

Minutes

Meeting: FCA Board

Date of Meeting: 01 May 2025

Start time: 9:15

Venue: Meeting held in Boardroom and via Microsoft Teams

Members Present: Ashley Alder (Chair) Richard Lloyd
Alice Maynard Sam Woods (Item 1-5)
Bryan Zhang Sophie Hutcherson
Nikhil Rathiliam Coleman

In attendance: Set out in Annex A

Presenters: Set out in Annex A

Apologies: Aidene Walsh
Bernadette Conroy

1. Standing Items/ General Business

Declarations of Interest

- 1.1 The meeting noted there was a quorum present and proceeded to business.
- 1.2 No interests were declared in the items to be discussed.

Actions Log

- 1.3 The Board noted the action log and approved the closure of completed actions.

Minutes of previous meeting

- 1.4 The Board approved the minutes of the meeting held on 27 March 2025.

2. Reports

Audit Committee

- 2.1 The Board noted the update from the Chair of the Audit Committee on the meeting held on 03 April 2025. The Committee had focused on:
- i. Assurance on the findings of the FCA's use of its powers under section 166 of the Financial Services and Markets Act 2000 (FSMA).
 - ii. Agreement of the Internal Audit Three-Year plan 2025-28.
 - iii. Approval of the proposed changes to the Finance Procurement policies.

People Committee

- 2.2 The Board noted the update from the Chair of the People Committee on the meeting held on 10 April 2025. The Committee had focused on:
- i. The talent management plan, receiving updates on Year 2 and proposals for Year 3. The discussion had focused on the importance of effective line management and strategic investment for talent management to deliver the plan successfully.
 - ii. Approval of the remuneration for the Financial Year 2025/26 for the board directors of the Financial Ombudsman Service (FOS), Financial Services Compensation Scheme (FSCS), Payment Systems Regulator (PSR) (where not an FCA employee) and the FCA Pension Plan Trustee Ltd.
 - iii. Approval of the remuneration for the financial year 2025/26 for chairs and members of the Consumer Panel, the Smaller Business Practitioner Panel, the Regulatory Decisions Committee, the Competition Decisions Panel, the Cost Benefit Analysis Panel and the PSR Panel.
 - iv. Agreement of internal diversity, equity and inclusivity (DEI) targets, ensuring they continued to be stretching yet realistic.
 - v. Approval of appointments to the FCAs independent panels.

Policy and Rules Committee

- 2.3 The Board noted the update from the chair of the Policy and Rules Committee on the meeting held on 24 April 2025. The Committee had focused on:
- i. A progress update in relation to the Advice Guidance Boundary Review (AGBR).
 - ii. Responses to the joint FCA/FOS call for input on modernising the redress framework.
 - iii. The Consumer Duty requirements review feedback statement, with the Committee requesting a broader discussion take place at Board regarding how the outcomes-based regime was operating in practice.
 - iv. The proposed regulatory approach for Deferred Payment Credit (DPC).

PRA

- 2.4 The CEO of the PRA briefed the Board on the business of the PRA that was of relevance to the FCA, including:
- i. The CEO's appearance earlier in the week at the Treasury Select Committee.
 - ii. Recent engagement with US colleagues, both in Washington and in Basel, which indicated an intention on their part to remain very much engaged on international issues of relevance to the US, in line with Secretary Bessent's speech.

FCA Chair

- 2.5 The Board noted the update from the FCA Chair on activity since the previous Board meeting, which included:
- i. Reappointment of the Chief Executive of the FCA, Nikhil Rathi, for a second five-year term until September 2030, which was announced on 10 April 2025.
 - ii. The appointment of four new Non-Executive Directors (NED) to the FCA Board, with three joining in May 2025 and one joining in October 2025.
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- iii. The announcement that Richard Lloyd's tenure on the Board had been extended by one year.
- iv. Attendance at the Eurofi conference, with discussions focusing on simplification of EU regulation and a "savings and investments union" to improve economic growth.

FCA CEO

2.6 The CEO briefed the Board on several topical issues, including:

- i. Co-chairing the IOSCO (International Organisation of Securities Commissions) Financial Stability Engagement Group (FSEG) at the Securities and Exchange Commission. US counterparts underlined their commitment to stay engaged with the UK bilaterally and within the international financial regulatory fora.
- ii. Markets had settled somewhat since the interim update to the Board, however the FCA remains in a state of high vigilance given the potential for continued volatility.
- iii. The extensive list of FCA initiatives related to the growth agenda demonstrated that the FCA was doing more, faster. In parallel the FCA was seeking to enhance engagement with consumer groups.
- iv. An update on the Governments Pension Schemes Bill.
- v. The PSR Consolidation Steering Committee was now in place, with an initial focus on engaging with the proposed legislation. Strategic discussions regarding the consolidation of the PSR into the FCA would take place at the Oversight Committee, with the People Committee and the Board engaged as appropriate.
- vi. The Board requested an update on the external whistleblowing approach at a future Board meeting.
- vii. The Board was supportive of the strategy reporting slides provided, noting that more detailed reporting would be provided on a quarterly basis.

Independent Panels Monthly Report

- 2.7 The Board noted the reports from the independent panels, which included updates from the Consumer Panel and the Smaller Business Practitioner Panel.

