UBICO LIMITED

MINUTES OF BOARD MEETING
HELD ON FRIDAY 2 OCTOBER 2026 AT 15:00
VIA TEAMS

PUBLIC COPY

DIRECTORS PRESENT

William McCarthy (Chair)	WM	Director
Patrick Ricketts	PR	Director
Katie Lyons	KL	Director
Claire Hughes	CH	Director
Ollie Woodhams	OW	Director
Nigel Brinn	NB	Director
Sarah Valdus	SV	Director
Beth Boughton	BB	Managing Director
Brian Jarvis	BJ	Finance Director

IN ATTENDANCE

Acting Operations Director
Deputy Operations Director
Head of Law, One Legal
Head of People
INED observer
Senior Manager, Bishop Fleming
Executive Support Manager

Item	Subject	Action for
1.	**APOLOGIES FOR ABSENCE** Mark Bramwell, INED observer Elena Melnik, INED observer	
2.	**NOTICE AND QUORUM** The chair reported that due notice of the meeting had been given and that a quorum was present. The board was asked to note that in both the shareholder agreement and the board terms of reference, no two meetings of the board should be held more than three months apart. Due to having to re-arrange the date of this meeting to accommodate a Gloucestershire LGR meeting, there has been a three-and-a-half-month gap between board meetings. The minimum requirement for four board meetings per year has not been compromised. The shareholders have been informed.	
3.	**DECLARATIONS OF INTEREST** The acting operations director and deputy operations director declared a potential interest in item 5.3 and will recuse themselves from that part of the meeting. Director SV declared an interest as a member of the Wiltshire Norse board. She confirmed that no conflicts of interest were identified in relation to the items on the agenda and would declare any future conflicts should they arise.	
4.	**MINUTES OF LAST BOARD MEETING HELD ON 18 JUNE 2026/ REVIEW OF ACTIONS TABLE** The chair invited the board to comment on the accuracy of the minutes. There were no observations. It was noted that all actions had been completed. The minutes were approved and digitally signed by Director CH, the chair of that meeting, as an accurate record.	

PUBLIC COPY

5.	**BUSINESS OF THE MEETING**	
5.1	**Annual accounts and external audit report year end** Exempt from publication under FOIA section 43(2) commercial interest. Annual accounts will be available on our website once they have been filed at Companies House.	
5.2	**Annual report 2025/26** The managing director presented the annual report, which will be published alongside the accounts on Ubico's website. She thanked those who had reviewed the report in advance, noting that their feedback had been incorporated, including the addition of key performance statistics. Any further board feedback would be considered before the report is presented to the shareholders following the AGM. The board praised the annual report as professional and reflective of Ubico's continued improvement, maturity, culture and values. The chair thanked everyone involved, and the managing director confirmed that, subject to no further edits, the report would proceed to the AGM. The board considered the draft report and **RESOLVED** to recommend it to shareholders for consideration at the shareholder forum in October 2026.	
5.3	**Report from Governance & Nominations Committee on 14 July 2026** Exempt from publication under FOIA section 43(2) commercial interest.	
5.4	**Policies for board approval** The managing director advised that three policies required board approval, noting that, following a governance and nominations committee decision to reduce the size of board papers, the policies had been circulated separately rather than appended to the pack. The managing director briefly outlined the changes to each policy. <u>Safeguarding Policy</u> The managing director outlined updates to the safeguarding policy, including additional examples of safeguarding concerns for adults and a new safer recruitment section. Following trade union feedback, further clarification would be added on the DBS checking and renewal process. Director OW asked whether retrospective DBS checks for existing employees could present issues with employees transferring under the Wiltshire contract. The managing director advised that DBS checks are only required for limited roles; the head of people confirmed that no current Wiltshire roles required such checks.	

