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**Minutes of a Link Scheme Holdings Ltd (the “Company”) Board Meeting Telephone  
Call held on Friday 28<sup>th</sup> December 2018**

**Present:**

Sir Mark Boleat – Chairman  
John Gill  
Tracey Graham  
John Howells  
Lord David Hunt  
Bill Raynal  
Liz Richards  
David Rigney

**Apologies:**

None

**In Attendance:**

Mary Buffee – LINK Scheme Executive  
Gary Henshaw – LINK Scheme Executive  
Mike Knight – LINK Scheme Executive  
Graham Mott – LINK Scheme Executive  
Adrian Roberts – LINK Scheme Executive  
Sue Wallace – LINK Scheme Executive

**1. Welcome and Conflict of Interest Declarations**

The Chairman welcomed the Directors and those in attendance to the meeting.

The Chairman reminded the Directors of their obligations under the Companies Act 2006 and the Articles of Association of the Company to declare the nature and extent of their interests (whether direct or indirect) in a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

As required by section 175 of the Act and the Articles, each Director (as applicable) confirmed and declared the nature and extent of his/her interest (whether direct or indirect) in accordance with section 175 of the Act and the Articles (the Conflicted Directors).

David Rigney declared his position as Non-Executive Director of Principality Building Society which has a contractual relationship with a Network Member.

**2. Infrastructure Tender**

The Board was informed that, during the moderation session on 19<sup>th</sup> December 2018 the Review Panel had confirmed that it was satisfied:

- (i) with the scoring, due diligence and evaluation of the short-listed suppliers as presented by the Bid Team.
- (ii) that a thorough and rigorous process had been carried out including a debate on the level of transition risk of each supplier.

The Board agreed that both FIS and Vocalink had met the requirements of the bid process and were credible suppliers. The Board therefore approved that both companies should be taken through to the next stage and authorised the Bid Team to notify each of the outcome of its bid. **ACTION : COO.**

The Board noted that the written summary of the moderation session with the Review Panel will be written up and used as the basis of the next PSR SD4 Compliance report due at the end of January 2019. **ACTION : COO.**

### **3. AOB**

(Redacted under Confidential Grounds)

### **4. Next Meeting**

The next meeting will be held on Wednesday 9<sup>th</sup> January 2019 at 10.00 am (Redacted under Confidential Grounds)