# SBJBC UK (the Company)

**Company number 09015713**

**A company limited by guarantee**

Minutes of a meeting of the Board of Directors (the **Board**) of the Company held by video conference on Friday 1st September 2023 at 14:00.

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| Present (via Zoom): | Sir Sherard Cowper-Coles, Chair (**SCC**)<br>Jennie Gubbins, Deputy Chair (**JG**)<br>Chris Innes-Hopkins, Board Member (**CIH**)<br>Rafat Malik, Board Member (**RM**)<br>Roxana Mohammadian Molina, Board Member (**RMM**)<br>John Davie, Board Member (**JD**)<br>Simon Mayall, Board Member (**SM**)<br>Edward Udny-Lister, Board Member (**EUL**) |
| In attendance: | Cordelia Begbie, Head of Operations (**CB**) |
| Apologies: | Jan Ward, Board Member (**JW**)<br>David Portas, Board Member (**DP**) |

1 **Notice and quorum**

1.1 The Chairman reported that the meeting had been duly convened and a quorum was present. Accordingly, the Chairman declared the meeting open.

2 **Chairman's Introduction**

2.1 The Chairman (SCC) announced that he would not stand for re-election at the AGM on 27 September and consequently he would step down as Chair at that time. Board members respected and appreciated SCC's position and thanked him for his leadership.

2.2 It was agreed that JG as Deputy Chair should convene a small governance group comprising RM and RMM to consider possible candidates to take over as Chair as well as selection criteria. SCC said he would not be involved in the election of a new Chairman and would resign immediately if needed.

2.3 CIH said two possible candidates had been suggested as Chair so far: Lord Gerry Grimstone (former Minister for Investment) and Lord Udny-Lister (EUL). EUL said he would only stand with the full support of the Board and provided HRH Prince Khalid did not see any conflict with his Chairmanship of the UAE-UK Business Council. As a candidate for the position of Chairman he then left the meeting along with SCC, and JG took the Chair.

2.4 It was agreed that if there was no consensus on a new Chair in time for the AGM JG would act as Chair until a new Chairman is found.

## 3 Plans for AGM on 27 September

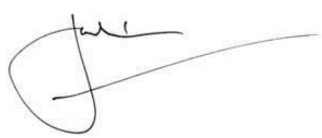
3.1 JG introduced key proposed changes to the Company’s articles of association to allow more than one Deputy Chair to share the load, and to exempt those serving as officers from the requirement to retire by rotation. Chris Innes-Hopkins (CIH) and JG would both otherwise have to step down at this AGM.

3.2 CIH said that the Saudi Ambassador had been invited to attend the AGM after the completion of formal business and the date was in his diary.

3.3 A draft of the notice of annual general meeting was produced to the meeting together with draft amended articles of the same. Each of the same were approved for issuing to the members on Monday 11 September with and subject to any amendments as may be approved by any two directors.

## 4 Other Business

4.1 There being no further business, the meeting was closed at 15:00.



21 September 2023

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**Chair** **Date**