

TOTSCO BOARD MEETING SUMMARY

DATE	8 July 2024
LOCATION	Teams
DIRECTORS PRESENT	Dee Cheek (Large Retail Providers Constituency) 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)
DIRECTORS ABSENT	None
OTHERS PRESENT	Paul Bradbury (TOTSCo CEO) Rob Bratby (TOTSCo General Counsel) David Halliday (OTA2) Rob Jex (TOTSCo Company Secretary) Toby Lovell (TOTSCo Chief-of-Staff) Mark Goodridge (Chairman, OE Cam) (item 1)

AGENDA ITEMS

Preliminary: business of the meeting and approval of the minutes of the Board meeting on 25 June 2024

- 1) TOTSCo Board Strategy Day
- 2) Hub and Industry Testing Programmes
- 3) Data Sharing
- 4) Business Switching
- 5) TOTSCo Decision-Making
- 6) TOTSCo Remuneration Committee
- 7) Any other business
- 8) Remuneration of TOTSCo's Independent Directors
- 9) Next Board meeting

MINUTES

AGENDA ITEM	1
DISCUSSION POINT	TOTSCo Board Strategy Day
CONCLUSION/ RECOMMENDATION	The Chief-of-Staff introduced Mark Goodridge, Chairman of OE Cam, who had agreed to act as the facilitator at the Board's Strategy Day on 17 July, and updated the Board on the arrangements for the event.
AGENDA ITEM	2
DISCUSSION POINT	Hub and Industry Testing Programmes
CONCLUSION/ RECOMMENDATION	The Board noted an update from the CEO on the Hub and Industry testing programmes.

AGENDA ITEM	3
DISCUSSION POINT	Data Sharing
CONCLUSION/ RECOMMENDATION	The Board noted no responses had been received from stakeholders to TOTSCo's proposal that the names of brands in TOTSCo's Pre-Production (Integration Test) Directory should be published. Therefore a further TOTSCo Bulletin would be published, confirming this and also proposing, subject to stakeholders' comments, that the Production Directory should continue to be published beyond the trials and into live OTS.
AGENDA ITEM	4
DISCUSSION POINT	Business Switching
CONCLUSION/ RECOMMENDATION	The Board discussed and noted an update from the CEO on a further meeting he and the Chair had had with the Gaining Provider Led Business Switching Group.
AGENDA ITEM	5
DISCUSSION POINT	TOTSCo Decision-Making
CONCLUSION/ RECOMMENDATION	The Board agreed some temporary amendments to TOTSCo's authorities to give the company additional decision-making flexibility in the lead up to OTS go-live on 12 September.
AGENDA ITEM	6
DISCUSSION POINT	TOTSCo Remuneration Committee
CONCLUSION/ RECOMMENDATION	The Board noted a report from Jo Prowse, the Chair of TOTSCo's Remuneration Committee, on that Committee's third meeting on 5 July.
AGENDA ITEM	7
DISCUSSION POINT	Any Other Business
CONCLUSION/ RECOMMENDATION	There was none.
AGENDA ITEM	8
DISCUSSION POINT	Remuneration of TOTSCo's Independent Directors
CONCLUSION/ RECOMMENDATION	Dee Cheek chaired this agenda item, from which the Independent Chair, Claudio Pollack and Independent Directors, Shrin Honap and Jo Prowse, were recused. The Board reviewed and agreed the recommendations of TOTSCo's Committee for the Remuneration of the Independent Chair and Non-Executive Directors in respect of the Independent Chair and Directors.

The next TOTSCo Board meeting will be at 9.30am on Tuesday 23 July 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