

Pay. UK Limited**Minutes of a meeting of the Board of Directors held on 14 October 2020**

Directors	Attendees
Melanie Johnson (MJ), Pay.UK Chair	Maha El Dimachki (MED), CPO
Richard Anderson (RA), INED	Tim Everest (TE), CSO
Anna Bradley (AB), INED	Kate Frankish (KF), Director of Strategy (NPA Product Owner)
Tim Fitzpatrick (TF), INED	Mark Hoban (MGH), Nominated Pay.UK Chair
Paul Horlock (PH), CEO	Helen Hunter-Jones (HHJ), CRO
Matthew Hunt (MH), COO	Megan Lough (ML), Strategy Manager
Nathalie Oestmann (NO), NED	Dave McPhee (DM), Director of Regulatory Engagement & Policy
Jean-Yves Rotté-Geoffroy (JY), INED	Mike Owen (MO), Interim Head of NPA
Russell Saunders (RSA), NED	Sherree Schaefer (SS), HR Director
Rob Stansbury (RST), Senior INED	Louise Rebeck (LR), Corporate Governance Manager
Peter Wyman (PW), INED	David Gilbert (DG), Company Secretary
Apologies	
Christine Ashton (CA), INED	

*Due to the Covid 19 pandemic, some Board members and attendees joined remotely by video conference

20/76 Opening Business

Quorum – The Chair opened the meeting and noted that a quorum was present in accordance with the Company’s Articles of Association.

Conflicts of Interest – Each director present confirmed that they had no other direct or indirect interest in any way in the proposed transactions to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company’s Articles of Association to disclose.

Registers – The register of gifts and hospitality together with an updated copy of the Directors Conflicts of Interest register, which had been circulated separately, were considered. The changes to the register in respect of JY and PW were noted and MJ advised that the position regarding CA’s additional commitments was currently under consideration.

Minutes & Action Log – The draft minutes of the Board meeting held on 9 September 2020 were reviewed and approved.

Progress with the current open action items was noted.

DM, MO & MGH joined the meeting

20/77 NPA Sponsor's Report

MH referred to his report and highlighted the three key areas of management focus: enhancing capability and capacity; enhancing NPA governance and building team spirit; trust and cohesion.

[Redacted - commercially sensitive]

DM & MO left the meeting

KF & ML joined the meeting

20/78 Strategy Day

MH referred to the paper that had been circulated and which aimed to capture the key outputs from the recent Board strategy event. KF advised that the main points that had been identified included the need for confidence and trust and that our next strategy and mission statements should reflect this. In particular, work would focus on Pay.UK's role facilitating a multi stakeholder ecosystem. There was also a need to simplify the approach so as to be able to deliver a smaller number of projects to a higher standard.

Noting that the business had a comprehensive view of its strengths and weaknesses, RST queried whether the business had a sufficiently refined view of the threats that it faced. A discussion followed around the importance of the NPA as part of a choice of payment mechanisms for participants and end users in an ecosystem that was increasingly attracting challengers.

Commenting on the success of the recent Strategy Day, MJ thanked KF and ML for their work, both on the day and ensuring a comprehensive record was subsequently produced.

KF & ML left the meeting

SS joined the meeting

20/79 People 'Deep Dive'

PH introduced the session, noting that the discussion on People was the last of a series of 'deep dives' into each of the directorates. He commented on the excellent work done by TE in working with the HR function within CSO, prior to SS joining the business, and on the impact that SS had made since joining the organisation.

SS provided the Board with her initial observations when she joined the Company at the start of the Covid-19 pandemic, and of the challenges of joining an organisation that was operating remotely, with an immature HR function. SS advised that her initial focus was to stabilise the team and to develop a maturity model that could be used to enhance the team's capabilities.

The sourcing mix between permanent staff and contractors was considered and SS described the steps that had been taken to address the situation, whilst still retaining sufficient flexibility in the sourcing model.

SS explained that despite the pandemic restrictions, focus on three key areas had continued. These had been the development of a talent management framework, a concerted focus on colleagues' mental health and the implementation of a diversity and inclusion programme. All three initiatives had been well received by colleagues. RST reflected that a consequence of pandemic restrictions across the economy had been the loss of some of the social cohesion

within organisations and noted the numerous initiatives that had been launched by the management to ensure that the social capital was maintained.

It was noted that work was ongoing to identify core skills and for these to be mapped across the business. Remote working provided not only challenges but also the opportunity to revisit the existing operating model.

Referring to the excellent work that had been undertaken to support the recruitment of a new Chair and INED, AB thanked SS for her help and support throughout the process.

20/80 Covid-19 Update

PH provided the Board with an overview of the work done to support colleagues during the continuing pandemic. He advised that the monthly pulse surveys showed that colleagues remained generally positive. Whilst many colleagues had taken the opportunity to work differently, the survey showed that many colleagues were reporting that there was still a perception of working longer hours than previously and this was being investigated through the extended leadership team. Further efforts to deal with the impact of the latest Covid restrictions and expectations were underway.

SS left the meeting

20/81 Nomination Committee Report

MJ advised that there had been a number of discussions at NomCo as to the definition that should be applied to the NED role on the Board. It had been agreed that the NED's should be able to show demonstrable representation from one of the payments constituencies, with further specifications noted in the role profile. After consideration, the proposed role specification was agreed.

20/82 Terms of Reference

LGAS – The updated Terms of Reference for the Committee were reviewed and approved.

Nomination Committee – MJ advised that the Terms of Reference had been updated to reflect the revised process for reviewing and approving Directors' conflicts of interest. After discussion, the revised Terms of Reference for the Committee were approved.

20/83 Board Appointments

The resignation of Melanie Johnson as a Director of the Company with effect from 30 October 2020 was noted.

It was resolved that Mark Hoban be appointed as a Director and Independent Chair of the Company with effect from 1 November 2020 for a period of three years until 31 December 2023.

MGH left the meeting

On behalf of the Board, RST offered MJ heartfelt thanks for the service that she had given Pay.UK, in particular her work in leading the Company through a period of significant transformation and change.

There being no further business, the Chair declared the meeting closed.

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Chair