Update on the Complaints Commissioner

- 2.8 The Board noted the paper which provided an update in relation to the Complaints Commissioner (CC) and a proposal for the CC's budget for the Financial Year (FY) 2026.
- i. The Board noted the legislative framework for funding the CC and the importance of the role within the Financial Regulators Complaints Scheme.
 - ii. The Board discussed the FCA's role in scrutinising spending and ensuring value for money in relation to the use of levies. The Board requested a clearer understanding of the methodology behind how the proposed budget had been constructed, before making a determination on the appropriateness of the budget.
 - iii. The Board delegated to the Executive Director of Legal, Risk, Compliance and Corporate Governance responsibility to ensure sufficient funding to enable the operation of the CC to continue in the interim, whilst further discussions on the full budget for the FY 2026 took place.

3. Decisions of the Board

Consumer Credit Regulatory Returns: Credit Broking, Debt Adjusting, Debt Counselling and Providing Credit Information Services

- 3.1 The Board were provided with the proposed policy statement, setting out the introduction of a new regulatory return in line with the FCA's agreed Data Strategy, following the Consultation Paper CP24/19. The returns would enable the FCA to better understand the sectors, the range of business models and how they change over time.
- i. The Board agreed to publish the Consumer Credit Regulatory Returns Policy Statement, covering the regulated activities of Credit Broking, Providing Credit Information Services, Debt Adjusting and Counselling.

Rules, Guidance and Technical Standards to be published:

Rules and guidance to be determined

3.2 The Board resolved to make the following instruments:

- i. **Payment Optionality for Fund Managers (Investment Research) Instrument 2025.** To reduce research procurement costs and enhance competitiveness for small and fast-growing firms and new entrants.
- ii. **Consumer Credit (Regulatory Reporting) (Amendment) (No 2) Instrument 2025.** Introduction of a new regulatory return in line with the FCA Data Strategy.

4. Strategic Discussion

Strategic Discussion Risk Appetite and Independence

- 4.1 The Board noted that the new Strategy and the FCA's Annual Work plan had now been published, setting out the priorities for the FCA over the next 12 months. However, the Board acknowledged there would still be challenges in relation to risk appetite and discussed how these would be managed. The discussion focused on:
- i. The challenges of moving at pace, and the need continuously to ensure reprioritisation decisions were being made swiftly, aligned with the strategic priorities.
 - ii. The importance of strategic workforce planning to enable the FCA to have the right people capabilities to deliver the Strategy.
 - iii. Ensuring appropriate flexibility and controls in relation to headcount, to enable sufficient resources to be allocated and to meet demands for any significant unforeseen events that may arise in the year.
 - iv. Acknowledging the FCA had set out clear plans to support growth, however the economic forecast remained modest.
 - v. The Board reiterated its support for greater pace, agility, flexibility and prioritisation, acknowledging that this may lead to different outcomes and risk tolerances than in previous years.

5. Finance Report

Annual review of the Finance Policy and Standards

- 5.1 The Board noted the Finance Policy, which had been simplified to make it more relevant to all colleagues and to cover the Payment Systems Regulator (PSR).
- i. The Board approved the amendments to the Finance Standard.
 - ii. The Board approved the amendments to the Delegation of Financial Authority (DoFA) Standard.

6. Other decisions

Appointments to Board Committees

- 6.1 The Board approved the following appointments to Board Committees for newly appointed Non-Executive Directors to the FCA Board:
- i. The appointment of Julia Black as a member of the Policy and Rules Committee from 12 May 2025.
 - ii. The appointment of Anita Kimber as a member of the Oversight Committee from 12 May 2025.
 - iii. The appointment of John Ball as a member of People Committee from 27 May 2025.
 - iv. The appointment of Stéphane Malrait as a member of Oversight Committee and Risk Committee from 20 October 2025.

7. Items for noting:

Digital Register Portfolio 6 Monthly Update

- 7.1 The Board noted the regular update on progress of the Digital Register Portfolio.

Written Procedures

7.2 The Board noted the following decision taken since the last meeting:

- i. The FCA Board approved the appointment of Chris Pond as the Chair of the Financial Services Consumer Panel (FSCP) from 1 June 2025 to 31 May 2028. (This appointment is subject to approval by the Treasury).

There being no further business the meeting closed.

Annex A: Attendees, presenters and observers

In attendance:

David Geale - Executive Director, Payments, and Digital Finance
 Emily Shepperd – Chief Operating Officer
 Graeme McLean – Head of Department
 Sarah Pritchard - Executive Director, Consumers and Competition and International (Items 1-4)
 Sheree Howard - Executive Director, Authorisations
 Simon Walls - Interim Executive Director, Markets
 Stephen Braviner Roman - Executive Director, Corporate Governance, Legal and Risk & Compliance Oversight
 Steve Smart – Joint Executive Director, Enforcement and Market Oversight
 Therese Chambers - Joint Executive Director, Enforcement and Market Oversight
 Toby Hall – Director, Company Secretary
 Katie Ellis – Manager, Private Secretary, Chairs Office

Presenters and observers:

Item 1 – General Business/ Standing items	None
Item 2 - Reports	2.8 Update on the Complaints Commissioner Sadaf Hussain – Director Alison Russell – Head of Department Graham Pratt – Manager
Item 3 – Decisions of the Board	3.1 Consumer Credit Regulatory Returns: Credit Broking, Debt Adjusting, Debt Counselling and Providing Credit Information Services Alison Walters - Director Andrew Jones - Manager John Wightman – Head of Department 3.2 Rules and Guidance Board Paper Stephen Braviner Roman - Executive Director

Item 4 – Strategic Discussion	4.1 Strategic Discussion Risk Appetite and Independence Executive Directors Helen Bower-Easton - Director Kate Collyer – Director
Item 5 – Finance Report	5.1 Annual review of the Finance Policy and Standards Joe Genova – Head of Department Harry Hayes – Senior Manager
Item 6 – Other Decisions	None
Item 7 – Items for Noting	None

Other relevant associates were also in attendance.