

Summary minutes of a meeting of the Board of CDC Group plc

Held by videoconference on Wednesday 17 June 2020 from 13.00 hrs.

Present: Graham Wrigley (Chair)
Andrew Alli
Dolika Banda
Wim Borgdorff
Sam Fankhauser
Michele Giddens
Keki Mistry
Nick O'Donohoe
Laurie Spengler

In attendance: Jane Earl (Company Secretary)
Mike Corcoran (interim CFO)

1. Chairman's introduction

The Chairman welcomed back Wim Borgdorff after his period of absence due to ill health and explained the purpose of the meeting was to provide an update on CDC operations since the previous Board meeting.

2. CEO update

Nick O'Donohoe delivered a business update commenting that the portfolio overall was relatively flat having taken a significant downturn in Q1. It was anticipated that the overall impact of the Covid-19 pandemic would have a significant adverse impact on the results for the year. The pipeline was discussed including the demand for capital, working with existing partners and collaboration with other DFIs.

3. Liquidity

Mike Corcoran provided an update on liquidity and the adjustments which had been made to forecasts given more real-time information was available. The Chairman also confirmed that the Shareholder was receiving regular updates and advised that DFID was also facing its own operational issues in the light of the Covid impact on its own financial position.

4. Inclusion and diversity at CDC

Nick O'Donohoe outlined the steps which CDC's ExCo had been taken in response to issues raised in connection with the Black Lives Matter movement and inclusion and diversity within CDC. Support from the Board as set out in a letter to all staff had been particularly well received and ExCo were thanked for instigating various initiatives in this regard. A further discussion would take place at the Board in July.

5. People-related matters

It was reported that both the CFO-elect and the Chief Risk Officer had joined CDC. It was also confirmed that the Employee staff survey had been launched and a report would be available for the July Board.

6. Incident Management Team (IMT) update

Mike Corcoran advised that the IMT was focussing on re-opening CDC's offices in its 5 main locations. In London, in particular, HMG's advice that employees work from home wherever possible was being heeded and meetings could only be held in the office in exceptional circumstances. All staff had been asked to complete work assessments for home working and equipment was being provided where it was required. The Chairman thanked Mike Corcoran, on behalf of the Board, for his work including chairing the Incident Management Team and ensuring that the CDC Group Annual Report was finalised in good time for submission to the FCA.

7. NED recruitment

The Chairman confirmed that a new non-executive director, Krishnakumar (KK) Nataranjan had been identified to replace Keki Mistry who would be retiring from the Board in July 2020. He also advised that Wim Borgdorff had indicated that he wished to retire from the Board for health reasons by the end of 2020. The Board also confirmed and approved the appointment of Michele Giddens as the Senior Independent Director.

8. Overseas Board meeting

The Chairman confirmed that the overseas Board meeting would be taking place albeit in a virtual format. As a result, all members of the Board were asked to keep the dates free in their diaries.

9. Triennial Remuneration review

Laurie Spengler advised that work was continuing on the Triennial Remuneration review and an update would be provided to the July Board meeting.

10. FCO/DFID merger

The proposed merger between DFID and the Foreign & Commonwealth Office to create a new department was discussed recognising that it was 'business as usual' until further details were announced.

11. DFID reviews

A discussion would take place at the July Board on the two DFID related reviews which had recently concluded.

12. Termination

There being no further business the meeting closed at 14.15 hrs.

Approved by the Board on 17 July 2020.