

UK Shared Business Services Ltd

Minutes of the 128th UKSBS Board Meeting held in Polaris House, Swindon, on Thursday 23 July 2026 commencing at 9:20am

Attending:

Board Members:		UKSBS Executives:	
John Clarke, Chair	JC	Akos Csernus, Chief Transformation Officer	AC
Richard Semple, Chief Executive	RS	Caroline Jenkins, Company Secretary	CJ
Carolyn Isaacs, Audit Committee Chair	CI	Victoria McMyn, Chief Corporate Delivery Officer	VM
Mike Baker	MB	David Walder, Chief Digital and Information Officer	DW
Cath Denholm	CD	John Arnott, Chief Strategy and People Officer	JA
Leslie Gilbert	LG	Tim Knight, Chief Operations Officer	TK
Rob Bullen	RB		
Helen Mills	HM	Observers / Guests:	
		Jean Clark, TIAA Ltd (for item 3e only)	JCI
		Kathryn Hollingworth, Head of Risk and Assurance (for item 4 only)	KH

Apologies:

Richard Henshall, Matrix SRO	RH
Caroline Bee, Finance Director	CB
James Michelson, DBT	JM

1. WELCOME, APOLOGIES AND DECLARATIONS

- 1.1 The Chair opened the meeting at 9.20am and welcomed all attendees.
- 1.2 No new declarations of interest were raised.

2. CHAIR'S INTRODUCTION – STRATEGIC CONTEXT

- 2.1 RS led a detailed discussion on the recent machinery of government (MoG) changes, including the dissolution of DSIT, the creation of new departments, and the formation of OneGov, focusing on the potential implications for UKSBS, its client base, governance, and operational planning. The timing and sequencing of operational implementation was to be agreed, with UKSBS to constructively influence and engage to ensure the most effective outcomes for UKSBS and clients.

CD, LG and JCI joined the meeting.

- 2.2 Discussions took place on the future sponsor department for UKSBS and the Matrix programme, with concerns noted about the impact on UKSBS ownership, Board composition, and the need to influence positioning to avoid unintended consequences, such as VAT issues.
- 2.3 The Board was informed of the establishment of a MoG Transition Board to manage the closure of DSIT and the transfer of roles and responsibilities to other departments. There was less clarity on the reorganisation of the Cabinet Office and the creation of OneGov. The importance of sharing information about relevant forums and ensuring UKSBS is represented in key discussions was stressed.
- 2.4 Board members agreed to share intelligence to inform operational planning. The need for a crisp narrative about UKSBS's offer to support implementation of changes and proactive engagement in transition planning were identified as priorities.

Actions:

- **Board members to share information or intelligence about forums, boards, or conversations related to the machinery of government changes to ensure all relevant parties are aware and can participate as needed.**
- **Establish weekly Board calls throughout August to provide regular updates on MoG changes and provide a facility for Board members to raise questions or clarifications.**

3. UKSBS STRATEGIC DIRECTION, TRANSFORMATION AND MAJOR CHANGE**3e. BOARD PERFORMANCE REVIEW**

- 3.1 JCI presented the findings of the UKSBS Board Performance Review, highlighting strengths in governance and culture, areas for improvement in strategic focus and reporting, and recommendations for succession planning and board development.
- 3.2 The review aligned with recent outcomes of the Board Development sessions with some recommendations already implemented including the restructuring of the agenda with a more strategic focus.
- 3.3 An open and honest culture had been observed, with positive relationships between executives and non-executives. The review recommended more engagement outside Board meetings and emphasised the importance of board members adopting a collective UKSBS perspective during discussions.

Actions:

- **The Board to work through the detailed final report once received and put in place an action plan to address the findings.**

JCI left the meeting.

3a. 2027 – 2032 STRATEGIC PLANNING (SBS 037-26)

- 3.4 The Executive presented a strawman set of strategic analysis based on previous board discussions and off-site outcomes. The strategy and then business plan would be developed iteratively, with regular Board input and workshops to be scheduled ahead of the September and November meetings. The importance of strategy co-creation between stakeholders, owners, Board and employees was recognised.
- 3.5 Board members discussed what 'growth' should mean for UKSBS; expanding services, increasing the client base, or delivering greater value through efficiency and innovation. The importance of articulating a clear vision for 2032, including the role of technology and AI, was emphasised.
- 3.6 The discussion highlighted the need for UKSBS to position itself as a key enabler within the policy cluster, influencing and supporting broader government outcomes. The upcoming Strategic Alliance Cluster strategy day in October was identified as a critical opportunity to shape both cluster and UKSBS strategy.
- 3.7 Participants agreed that UKSBS should move from being seen as a supplier to a strategic partner or enabler, with a focus on clarity of offer and proactive engagement. The Board discussed the importance of mindset, narrative, and showing up as equal partners in cluster forums.

LG and HM left the meeting

- 3.8 The Board agreed for a smaller working group to be established to develop the strategy further, incorporating feedback from the recent PAC and other stakeholders. Short-term workshops will focus on defining outcomes, with a view to presenting a more developed strategy at future Board meetings.

Actions:

- **An initial working group to be arranged for August to focus on the outcomes, with a second to focus on the strategic themes. The outputs of both working groups to be presented to the September Board meeting.**

CD left the meeting. LG joined the meeting.

3b. STRATEGIC ENGAGEMENT (SBS 038-26)

- 3.9 The shifting stakeholder landscape as a result of the recently announced MoG was considered. The weekly Board MoG calls to also include updates on governance arrangement and DBIST formation.

HM joined the meeting.

