
**Minutes of a LINK Scheme Ltd Board Meeting
Held on Wednesday 2nd December 2015
The Institute of Directors, 116 Pall Mall, London**

Present:

Dr. Ken Andrew - Chairman
Tim Allen
Jenny Campbell
John Howells
Lord David Hunt

Apologies

Michael Coffey

In Attendance:

Mary Buffee – Secretariat
Sue Wallace was in attendance from agenda item 4 onwards.

1. Welcome and Minutes and Matters Arising from the Board Meeting on 4th November

The minutes of 4th November had already been approved via e-mail.

The Chairman updated the Board on progress with the appointment of new Independent Non-Executive Directors (INED). Russell Reynolds are progressing well and have found some extremely strong candidates to fill both the consumer and finance INED positions. The Chairman has confirmed he is meeting the individuals vetted by the agency and, after discussing these with John Howells, he will meet with Lord Hunt to decide who the final candidates should be. These will then need confirming by NMC.

Lord Hunt provided the Board with an update on the appointment of the Member Non-Executive Directors (MNED). Lord Hunt confirmed following the Panel's offer to support the selection process he had approached Mark Boleat and Claudia Arney to assist in this matter. Mark has confirmed his support and Lord Hunt is awaiting a response from Claudia. Interviews will be carried out as soon as possible and a recommendation made to the Chairman on who should be appointed. The Chairman confirmed he will accept the recommendations of the Panel, and that the NMC will then be notified of the successful candidates.

In relation to the 2016 Cost Study, John Howells confirmed that he had spoken to a number of Members, and there wasn't support to defer next year's Study. This will therefore go ahead as usual, in parallel with the Interchange Review. This thinking will also be explained at the upcoming NMC meeting.

The Board then discussed commercial supplier matters. This discussion is redacted on commercial grounds.

3. Independent Governance Review Workstream and Next Steps

Lord Hunt confirmed that he had covered the key points on the set up of the Board under matters arising.

The Board agreed that confirmation of appointments by LSL Board could be carried out via e-mail, given the tight time constraints. The Board also approved the draft contracts from A&O and gave delegated authority to Ken Andrew to sign the INED and MNED contracts and delegated authority to Lord Hunt to sign the Chairman's contract.

Lord Hunt then gave his apologies and left the meeting.

4. Update on Commercial Workstream Including Contract Negotiations and Separation

The Board the discussed the Commercial Workstream. This discussion is redacted on commercial grounds.

5. Update on VocaLink and Switch Ownership Discussions

The Board agreed there was no further debate needed, given the discussion under matters arising.

6. Scheme Finances

Board was updated on the position with Scheme finances. This discussion has been redacted on commercial grounds.

7. AOB and Date of the Next Meeting

There was one item of AOB raised regarding a recent fine imposed on a Member by the PRA for matters of financing linked to an ATM outsourcing arrangement. The Board discussed the levels of control and oversight available to the Scheme under existing Rules. It was also noted that the Independent Governance Review had recommended strengthening the Scheme in areas such as compliance. It was agreed that a paper on how to take forward this recommendation would be brought to the January Board meeting.
ACTION: JOHN HOWELLS.

The Chairman then thanked Tim Allen, Jenny Campbell, and Michael Coffey for their contributions as Board Directors, given that they will be resigning from the Board on the 5th January 2016, when their terms expire. It was noted that resigning Board Directors need take no action, as the resignations were set in place at the time of appointment.

The date for the next meeting is Wednesday 6th January at 10.30. This meeting will be held at a new venue, 33 St James's Square SW1Y 4JS.