

15 December 2025

PAPER CLASSIFICATION: PRIVATE AND CONFIDENTIAL

**Minutes of the Meeting of the
Board of Trustees
held on Monday, 15 December 2025 at 16:00
held via Team meeting**

Present: Dawn Ohlson (Chair)
Yewande Akinola
Katy Deacon
Warren East
Mark Goudie
Simon Harrison
Graham Herries
Justina Ho
Sam Hubbard
Ian MacGillivray
Paul Needham
Andy Rogers
Mamta Singhal

In attendance: Toni Allen (Chief Engagement and Growth Officer)
Ed Almond (Chief Executive and Secretary)
Warren Bath (Operations Director)
Neil Burton (Mills and Reeve LLP)
Morna Dason-Barber (People Director)
Fiona Dew (Governance Manager – Engagement)
Anni Feng (Working Party member)
Sandra Godman (Governance Manager – Compliance)
Judith Houston (Mills and Reeve LLP)
Zaheed Hussein (Group General Counsel)
Sara Killingworth (Portfolio and Product Management Director)
Christopher Knibb (Governance and External Engagement Director)
Steve Pybus (Working Party member and Chair of Council)
John Sullivan (Chief Technology Information Officer)
Ben Wylie (Chief Financial Officer)

1. Welcome and Apologies for Absence

1.1. The Chair welcomed members to this special meeting. Apologies for absence were received from Simon Hart, Mark Goudie, Trudy Norris-Gray and Sam Presely.

2. Conflicts of Interest

No conflicts of interest were declared.

3. Governance Proposals

3.1. Dawn introduced paper (T(25)102), presenting proposals brought forward by the Governance Structure Review Working Party (the Working Party). The Board was reminded that it had previously been briefed on the process undertaken – which had been a bottom-up approach, with review against design principles that the Board approved in September. The Working Party wishes to assure the Board that the proposal is future-proof and adaptable and has been designed to ensure the Board has the assurance and oversight support that it needs.

Minutes 3.2 to 3.10 are confidential

3.2. In summary, the Board felt that the proposals represented a streamlined and fresh approach to what currently seems overly heavyweight. At this stage, it feels very aligned to address issues that have been raised by the Board during previous governance reviews. The Board approved the proposed structure as appropriate for consultation and confirmed support for the Working Party and CES in progressing the next steps.

3.11. The Board will welcome a further report prior to member consultation and approved the formation of a dedicated taskforce to oversee this work, reporting to the Working Party.

4. Date of Next Meeting

The next scheduled meeting will be Monday, 2 February 2026 at 17.00 (virtual).

Minutes Approved:

Date: _____