

## TOTSCO BOARD MEETING SUMMARY

<b>DATE</b>	10 June 2024
<b>LOCATION</b>	Teams
<b>DIRECTORS PRESENT</b>	Jeremy Chelot (New Infrastructure Providers Constituency) Andrew Glover (Small Retail Providers Constituency) Anne Hoitink (Medium Retail Providers Constituency) Nick Holland (Business Focussed Providers Constituency) Shrin Honap (Independent Director) Claudio Pollack (Independent Chair) Jo Prowse (Independent Director) Ben Shaw (Large Retail Providers Constituency) Mark Stephens (Large Retail Providers Constituency)
<b>DIRECTOR ABSENT</b>	Dee Cheek (Large Retail Providers Constituency)
<b>DIRECTOR OBSERVING</b>	David Rodman (Large Retail Providers Constituency)
<b>OTHERS PRESENT</b>	Paul Bradbury (TOTSCo CEO) (except item 1) David Halliday (OTA2) Rob Jex (TOTSCo Company Secretary) Jason Bird (TOTSCo Chief Information Security Officer) (item 4)

### AGENDA ITEMS

Preliminary: business of the meeting and approval of the minutes of the Board meeting on 29 May 2024

- 1) CEO's Performance Evaluation, Objectives and Remuneration
- 2) Wates Code
- 3) Hub and Industry Testing Programmes
- 4) Information Security Update
- 5) Board Meetings During August
- 6) Other Updates
- 7) Any other business
- 8) Next board meeting

### MINUTES

<b>AGENDA ITEM</b>	<b>1</b>
<b>DISCUSSION POINT</b>	CEO's Performance Evaluation, Objectives and Remuneration
<b>CONCLUSION/ RECOMMENDATION</b>	The Board APPROVED, as recommended and endorsed by TOTSCo's Remuneration Committee: (i) the evaluation of the CEO's performance against his objectives for 2023/24; (ii) the CEO's objectives for 2024/25; and (iii) the CEO's remuneration.
<b>AGENDA ITEM</b>	<b>2</b>
<b>DISCUSSION POINT</b>	Wates Code
<b>CONCLUSION/ RECOMMENDATION</b>	The Board reaffirmed its decision of 22 January 2024 that TOTSCo should adopt the Wates Corporate Governance Principles for Large Private

	Companies. However, the Board clarified that TOTSCo would only formally adopt the Code after it had carried out an evaluation of the requirements of the Code and developed a plan of action in relation to those requirements.
<b>AGENDA ITEM</b>	<b>3</b>
<b>DISCUSSION POINT</b>	Hub and Industry Testing Programmes
<b>CONCLUSION/RECOMMENDATION</b>	The Board discussed and noted an update from the CEO on the Hub and Industry Testing programmes.
<b>AGENDA ITEM</b>	<b>4</b>
<b>DISCUSSION POINT</b>	Information Security Update
<b>CONCLUSION/RECOMMENDATION</b>	The Board discussed and noted a presentation from TOTSCo’s CISO, Jason Bird, which outlined the company’s approach to handling information and data in the hub and Customer Relationship Management portal; explained how security risks were currently being mitigated in those areas and the work that was underway to further mitigate those risks.
<b>AGENDA ITEM</b>	<b>5</b>
<b>DISCUSSION POINT</b>	Board Meetings During August
<b>CONCLUSION/RECOMMENDATION</b>	The Directors noted that the Board meetings currently scheduled for 6 and 19 August would be cancelled and replaced by a meeting during week commencing 12 August.
<b>AGENDA ITEM</b>	<b>6</b>
<b>DISCUSSION POINT</b>	Other Updates
<b>CONCLUSION/RECOMMENDATION</b>	The Board noted updates from the CEO on: (i) the workstream on business switching; and (ii) TOTSCo’s data sharing policy.
<b>AGENDA ITEM</b>	<b>7</b>
<b>DISCUSSION POINT</b>	Any Other Business
<b>CONCLUSION/RECOMMENDATION</b>	Ofcom: The Board noted that the next meeting between Ofcom, TOTSCo and the four largest CPs to discuss OTS preparations was scheduled for 13 June.

The next TOTSCo Board meeting will be at 1.30pm on Tuesday 25 June 2024.

## Glossary

OTS = One Touch Switch  
 CP = Communications Provider  
 MAP = Managed Access Provider  
 OTA2 = Office of the Telecommunications Adjudicator  
 TOTSCo = The One Touch Switching Company Ltd