

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS  
OF THE  
STRATEGIC BANKING CORPORATION OF IRELAND  
(THE “COMPANY” OR “SBCI”)  
DULY CONVENED, CONSTITUTED AND HELD AT  
TREASURY BUILDING, LOWER GRAND CANAL STREET, DUBLIN 2  
AT 2.00PM ON 14 JUNE 2017**

**Present:**

Conor O’Kelly                      *Chairperson*  
Nick Ashmore  
Barbara Cotter  
Tom McAleese  
Rosheen McGuckian  
Ann Nolan  
AJ Noonan  
Richard Pelly  
Eilis Quinlan

**In Attendance:**

Damien Mulholland              *Secretary*  
Jillian Mahon                      *Head of Funding and Strategic Initiatives*  
Ray Mangan                        *Senior Risk and Finance Manager*  
Shane McCullough               *Lending Manager (Items 1 to 4 only)*  
Philip O’Sullivan                 *Senior Legal Advisor, NTMA (Items 1 to 4 only)*  
Suzanne Sweeney                 *Head of Lending*

**1. NOTICE AND QUORUM**

The Chairperson noted that notice of the meeting and of the nature of the business to be conducted had been circulated to all members entitled to attend the meeting and that a quorum was present. The meeting then proceeded to business.

**2. DECLARATIONS OF INTEREST**

For the purposes of Section 231 of the Companies Act 2014, Section 17 of the Ethics in Public Office Act 1995 and the Articles of Association of the Company, there were no material interests declared by members in the business to be transacted at the meeting.

### **3. MINUTES AND MATTERS ARISING**

The Chairperson noted that draft minutes of the meeting of 12 April had been circulated to the Board in advance of the meeting. **IT WAS RESOLVED** that the minutes be approved and that they be signed by the Chairperson.

There were no matters arising from the minutes.

### **4. COMMITTEE REPORTS**

#### **4.1. Audit and Risk Committee**

The Audit and Risk Committee Chairperson presented the report of the Committee meeting held on 6 June. He noted that the Committee had approved the updated Reporting of “Relevant Wrongdoing” and Protected Disclosures Policy and the Anti-Fraud Policy. He added that the Committee had reviewed the operation of the SBCI Risk function and concluded that it had performed effectively.

#### **4.2. Credit Committee**

##### **THIS ITEM HAS BEEN REDACTED IN PART**

The Credit Committee Chairperson presented the report of the Committee meeting held on 22 May. He noted that the Committee had reviewed and recommended amendments to the Merrion Fleet Finance Limited (Merrion Fleet) Facility Agreement. He advised the Board that since the Committee’s meeting, Merrion Fleet had informed the SBCI of its intention to repay its full loan facility early. The early repayment of the loan follows a contracted sale of the Merrion Group to ALD Automotive (subject to regulatory approval).

The Board noted that SBCI management would meet Merrion Group to discuss the timing of the loan repayment. The Board agreed that as the timing of the loan repayment was not known, it would be prudent to proceed with the proposed changes to the existing loan facility with Merrion Fleet.

### **5. STRATEGIC PLAN 2017-2018**

The CEO presented the draft Strategic Plan 2017 – 2018 for the Board’s review and approval. He noted that following the Board’s review of the Strategy at its meeting of 12 April, its comments had been incorporated into the Strategy before it was sent to the Minister for Finance for his views. A number of minor amendments to the Strategy were proposed following discussions with the Department of Finance as set out in the meeting paper.

**IT WAS RESOLVED** that the Strategic Plan 2017 – 2018 as presented to the Board be approved.

### **6. CEO REPORT**

##### **THIS ITEM HAS BEEN REDACTED IN PART**

The CEO presented his Report. He updated the Board on the lending pipeline and noted the impact of lower interest rates on reducing the cost of funding for on-lenders. He also briefed the Board on

progress regarding risk sharing initiatives and noted that the Agriculture Cash Flow Support Loan Scheme had outperformed expectations and was now fully utilised.

## **7. AOB**

### **THIS ITEM HAS BEEN REDACTED IN PART**

The Secretary updated the Board on the implementation of the revised 2016 Code of Practice for the Governance of State Bodies. He noted that he would meet with the Department of Finance in the coming weeks to discuss the Oversight Agreement and update the Board on this process at its September meeting.

The Secretary noted that a schedule of external training events to end-December 2017 would be uploaded to BoardPad and that any director who wanted to partake in an event should contact him to arrange.

There being no further business the Chairperson brought the meeting to a close.

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Conor O’Kelly  
Chairperson

6 September 2017