

**PUBLIC**

**Pay. UK Limited**

**Minutes of a meeting of the Board of Directors held on 26 April 2023**

Members		Attendees	
Mark Hoban (MGH)	Pay.UK Chair	Sam Cope (SC)	Head of Economic Regulation & Policy
Anna Bradley (AB)	Senior Independent NED	Michael Ellis (ME)	Chief Finance Officer
Diane Côté (DC)	Independent NED	Kate Frankish (KF)	Chief Business Development Officer
Helen Crooks (HC)	Independent NED	Carolyn Gibson (CG)	Head of Corporate Governance
Marc Pettican (MP)	NED	Rebecca Jones (RJ)	Head of NPA Finance
David Pitt (DP)	Chief Executive Officer	David McPhee (DM)	Director of Regulatory Engagement & Policy
Lesley Titcomb (LT)	Independent NED	Lisa Mellor (LM)	Chief Risk Officer
Lars Trunin (LTR)	NED	David Morris (DMO)	Chief Technology Officer
Ajay Vij (AV)	Independent NED	Sherree Schaefer (SS)	Chief People & Culture Officer
Peter Wyman (PW)	Independent NED	Vinay Shrivastava (VS)	Head of NPA Programme Risk
		Dan Smith (DS)	Director of Procurement
		James Tasker (JT)	NPA Head of Architecture
		Shane Warman (SW)	NPA Programme Director
		Louise Rebeck (LR)	Company Secretary and Special Projects
Apologies		Externals	
		Simon Eacott (SE)	SPG Co-chair Head of Payments, NatWest
		[Redacted – commercially sensitive]	[Redacted – commercially sensitive]

*\*Board members and attendees met using a hybrid meeting model with some attending in person and others joining remotely by video conference*

**23/18 Opening Business**

23.18.1 Quorum and welcome –The Chair confirmed a quorum was present. He thanked ME for stepping up in DP’s absence and welcomed DP back to the Board.

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- 23.18.2 Conflicts of Interest – MGH reminded directors that under the CA 2006 and Pay.UK’s Articles of Association (the “Articles”), directors were required to declare their interests to the other directors in any proposed transaction or arrangement with Pay.UK. MGH highlighted the importance of directors ensuring their entries in the Register of Directors’ Interests were correct.
- 23.18.3 The Register of Directors’ Interests and the Gifts and Hospitality Register had been made available and had been reviewed by all members prior to the meeting.
- 23.18.4 When questioned, each director confirmed there were no further interests to declare and that the Register was correct.
- 23.18.5 The directors were reminded of their previous resolution for LTR and MP to be included in the decision-making.
- 23.18.6 CG confirmed assurance had been received from both Wise and Barclays that LTR and MP had recused themselves from all discussions and decisions in relation to Pay.UK and matters relating to the NPA within their respective organisations.

[Redacted – commercially sensitive]

[Redacted – legally privileged]

[Redacted – commercially sensitive]

### **23/37 Any Other Business**

- 23.37.1 As there was no further business the Chair thanked everyone present and closed the meeting. He invited the NEDs and INEDs to remain for a private session.

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Chair