

TOTSCO BOARD MEETING SUMMARY

DATE	17 July 2023
LOCATION	Teams
DIRECTORS PRESENT	Dee Cheek (Large Retail Provider constituency) Andrew Glover (Small Retail Provider constituency) Nick Holland (Business Focussed Provider constituency) Justin Hornby (Medium Retail Provider constituency) Claudio Pollack (Independent Chair) Ben Shaw (Large Retail Provider constituency) Gita Sorensen (New Infrastructure Provider constituency)
DIRECTORS ABSENT	None
OTHERS PRESENT	Paul Bradbury (TOTSCo Chief Executive) Rob Bratby (TOTSCo General Counsel) David Halliday (Office of the Telecommunications Adjudicator 2) Rob Jex (TOTSCo Company Secretary)

AGENDA ITEMS

Preliminary: business of the meeting and approval of the minutes of the Board meeting on 5 July 2023

- 1) Approval of new TOTSCo Members
- 2) Hub vendor update
- 3) Hub charging structure
- 4) One Touch Switch (OTS) Go Live and Business User Switching
- 5) TOTSCo operational risks
- 6) TOTSCo financial results
- 7) New TOTSCo Website
- 8) TOTSCo Stakeholder Forum on 17th July
- 9) TOTSCo Governance Support
- 10) Independent Director Recruitment
- 11) Any other business
- 12) Next board meeting

MINUTES

AGENDA ITEM	1
DISCUSSION POINT	Approval of new TOTSCo Members
CONCLUSION/ RECOMMENDATION	The Board approved the applications for membership of TOTSCo from: (i) Dial 9 Communications Limited; and (ii) Compucare Computer Servicing Limited.

AGENDA ITEM	2
DISCUSSION POINT	Hub vendor update
CONCLUSION/ RECOMMENDATION	The Directors congratulated the TOTSCo team on the successful “go-live” of the technical onboarding process on 10 July and welcomed the news that 59 residential fixed voice and broadband providers had registered as TOTSCo hub customers by 14 July. It was noted that acceptance testing of the Test Simulator was underway and that this would be available, as planned, from 28 July.

AGENDA ITEM	3
DISCUSSION POINT	Hub charging structure
CONCLUSION/ RECOMMENDATION	The Board resolved that the CEO and Chair should be authorised to agree a final version, for publication, of the proposal for a charging structure for TOTSCo hub use for OTS for the period 2023 to 2025.

AGENDA ITEM	4
DISCUSSION POINT	One Touch Switch (OTS) Go Live
CONCLUSION/ RECOMMENDATION	The Board agreed, by a majority of six votes to one, that TOTSCo should announce 14 March 2024 as its target date for residential OTS go-live, and that the announcement should be accompanied by an updated plan setting out how TOTSCo anticipated RCPs would progress between interim milestones to the go-live target, what was expected of them at each stage of the process and what TOTSCo would do to support them.

AGENDA ITEM	5
DISCUSSION POINT	TOTSCo operational risks
CONCLUSION/ RECOMMENDATION	The Board noted a paper which categorized and summarized the major operational risks to OTS. It was noted that each risk had an owner in the TOTSCo Executive who would be exploring in detail its likelihood and potential impact, alongside potential mitigations, and that these would be reported periodically to the Board. It was noted that the separate workstream exploring the risks and potential mitigations associated with matching failures would report its progress to the Board meeting on 31 July.

AGENDA ITEM	6
DISCUSSION POINT	TOTSCo financial results
CONCLUSION/ RECOMMENDATION	The Board noted the company's financial results to the end of June 2023 and that these were showing a favourable variance against budget both on expenditure in June and also for the overall total expended on the OTS project to date.

AGENDA ITEM	7
DISCUSSION POINT	New TOTSCo Website
CONCLUSION/ RECOMMENDATION	The Board noted a progress report on the new website.

AGENDA ITEM	8
DISCUSSION POINT	TOTSCo Stakeholder Forum on 17 July
CONCLUSION/ RECOMMENDATION	The Board noted the draft agenda for the Stakeholder Forum and welcomed the extension of the time allocated for the meeting to two hours.

AGENDA ITEM	9
DISCUSSION POINT	TOTSCo Governance Support
CONCLUSION/ RECOMMENDATION	The Board noted that Jeremy Newman had been appointed, initially as an advisor to the Board for three months, to help TOTSCo develop further its governance and control and risk management frameworks and to ensure that these are appropriate and proportionate for the organisation. It was noted that Mr Newman would be invited to attend forthcoming Board meetings.

AGENDA ITEM	10
DISCUSSION POINT	Independent Director Recruitment
CONCLUSION/ RECOMMENDATION	The Board noted an update from the Chair on the progress of the exercise to recruit two new independent Non-Executive Directors to the TOTSCo Board.

AGENDA ITEM	11
DISCUSSION POINT	Any Other Business
CONCLUSION/ RECOMMENDATION	The Board agreed that it would be helpful for Directors and registered stakeholders to be notified, by e-mail, when TOTSCo publishes significant documents on its website.

Next Board meeting will be 9.30am on Monday 31 July 2023

Glossary

OTS = One Touch Switch

CP = Communications Provider

OTA2 = Office of the Telecommunications Adjudicator

TOTSCo = The One Touch Switching Company Ltd