

## Board and committee meeting attendance in 2019/2020

During the year the board held seven regular scheduled meetings. In addition, all members of the board attended a strategy session with senior management in June 2020.

The attendance of directors at scheduled meetings of the board and the committees of which they were members during the 2020 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.

The board held 11 additional ad hoc meetings in the year to consider a number of matters, including the group's response to Covid-19 and the chief executive succession. The Nomination and Governance Committee held four additional ad hoc meetings during the year to discuss the chief executive succession and non-executive director recruitment processes, and to consider and recommend to the board the appointments of Sally Williams

and Adrian Sainsbury. The Remuneration Committee held two additional ad hoc meetings during the year to discuss executive director pay and the compensation package for the new chief executive. The Risk Committee held one additional ad hoc meeting during the year to review the 2019 Internal Capital Adequacy Assessment Process. These additional meetings are not reflected in the table below. 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. These opportunities include informal dinners as well as 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
<b>Executive directors</b>										
Preben Prebensen <sup>1</sup>	7	7								
Mike Morgan	7	7								
<b>Non-executive directors</b>										
Mike Biggs	7	7							5	5
Oliver Corbett	7	7	5	5	5	5	6	6	5	5
Peter Duffy	7	7					6	6		
Geoffrey Howe	7	7	5	5	5	5	6	6	5	5
Lesley Jones	7	7	5	5	5	5	6	6	5	5
Bridget Macaskill	7	7	5	5	5	5	6	6	5	5
Sally Williams <sup>2</sup>	5	5	3	3			4	4		

<sup>1</sup> 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. 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 board meetings during the 2020 financial year as a director; however, he attended all board meetings in the year in his previous role as Banking division managing director.

<sup>2</sup> Sally Williams was appointed as an independent non-executive director and a member of the Audit and Risk Committees with effect from 1 January 2020.