

Minutes

Meeting:	FCA Board	
Date of Meeting:	31 March 2014 at 9.00am	
Venue:	25 The North Colonnade, Canary Wharf, London E14 5HS and by telephone	
Present:	Clive Adamson	Tracey McDermott
	Andrew Bailey	Jane Platt (for part)
	Amanda Davidson	Sir Brian Pomeroy
	Amelia Fletcher	Lesley Titcomb (for part)
	David Harker	Martin Wheatley
	John Griffith-Jones (Chair)	
In attendance:	Set out in Annex A	
Apologies:	Mick McAteer	

Quorum and Conflicts

The Meeting noted that there was a quorum present and proceeded to business.

The Chairman thanked the Board for attending the meeting at short notice.

The Board noted that it was likely that all Executive members of the Board would be conflicted in this matter through being senior members of the FCA and members of the Executive Committee.

The Board noted these declared conflicts and, after due consideration (and noting that a quorum existed without counting the Interested Directors, who did not vote) authorised them pursuant to Article 10.2, agreeing that Mr Adamson, Ms McDermott, Ms Titcomb and Mr Wheatley would be permitted to participate in the discussion of the matter on this occasion but would not be permitted to vote on any of the decisions that the Board was required to make. In the minutes below, all references to agreement of the Board are decisions taken excluding the Interested Directors.

1 Minutes

The Board noted the draft minutes of the last meeting and that Board members should provide any comments on the minutes to the Secretary.

Ms Platt joined the meeting

2 Update from the Chair

The Board noted the update provided by the Chair on his conversations with Mr Tyrie, MP, as Chair of the Treasury Select Committee and the Treasury on Friday evening and over the weekend. The Board noted the press statement Mr Tyrie released on Saturday 29 March.

The Board discussed the general principles of: openness, maintaining the FCA's reputation; and speed, to bring the matter to a conclusion as soon as possible. The Board agreed these principles, particularly supporting the intention to be open as possible with the independent lawyer drafting the report.

The Board also noted that it had a duty of care to the employees of the FCA who may be affected by the review.

3 Appointment of the working sub-committee of the Board

The Board agreed that the non-executive Directors would oversee the Inquiry. The Board agreed to appoint a working sub-committee to facilitate the process. The working sub-committee would not have any decision making powers, this would fall to the non-executives as a whole. The Board appointed John Griffith-Jones, Mick McAteer and Jane Platt to be members of the working sub-committee.

4 Process to appoint a suitable independent lawyer

The Board noted the options available to appoint a suitable independent lawyer and the initial views of the Treasury and Mr Tyrie as to the appropriate specification of the individual to be chosen. The Board agreed that the Chairman, supported by the working sub-committee should urgently seek to find a suitable person to appoint.

5 Outline of issues to be covered by the terms of reference

The Board discussed in detail the issues to be covered by the terms of reference of the review and considered the appropriate role of the Non-Executive Directors.

The Board noted legal advice from Mr Martin regarding the proposed scope of the review.

The Board noted that it would need to allow any individuals subject to potential criticism an opportunity to make representations in response to the inquiry's proposed findings.

Ms Titcomb left the meeting at 10am.

6 Proposed modus operandi

The Board agreed in principle the following way of working:

- the Board would agree the terms of reference in consultation with the Treasury;
- the independent lawyer would lead the investigation and write the report to the terms of reference;
- the working sub-committee would support the independent lawyer and in due course would seek to ensure lessons were learnt, any procedure changes were appropriate, and to recommend to the Board any follow on actions required;
- the working sub-committee would provide feedback to the Board on logistical progress;

- a small team would be assembled to help the independent lawyer gather information; and
- the FCA would publish the independent lawyer's report.

7 Outline of core issues

The Board discussed the legal implications of the full publication of the report.

The Board agreed it would be appropriate to provide legal support to employees affected by the review.

8 Timetable

The Board agreed that the Inquiry should be completed as quickly as reasonably possible, bearing in mind the time needed by the independent lawyer to complete his investigation.

9 Communications handling during the process

The Board noted the communications that Mr Wheatley had issued to all FCA staff regarding the review.

The Chair advised that he would like the Non-Executive members of the Board to have access to communications advice for any issues arising from the inquiry and proposed an individual for that purpose.

10 Any other business

The Board agreed that the Executive should consider the timing of the review of the fair treatment of consumers in long-standing insurance contracts, particularly whether bringing it forward would help to reduce market uncertainty about the conclusions.

The meeting closed at 10.15am

Claire Strong

Deputy Company Secretary

Annex A: Attendees

Sean Martin	General Counsel
Claire Strong	Deputy Company Secretary
Simon Pearce	Company Secretary

Relevant Associates also attended the meeting