

TOTSCO BOARD MEETING SUMMARY

DATE	22 January 2024
LOCATION	Teams
DIRECTORS PRESENT	Dee Cheek (Large Retail Providers Constituency) Andrew Glover (Small Retail Providers Constituency) (to item 7) Nick Holland (Business Focussed Providers Constituency) Shrin Honap (Independent Director) Justin Hornby (Medium Retail Providers Constituency) (to item 7) Claudio Pollack (Independent Chair) Jo Prowse (Independent Director) Ben Shaw (Large Retail Providers Constituency) Gita Sorensen (New Infrastructure Providers Constituency) (to item 7)
DIRECTORS ABSENT	None
OTHERS PRESENT	Paul Bradbury (TOTSCo CEO) Rob Bratby (TOTSCo General Counsel) David Halliday (OTA2) (to item 6) Rob Jex (TOTSCo Company Secretary) Jeremy Newman (TOTSCo Governance Advisor) (item 1) Katharine Wilkinson (TOTSCo Finance Controller) (item 5) TOTSCo Managed Access Lead (item 7)

AGENDA ITEMS

Preliminary: business of the meeting and approval of the minutes of the Board meeting on 8 January 2024

- 1) TOTSCo Governance Code
- 2) Industry Testing Programme
- 3) OTS Go-Live Re-Planning
- 4) TOTSCo Hub Programme
- 5) December 2023 Finance Report
- 6) Contact Directory for Process Queries
- 7) Managed Access Provider Agreement
- 8) Stakeholder Forum
- 9) Any other business
- 10) Next board meeting

MINUTES

AGENDA ITEM	1
DISCUSSION POINT	TOTSCo Governance Code
CONCLUSION/ RECOMMENDATION	The Board agreed a recommendation that TOTSCo should adopt the Wates Corporate Governance Principles for Large Private Companies.
AGENDA ITEM	2
DISCUSSION POINT	Industry Testing Programme
CONCLUSION/ RECOMMENDATION	The Board discussed and noted an update on the progress of the industry testing programme.

AGENDA ITEM	3
DISCUSSION POINT	One Touch Switch Go-Live Replanning
CONCLUSION/ RECOMMENDATION	The Board discussed and noted an update on progress towards a re-planned OTS go-live date.

AGENDA ITEM	4
DISCUSSION POINT	Hub Programme
CONCLUSION/ RECOMMENDATION	The Board discussed and noted an update on the progress of the hub programme.

AGENDA ITEM	5
DISCUSSION POINT	Finance Report
CONCLUSION/ RECOMMENDATION	The Board discussed and noted a report on TOTSCo's financial position to 31 December 2023.

AGENDA ITEM	6
DISCUSSION POINT	Contract Directory for Process Queries
CONCLUSION/ RECOMMENDATION	The Board noted an update from the CEO on the progress of discussions with the Industry Process Group on its proposal that TOTSCo should provide a technical mechanism for CPs to communicate with one another on an ad hoc basis on customer issues that could not be resolved within the hub process. The Board agreed in principle that an appropriate mechanism should be provided.

AGENDA ITEM	7
DISCUSSION POINT	Managed Access Provider (MAP) Agreement
CONCLUSION/ RECOMMENDATION	The Board RESOLVED that the CEO and General Counsel should be authorised to agree the final version of the MAP Agreement, for publication.

AGENDA ITEM	8
DISCUSSION POINT	Stakeholder Forum
CONCLUSION/ RECOMMENDATION	The Board noted an update on preparations for the Stakeholder Forum on 31 January.

AGENDA ITEM	9
DISCUSSION POINT	Any Other Business
CONCLUSION/ RECOMMENDATION	There was none.

The next TOTSCo Board meeting will be at 9.30am on Monday 5 February 2024

Glossary

OTS = One Touch Switch

CP = Communications Provider

OTA2 = Office of the Telecommunications Adjudicator

TOTSCo = The One Touch Switching Company Ltd