual report will be published on our website along with the annual accounts. | |
| 5.3 | Shareholder agreement Exempt from publication under FOIA section 43(2) commercial interest. | |
| 5.4 | <p>Policies for board approval</p> <p>The managing director presented the below policies for board approval:</p> <ul style="list-style-type: none"> • Safeguarding Policy • Shareholder Engagement Policy • Code of conduct • Risk Management Policy Statement Strategy • Anti-harassment and Anti-bullying Policy <p>The managing director advised that the first three policies had been circulated to the board ahead of the meeting for feedback which had all been positive with no changes suggested.</p> <p>The Anti-harassment and Anti-bullying Policy was presented as a new policy at the meeting for feedback and approval. The Risk Management Policy Statement Strategy had been ratified at the Risk and Audit Committee on 6 September 2024 and required board approval.</p> <p>The board RESOLVED, to approve the:</p> <ul style="list-style-type: none"> • Safeguarding Policy • Shareholder Engagement Policy • Code of conduct • Risk Management Policy Statement Strategy • Anti-harassment and Anti-bullying Policy | |
| 6. | BRIEFING AND DISCUSSION ITEMS | |
| 6.1 | Recommendations from the Governance & Nominations Committee 25 July 2024 Exempt from publication under FOIA section 43(2) commercial interest. | |
| 6.2 | Recommendations from Risk & Audit Committee 6 September 2024 Exempt from publication under FOIA section 43(2) commercial interest. | |
| 6.3 | SHEQ report Exempt from publication under FOIA section 43(2) commercial interest. | |

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| | <p>Our Health and Safety Policy can be found on the company's website:</p> <p>https://www.ubico.co.uk/support/health-and-safety-policy-statement/</p> | |
| 6.4 | <p>Operations director's report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p> | |
| 6.5 | <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> | |
| 6.6 | <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/netjj4h3/ubico-business-plan-24-25-final-2.pdf</p> | |
| 6.7 | <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/j0enhvg5/annual-accounts-22-23.pdf</p> | |
| 6.8 | <p>Business development/opportunities report</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p> | |
| 6.9 | <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> | |
| 7.1 | <p>Items to be noted would be included on the next agenda.</p> | |

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| 8. | FORWARD PLAN | |
| 8.1 | The forward plan was noted. | |
| 9. | ANY OTHER BUSINESS Exempt from publication under FOIA section 43(2) commercial interest. | |

DATE AND TIME OF NEXT MEETING

19 November 2024 @ 10:00 – National Star College, Ullenwood

[Digitally signed]

Date:

PUBLIC COPY