

Board and committee meeting attendance in 2020/2021

During the year the board held seven regular scheduled meetings.

In addition, all members of the board at the relevant dates attended strategy sessions with senior management in December 2020 and May 2021.

The attendance of directors at scheduled meetings of the board and the committees of which they were members during the 2021 financial year is shown in the table below. Some directors also attended committee meetings as invitees during the year, which is not reflected in the table. This included attendance by the executive directors at all meetings of the Audit and Risk Committees during the year. Patricia Halliday did not join the board until the start of the 2022 financial year. She was not therefore eligible to attend any meetings in the 2021 financial year and, as such, is not listed in the table.

The board held 19 additional ad hoc meetings in the year to consider a number of matters, including the group's response to Covid-19 and proposed board appointments. The Audit Committee held two additional ad hoc meetings during the year to discuss progress on the 2020 Annual Report and review the group's Recovery Plan.

The Nomination and Governance Committee held five additional ad hoc meetings during the year to discuss, among other things, the non-executive director recruitment processes, and to consider and recommend to the board the appointments of Mark Pain, Tesula Mohindra and Patricia Halliday. The Remuneration Committee held four additional ad hoc meetings during the year to discuss, among other things, matters relating to compensation planning and changes to the Directors' Remuneration Policy. The Risk Committee held two additional ad hoc meetings during the year to review, among other things, the 2020 ICAAP and key changes to the Internal Liquidity Adequacy Assessment Process. These additional meetings are not reflected in the table on the previous page. Further information on the operation of the board during the Covid-19 pandemic can be found below.

The annual schedule of board meetings is decided a substantial time in advance in order to ensure, so far as possible, the availability of each of the directors. In the event that directors are unable to attend meetings, they receive papers in the normal manner and have the opportunity to relay their comments and questions in advance of the meeting, as well as follow up with the chairman if necessary. The same process applies in respect of the various board committees.

At the end of each of the seven scheduled board meetings in the year, the chairman and the other non-executive directors met without any of the executive directors. In addition, the non-executive directors met during the year on an informal basis to discuss matters relevant to the group.

All non-executive directors receive the papers for meetings of those board committees of which they are not a member, and have a standing invitation to attend those meetings as an observer.

In addition to the calendar of formal board and committee meetings, there are other opportunities for all the directors to meet, both with and without senior management, to discuss the group, its operations, strategy and performance. This year, many of these opportunities have taken place remotely, and include working sessions at which the board considers a particular part of the company's business, performance or strategy in depth. These sessions are valued by the board and provide an additional chance to explore discrete issues in detail and to engage with employees from different levels across the group.

	Board		Audit Committee		Remuneration Committee		Risk Committee		Nomination and Governance Committee	
	Attended	Total	Attended	Total	Attended	Total	Attended	Total	Attended	Total
Executive directors										
Adrian Sainsbury ¹	6	6								
Mike Morgan	7	7								
Preben Prebensen ²	1	1								
Non-executive directors										
Mike Biggs ³	7	7			3	3			5	5
Oliver Corbett ⁴	7	7	5	5	2	2	6	6	5	5
Peter Duffy ⁵	6	7			3	3	6	6		
Lesley Jones	7	7	5	5	5	5	6	6	5	5
Bridget Macaskill ⁶	7	7	3	3	5	5	6	6	5	5
Tesula Mohindra ⁷	1	1								
Mark Pain ⁸	5	5			3	3	4	4	3	3
Sally Williams	7	7	5	5			6	6		
Geoffrey Howe ⁹	2	2	2	2	1	1	2	2	2	2

1 Adrian Sainsbury joined the board as chief executive at the conclusion of the board's meeting on 21 September 2020 and was not therefore eligible to attend all board meetings during the 2021 financial year as a director. However, before becoming a director, he attended all board meetings in the year in his previous role as Banking division managing director.

2 Preben Prebensen ceased to be a director at the conclusion of the board's meeting on 21 September 2020 after deciding to step down as chief executive as previously announced on 24 September 2019.

3 Mike Biggs became a member of the Remuneration Committee with effect from 1 March 2021.

4 Oliver Corbett stepped down as a member of the Remuneration Committee with effect from 1 March 2021.

5 Peter Duffy was unable to attend one meeting of the board due to a pre-existing commitment prior to the finalisation of the board's schedule for 2021. Peter became a member of the Remuneration Committee on 1 March 2021.

6 Bridget Macaskill stepped down as a member of the Audit Committee with effect from 1 March 2021.

7 Tesula Mohindra was appointed as an independent non-executive director and a member of the Risk and Audit Committees with effect from 15 July 2021.

8 Mark Pain was appointed as an independent non-executive director and a member of the Nomination and Governance, and Risk Committees with effect from 1 January 2021 and a member of the Remuneration Committee with effect from 1 March 2021.

9 Geoffrey Howe stepped down as a director at the conclusion of the company's AGM on 19 November 2020, as announced by the company on 22 September 2020.