

TOTSCO BOARD MEETING SUMMARY

DATE	23 April 2025
LOCATION	Teams
DIRECTORS PRESENT	Simon Burckhardt (Business Focussed Providers Constituency) (from item 5) Jeremy Chelot (New Infrastructure Providers Constituency) Mick Everett (Small Retail 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)
DIRECTORS ABSENT	Anne Hoitink (Medium Retail Providers Constituency) Nick Holland (Business Focussed Providers Constituency)
OTHERS PRESENT	Paul Bradbury (TOTSCo CEO) (from item 3) Rob Bratby (TOTSCo General Counsel) (from item 3) Rob Jex (TOTSCo Company Secretary) Keely Beecroft (TOTSCo Head of Communications) (item 6)

AGENDA ITEMS

Preliminary: business of the meeting and approval of the minutes of the Board meeting on 18 March 2025

- 1) Remuneration Committee
- 2) CEO's Performance Evaluation, Objectives and Remuneration
- 3) Declaration of Interest
- 4) Gaining Provider Led Business (GPLB) Switching Programme Update
- 5) GPLB Price List
- 6) Stakeholder Engagement and Communication Strategy
- 7) Ofcom Engagement
- 8) OTS Pricing Review
- 9) Financial Report to 31 March 2025
- 10) Paper for Noting
- 11) Any Other Business

MINUTES

AGENDA ITEM	1
DISCUSSION POINT	Remuneration Committee
CONCLUSION/ RECOMMENDATION	The Board noted a report from Jo Prowse, the Chair of the Remuneration Committee, on the Committee's 31 March meeting.
AGENDA ITEM	2
DISCUSSION POINT	CEO's Performance Evaluation, Objectives and Remuneration
CONCLUSION/ RECOMMENDATION	The Board APPROVED, as recommended and endorsed by TOTSCo's Remuneration Committee: (i) the evaluation of the CEO's performance against

	his objectives for 2024/25; (ii) the CEO’s objectives for 2025/26; and (iii) the CEO’s remuneration.
AGENDA ITEM	3
DISCUSSION POINT	Declaration of Interest
CONCLUSION/ RECOMMENDATION	The Chair reported, on behalf of Neena Rupani, that Ms Rupani had been appointed as an Associate Non-Executive Director to the board of NHS Resolution (NHSR).
AGENDA ITEM	4
DISCUSSION POINT	Gaining Provider Led Business Switching (GPLB) Programme Update
CONCLUSION/ RECOMMENDATION	The Board discussed and noted an update from the CEO on TOTSCo’s GPLB programme.
AGENDA ITEM	5
DISCUSSION POINT	GPLB Price List
CONCLUSION/ RECOMMENDATION	The Board resolved, by a majority of six votes to two, that the CEO, acting with the Chair, was authorised to revise, finalise and publish TOTSCo’s GPLB price list, following further work to determine the measure of CP “size” to be used to calculate the unit charges, and to issue that revised price list and a notification to CPs and MAPs of changes to the User and MAP Agreements.
AGENDA ITEM	6
DISCUSSION POINT	Stakeholder Engagement and Communication Strategy
CONCLUSION/ RECOMMENDATION	The Board welcomed and noted a presentation from TOTSCo’s Head of Communications which set out TOTSCo’s communication and engagement objectives, analysed gaps in, and challenges to, the company’s current approach, and set out next steps for the development of, and enhancement to, the communication strategy.
AGENDA ITEM	7
DISCUSSION POINT	Ofcom Engagement
CONCLUSION/ RECOMMENDATION	The Board noted a report from the CEO on a recent meeting he, the Chair and OTA2 had had with Ofcom.
AGENDA ITEM	8
DISCUSSION POINT	OTS Pricing Review
CONCLUSION/ RECOMMENDATION	The Board noted that TOTSCo would shortly be issuing a “call for input” to industry stakeholders to understand their views on the current OTS Pricing model and whether there was support, or not, for any changes to it. An analysis of responses would contribute to the development of TOTSCo’s proposals for the OTS Pricing Structure for 2026, which would be subject to consultation with industry later in the year.
AGENDA ITEM	9
DISCUSSION POINT	Financial report to 31 March 2025
CONCLUSION/ RECOMMENDATION	The Board noted TOTSCo’s financial position at 31 March 2025 and an analysis of expenditure against budget in the 2024/25 financial year.

AGENDA ITEM	10
DISCUSSION POINT	Paper for Noting
CONCLUSION/ RECOMMENDATION	The Board noted the OTS Update.
AGENDA ITEM	11
DISCUSSION POINT	Any Other Business
CONCLUSION/ RECOMMENDATION	There was no substantive additional business.

The next TOTSCo Board meeting will be at 2pm on Wednesday 21 May 2025.

Glossary

OTS = One Touch Switch
CP = Communications Provider
GPLB = Gaining Provider-Led Business Switching
MAP = Managed Access Provider
OTA2 = Office of the Telecommunications Adjudicator
SLAs = Service Level Agreements
TOTSCo = The One Touch Switching Company Ltd