PUBLIC COPY

	Anti-harassment and Anti-bullying Policy The managing director outlined updates to the anti-harassment and anti-bullying policy, including board and shareholder responsibilities, active bystander expectations, third-party harassment, improved employee support information and enhanced training and monitoring arrangements. Separate processes were also being developed for line managers and HR to ensure a consistent response to reported cases. Director SV sought assurance that the anti-harassment and anti-bullying policy covered harassment from external third parties, including residents. The managing director confirmed that this was included and agreed to make the policy available via Teams. Shareholder Engagement Policy The managing director confirmed that no changes were required to the shareholder engagement policy, other than adding a table identifying the link non-executive director for each local authority. Director CH suggested making the policies available via the Teams channel. The managing director agreed, noting that outgoing independent non-executive directors could request copies separately. The board **RESOLVED** to approve the Anti-Harassment and Anti-Bullying Policy, Safeguarding Policy and Shareholder Engagement Policy.	
5.5	**Committee membership appointments** The chair presented the proposed committee appointment changes arising from changes in board membership. He also proposed exploring opportunities for additional committee members to bring relevant skills and experience and provide development opportunities for senior colleagues within the shareholder group. Director KL suggested extending substitute arrangements proposed for the Risk and Audit Committee terms of reference to the governance and nominations committee as well, to support quoracy in the event of unforeseen absence. The chair supported the proposal. The managing director confirmed that a change had already been proposed to allow an alternative executive director to attend if the managing director was not able to and agreed to review the wider substitute arrangements with the head of law, given the differences between the committees' terms of reference. Director CH formally thanked Director PR for his contribution as chair of the governance and nominations committee. The chair thanked Director KL and Director PR for their leadership of the risk and audit and governance and nominations committees respectively, recognising their significant contribution and the strong legacy they leave.	

PUBLIC COPY

	The board **RESOLVED** to approve**:** 1. the appointments to the Risk and Audit Committee as set out in section 6.4 of the report; 2. the appointments to the Governance and Nominations Committee as set out in section 6.5 of the report; 3. the amendments to the terms of reference for both committees to include interim arrangements to ensure meetings remain quorate in exceptional circumstances, as detailed in sections 6.4 and 6.5 of the report.	
6.	**BRIEFING AND DISCUSSION ITEMS**	
6.1	**Report from the Risk & Audit Committee on 4 September 2026** Exempt from publication under FOIA section 43(2) commercial interest.	
6.2	**SHEQ (Safety, Health, Environment and Quality) report** Exempt from publication under FOIA section 43(2) commercial interest. Our Health and Safety Policy can be found on the company's website: https://www.ubico.co.uk/support/health-and-safety-policy-statement/	
6.3	**Acting operations director report** Exempt from publication under FOIA section 43(2) commercial interest.	
6.4	**Managing director report** Exempt from publication under FOIA section 43(2) commercial interest. You can find more about our client relationships on companies house: https://find-and-update.company-information.service.gov.uk/company/07824292/filing-history	
6.5	**Risk report** Exempt from publication under FOIA section 43(2) commercial interest. For more information regarding our risk approach please read as part of the annual business plan: ubico-business-plan-202627-final.pdf	

PUBLIC COPY

6.6	**Finance report** The report discusses finances and performance against budgets, procurement activity and cyber defence provision as standing items. Exempt from publication under FOIA section 43(2) commercial interest and section 31 crime prevention. For more information on our finances: annual-accounts-2024-25.pdf	
6.7	**Business development/opportunities report** Exempt from publication under FOIA section 43(2) commercial interest.	
6.8	**Key communications from board** Exempt from publication under FOIA section 43(2) commercial interest.	
7.	**ITEMS TO BE NOTED** The board noted the items presented. It was recognised that the unusually high volume reflected the significant procurement, legal and contractual work undertaken to support the Wiltshire mobilisation. Director CH acknowledged the considerable work involved and passed on the board's thanks to all those involved.	
8.	**FORWARD PLAN** The forward plan was noted.	
9.	**ANY OTHER BUSINESS** The chair recorded the board's formal thanks and appreciation to Directors KL and PR for their significant contribution as independent directors. He recognised the passion, ambition, drive, support and creativity they had brought to the board and the company, as well as their support to the senior team and their leadership of the board committees. The chair noted that both would be greatly missed and that their contributions would be celebrated further at the lunch before the November 2026 meeting. Director KL thanked the board and reflected positively on Ubico's growth and the strength of the team, noting that it was a good time to hand over and wishing her successor well. Director PR expressed his appreciation for the opportunities Ubico had provided during his time as an independent director. He reflected positively on the company's development and expressed pride in the journey and achievements shared with the board.	

PUBLIC COPY

	Observer MC reflected positively on his onboarding experience, noting the strength of the team and organisation and the strong foundations established by the outgoing directors and the chair. He looked forward to the challenge of building on these foundations alongside the other new independent directors.	

DATE AND TIME OF NEXT MEETING

17 November 2026 @ 14:00
Watermoor Point, Watermoor Road, Cirencester, GL7 1LF

[Digitally signed]

Date:

PUBLIC COPY