3c. TRANSFORMATION (SBS 039-26)

- 3.10 The Board discussed how the MoG changes introduced new sequencing challenges for Neo service go-live, with significant changes to Phase 1A departments. Potential further delays and the need for platform reconfiguration were acknowledged, with funding a crucial element to be considered.
- 3.11 VM explained the drivers behind the increase in UKSBS Neo service costs compared to Matrix Programme Business Case 3 (PBC3), including increased demand volumes and complexity, new requirements, and the need for manual workarounds. The need to clarify assumptions, compare like-for-like costs, and communicate transparently with stakeholders was stressed. A taskforce had been established to validate assumptions and ensure accurate cost baselining. It would also need to reflect impacts resulting from the new MoG changes.

CD joined the meeting. HM left the meeting.

- 3.12 The Board noted that UKSBS had made good progress in preparing for Neo Phase 1A, with fifteen of the sixteen UKSBS Stage Gate 1 (SG1) deliverables either complete or on track. However, the Board noted that several other Matrix Programme SG1 criteria were red. Following discussion, the Board agreed with the overall assessment that the Matrix Programme was not yet ready to progress through Stage Gate 1 and endorsed the recommendation that further work should be completed before a subsequent review is undertaken.
- 3.13 The Board recognised the importance of ensuring that all necessary readiness activities had been completed and that appropriate assurance had been obtained before progressing to the next stage of delivery.

HM joined the meeting.

- 3.14 The Board agreed to write to the Matrix Programme, highlighting the risks and financial implications to UKSBS, should there be a delay to programme implementation, proposing solutions where applicable. AC and RS agreed to highlight these risks to the next Matrix Programme Board on 13th August.

Actions:

- **AC to draft a Board statement to outline the risks, mitigations and financial implications to UKSBS on Matrix Programme delays.**

3d. OTHER MAJOR CHANGE DELIVERY (SBS 040-26)

- 3.15 The Board received the report providing an overview of the organisation's major change portfolio, strategic onboarding activity and preparations for future Neo onboarding phases.

- 3.16 Discussion took place on the Fusion forward change programme, noting that the platform was now stable and the first six months of change scheduled. Activity for the second half of the financial year was yet to be firmed up, awaiting outcomes of UKRI's 'Shaping our Future' programme. DW confirmed a roadmap would be developed to outline potential improvements to Fusion. It would be used to engage with UKRI functional leads to showcase upcoming opportunities, particularly around AI.

Item 5 was taken at this point in the meeting.

5. CONSENT AGENDA (SBS 042-26 – SBS 046-26 AND SBS 034-26 – SBS 035-26)

- 5.1 The Board considered the items included within the Consent Agenda with three items receiving further discussion:
- The Board discussed the use of Net Promoter Score (NPS) as a measure of customer satisfaction and service performance, noting that UKSBS was required to report NPS as part of wider government shared services reporting arrangements. Current performance is measured through quarterly surveys. The Board agreed that future reporting should seek to provide a more complete understanding of customer experience and service performance.
 - The Board discussed the distinction between cashable and non-cashable benefits, noting that productivity improvements and efficiencies often generated organisational value without resulting in direct budget reductions. While recognising the importance of capturing wider operational benefits, the Board emphasised the need to maintain focus on year-on-year delivery of cashable efficiencies and to ensure that significant productivity gains were translated into measurable financial outcomes wherever possible.
 - A minor amendment to the previous meeting's minutes was proposed to clarify wording relating to agreement between UKSBS and clients regarding the charging model. Subject to the agreed amendment, the Board approved the minutes as an accurate record of the meeting.
- 5.2 The Board approved the recommendations contained within the Consent Agenda and noted the associated papers.

KH joined the meeting.

4. RISK, ASSURANCE AND PROVISION 29 (SBS AC 041-26)

- 4.1 KH presented two proposed amendments to the risk appetite framework. The first related to the financial risk category, where a move from a "minimal" to a "cautious" risk appetite was proposed. The second related to projects and programmes, where a more open appetite was proposed to support innovation, transformation activity and greater organisational agility.
- 4.2 RS emphasised that the proposals did not alter the organisation's financial control framework or the responsibilities of the Accounting Officer. Rather, they were intended to

support a cultural shift towards active risk management, enabling employees to make informed decisions within agreed tolerances, instead of avoiding activity perceived as carrying any level of risk. The Board noted that achieving this outcome would require continued emphasis on organisational culture and risk maturity alongside the formal framework itself. The Board approved the proposed amendments to the Risk Appetite Framework.

- 4.3 CJ outlined the methodology used to identify material controls, which resulted in the identification of fifteen material controls across six control categories.
- 4.4 The Board reviewed the proposed assurance arrangements and noted that Audit Committee would receive control effectiveness reporting twice annually, with an annual Board review supporting future declarations on control effectiveness.
- 4.5 Discussions took place on supply chain resilience and dependency on key technology suppliers. KH acknowledged the importance of the issue and noted that existing controls relating to business continuity and resilience provided some coverage, while agreeing to keep the matter under review as the framework matured.
- 4.6 The Board confirmed that they understood their responsibilities and requirements under Provision 29 of the UK Corporate Governance Code, had reviewed the methodology for identifying the controls, agreed the proposed list of 15 controls and assurance approach and endorsed the timelines for future reporting and declarations.

KH left the meeting.

6. ANY OTHER BUSINESS

- 6.1 The items to be considered at the next Board meeting on 24 September 2026 were noted as:
 - Strategic Direction & Transformation
 - MoG implications
 - Annual Report and Financial Statements
 - Consent Agenda incl. Annual Governance Review

Board closed at 1.50pm

The next Board meeting is scheduled for 24 September 2026

This document was created with assistance from Co-Pilot to generate an initial draft. The content has been reviewed, edited, and verified by the author.