

MINUTES OF PAHL BOARD MEETING (OPSCO)

SUBJECT:	Meeting (039)	Page 1 of 3
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DATE:	28 August 2018	TIMINGS:	PLANNED:	ACTUAL:
		START:	1000 hrs	1010 hrs
		FINISH:	1015 hrs	1040 hrs
VENUE:	Board Room, Glasgow Prestwick Airport	RELEASED ON:	12 th September 2018	

DATE OF NEXT MEETING:	PLANNED VENUE:	PLANNED START:	PLANNED FINISH:
Tuesday 28 September 2018	Boardroom	0800 hrs	0930 hrs

NO	MINUTES FORMAT:	PARTICIPANTS:	IN ATTENDANCE:
	Quorum	Andrew Miller (AM) – Chair	Gary Cox (GC) (TS)
1.	Declaration of Interests	Stewart Adams (SA)	Jules Matteoni (JM)
2.	Chair's Introductory Remarks	Gordon Arthur (GA)	Sonia Rafferty (SR)
3.	Minutes of Previous Meeting:	Beth Corcoran (BC)	Zoe Kilpatrick (ZK)
	i. OpsCo Meeting of 31 July 2018	Tony Davis (TD)	Janet Kindness-Muir (JK) (Minute taker)
	ii. OpsCo Action Table of 31 July 2018	Paul Neep (PN)	
4.	Papers for Approval:	Valerie Scoular (VS)	APOLOGIES:
	i. [REDACTED] FOISA 33 (1)(b) commercial interests of the company	Ian Forgie (IF)	Frances Pacitti (FP) (TS)
	ii. [REDACTED] FOISA 33 (1)(b) commercial interests of the company		
5.	AOCB		

QUORUM
<p>The chair confirmed that notice of the meeting had been given to the directors in accordance with the articles of association of the Company (the 'Articles').</p> <p>The chair noted that a quorum was present in terms of the Articles and so it was competent to proceed with the business of the meeting.</p>
1. DECLARATION OF INTERESTS
<p>1.1 The non-executive directors declared that they had no new interests in the business of the meeting that they were required to declare under section 177 of the Companies Act 2006.</p>
2. CHAIRMAN'S INTRODUCTORY REMARKS
<p>2.1 AM welcomed everyone to the meeting.</p>

SUBJECT:	Meeting (039)	Page 2 of 3
2.2	Apologies were noted as above.	
3.	MINUTES OF PREVIOUS MEETING	
	OpsCo Meeting of 31 July 2018.	
3.1	The minutes were approved as an accurate record of proceedings, subject to the following amendment:	
	a. Clause 4.6 – should read [REDACTED]	
	[REDACTED] FOISA 33 (1)(b) commercial interests of the company	
	OpsCo Action Table as at 31 July	
3.2	34.08 – SA will provide regular updates to the Board [REDACTED] FOISA 33 (1)(b) commercial interests of the company	
3.3	37.01 – An overview of the procurement process will be presented in 12 weeks' time.	
3.4	38.07 – [REDACTED] FOISA 33 (1)(b) commercial interests of the company	
3.5	38.14 – Contact has been established [REDACTED] FOISA 33 (1)(b) commercial interests of the company. SA and ZK have offered to meet with representatives.	
3.6	All other actions were closed, on going or on the agenda for discussion.	
4.	PAPERS FOR APPROVAL	
	[REDACTED] FOISA 33 (1)(b) commercial interests of the company	
4.1	The Board recommended approval [REDACTED] FOISA 33 (1)(b) commercial interests of the company Board paper to be submitted to HoldCo for final approval.	
	[REDACTED] FOISA 33 (1)(b) commercial interests of the company	
4.2	JM presented the Board paper.	
4.3	[REDACTED] FOISA 31 (1) national security and defence	
4.4	[REDACTED] FOISA 33 (1)(b) commercial interests of the company	
4.5	[REDACTED] FOISA 31 (1) national security and defence	
4.6	It was agreed that a risk assessment should be undertaken and added to the board paper [REDACTED] FOISA 31 (1) national security and defence ACTION: 39.01 (JM)	
4.7	The Board approved [REDACTED] FOISA 33 (1)(b) commercial interests of the company, subject to the addition of the risk assessment and confirmation.	
5.	AOCB	

MINUTES OF PAHL BOARD MEETING (OPSCO)

SUBJECT:	Meeting (039)	Page 3 of 3
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- 5.1 It was noted that TD had produced a proposal to revise the format of the Ops Co sub-committees and an updated schedule of meetings for 2019. The objective of this proposal was to improve the board's effectiveness and efficiency. The following changes were agreed.
- 5.2 The CEO would circulate the monthly management report to the board with a one-page narrative.
- 5.3 The OpsCo Board meetings will be reduced to six per year from January 2019. The revised dates for the board and sub-committee meetings will be distributed to board members for approval.
- 5.4 The ARC will be expanded to incorporate the responsibilities of the CIC and GA will join the expanded ARC.
- 5.5 Membership of the HRRC and SAC will be expanded by 1 additional NED with PN joining HRRC and BC joining SAC.
- 5.6 The Terms of Reference of the Ops Co board and the sub-committees will be reviewed and updated accordingly, including an annual review of effectiveness
- 5.7 [REDACTED] **FOISA 33 (1)(b) commercial interests of the company** in addition to the 6 Ops Co board meeting to be scheduled to occur before the annual budget process

