

Board activities

Board activities during the year

The Board discharges its responsibilities through an annual programme of Board and Committee meetings, with additional ad hoc meetings as required to meet business needs. These are supplemented by visits to stores and other sites. Agendas are determined in advance to ensure that meetings are well-planned and time is allocated as appropriate. Papers are circulated ahead of time to ensure that Directors are able to review and arrive at meetings fully prepared.

At each meeting the CEO reports on strategic progress and operational performance (including customers, colleagues and health and safety) and the CFO reports on financial performance. A rolling agenda of other operational, strategic, sustainability, risk and governance matters is refreshed during the year as necessary to ensure the Board continues to focus on areas of priority, whilst also continuing to meet regulatory requirements.

The Board held nine formally scheduled meetings during FY23, as well as a full day dedicated to a review of strategy, details of which are set out page 70.

[See page 60 for meeting attendance.](#)

The Chair meets with the Non-Executive Directors at the end of each Board meeting. This is a useful way of exchanging views and dealing with any concerns or questions. In addition to this, the Chair and the other Non-Executive Directors regularly have informal, individual meetings with the Executive Directors and other senior managers in the business.

We measure the time spent by the Board on strategy, governance and operational performance at each meeting. Over the year, the biggest part of our time was spent on performance, followed by strategy and governance, which the Board considers to be appropriate in respect of FY23.

Our approach to section 172

Each of our Directors is mindful of their duties under section 172 of the Companies Act 2006 ('s.172') to run the Company for the long-term benefit of its shareholders and, in doing so, to consider the interests of its key stakeholders during its decision-making, and the impact of any of its decisions on stakeholder relationships, on the Company's reputation for high standards of business conduct, and on the environment.

The matters encompassed in s.172 touch on everything we do, at a Board level in our discussions and decision-making, and also at a business level by members of our Executive Team and the senior leadership team. More detail can be found on pages 70 and 71 where we provide examples of the 'Board in Action' and on pages 30 to 34 where we describe our key stakeholders and summarise how and why we engage with them more generally, what matters most to them, allocation of responsibility within the business and how we consider the effectiveness of our engagement.

The Board acknowledges that every decision it makes will not necessarily result in a positive outcome for all stakeholders. A key consideration when making decisions is for the Board to balance the sometimes conflicting needs of our stakeholders while considering the Company's purpose, values and strategic priorities, which ensures the Board's decision-making is consistent and in the best interests of the Company.

We actively engage with our major shareholder and institutional investors throughout the year to understand their views on a variety of topics. The AGM provides a valuable opportunity each year for all shareholders to hear from the Board, and for the Board to hear from our shareholders. This year's AGM will be held on 16 November 2023.

[See page 35 for our s.172 statement.](#)

Summary: keeping s.172 high on the Board's agenda

We ensure that the requirements of s172(1) Companies Act 2006 are met and the interests of our stakeholder groups are considered, challenged and debated through a combination of the following practical approaches:

- The Board carries out an annual review of strategy which assesses the long-term sustainable success of the Group and our impact on key stakeholders (see page 70 for more insight). Agenda items for the following year are based on the decisions and next steps agreed at this meeting.
- The Board's risk management procedures identify the principal and emerging risks facing the Group, and the mitigation in place to manage their impact. We consider these through a stakeholder lens as set out on pages 50 to 54.
- The Group General Counsel and Company Secretary references relevant s.172 factors against each agenda item in the minutes to ensure they remain at the forefront of Directors' minds when reflecting on discussions.
- The rolling Board agenda includes standing items to ensure that stakeholders are fully considered, including investor roadshow feedback, updates on people matters, the annual health and safety presentation, modern slavery and anti-bribery reporting and sustainability updates.
- There is a formal review of many of these topics through standard Audit and Risk Committee and Remuneration Committee agenda items, as described later in this report.
- The Board considers impact on key stakeholders when it reviews Group KPIs and requests additional information as appropriate.