



UBICO LIMITED

**MINUTES OF BOARD MEETING
HELD ON TUESDAY 21 NOVEMBER 2023 FROM 10.00AM-2.00PM
AT NATIONAL STAR COLLEGE, ULLENWOOD GL53 9QU**

DIRECTORS PRESENT

William McCarthy (Chair)	WM	Director
Paul Jones (Vice-Chair)	PJ	Director (until 13:38)
Patrick Ricketts	PR	Director
Katherine Lyons	KL	Director (Via Teams until 12:10)
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

Senior Statutory Auditor, Grant Thornton (for item 5.1)
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>None.</p>	
4.	<p>MINUTES OF LAST BOARD MEETING HELD ON 28 SEPTEMBER 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>Annual accounts and external audit report year end</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
5.2	<p>Annual report</p> <p>The managing director presented her report and referred to the appendix which contained the Ubico Annual Report 2022 to 2023, and had been circulated with the agenda.</p> <p>The board requested one minor change to the report.</p> <p>The board fed back that they were very pleased with the annual report.</p> <p>The board RESOLVED to approve the annual report and recommend it to shareholders for consideration at the shareholder forum on 28 November 2023 (subject to any agreed amendments).</p>	<p>BB</p>
5.3	<p>Auditor appointment</p> <p>Exempt from publication under FOIA section 43(2) commercial interest.</p>	
5.4	<p>Policies for board approval</p> <p>The managing director presented the report and policies for approval attached as appendices.</p>	

	<p>The Safeguarding Children and Adults with Care and Support Needs Policy was presented again to the board following amendments made since the last meeting.</p> <p>The Environmental Management Policy requires an annual review and was presented for approval.</p> <p>The ICT Policy had been amended ahead of its routine approval date and was also presented for approval.</p> <p>It was noted that the board felt the Safeguarding Policy had been greatly improved.</p> <p>The board RESOLVED, to approve the:</p> <ol style="list-style-type: none"> 1. Safeguarding Policy 2. Environmental Management Policy 3. ICT Policy. 	
<p>5.5</p>	<p>Recommendations from Governance & Nominations Committee 27/07/23 – Proposed amendment to board appraisal process</p> <p>The managing director presented the report and recapped that at the board meeting in September 2023 the board agreed to revise the director appraisals process to amend the documentation and timetable, and devise a reduced program of peer assessment.</p> <p>The appendices to the report contained the revised appraisal forms and two options for a reduced program of peer assessment for discussion.</p> <p>The board agreed the changes to the appraisal forms and guidance documents. There was a discussion regarding the two programs presented and it was agreed that option two should be adopted which resulted in each director appraising between four and six peers, but with the amendment that there was no need for the board and committee chairs to retain an assessment by all directors.</p> <p>The board RESOLVED to approve:</p> <ol style="list-style-type: none"> 1. the revised documentation and timetable for director appraisals 2. option two program for peer assessments, subject to the agreed minor amendment <p>The chair raised the fact that the shareholder agreement had not been considered by the board since this board's conception and felt that it would be in everyone's interests (shareholder and board) to conduct a review with a view to improving it.</p> <p>It was suggested that a working group of directors and shareholders could review the agreement, along with, potentially, some external advice.</p> <p>The chair requested that expression of interest be made, by February 2024, for involvement in the shareholder agreement review, before onward consultation with the shareholders.</p>	<p>Board</p>

6	BRIEFING AND DISCUSSION ITEMS	
6.1	Recommendations from Risk & Audit Committee 23/10/23 Exempt from publication under FOIA section 43(2) commercial interest.	
6.2	SHEQ report Exempt from publication under FOIA section 43(2) commercial interest. Our Health and Safety Policy can be found on the company's website: https://www.ubico.co.uk/media/wn3ppbqu/829_health_safety_policy_statement_v11.pdf	
6.3	Operations director report Exempt from publication under FOIA section 43(2) commercial interest.	
6.4	Strategic risk report 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: https://www.ubico.co.uk/media/prwo15lr/719_business_plan_22-23_approved.pdf	
6.5	Managing director's report Exempt from publication under FOIA section 43(2) commercial interest. You can find more about our client relationships on companies house: https://find-and-update.company-information.service.gov.uk/company/07824292/filing-history	
6.6	Finance director's report 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: https://www.ubico.co.uk/media/vjigrxuz/annual-accounts.pdf	
6.7	Business development/opportunities report Exempt from publication under FOIA section 43(2) commercial interest	
6.8	Key communications from board Exempt from publication under FOIA section 43(2) commercial interest.	

