

# The Payment Systems Regulator Ltd

## Minutes

Meeting: PSR Board

Time & date of Meeting: 10:00 on 25 June 2025

Venue: Board Room 2.38| MS Teams

Members present: Aidene Walsh  
David Geale  
Tommaso Valletti  
Jessica Rusu  
Joanna Whittington  
Edward Knapp  
Andrew Buckley

In attendance: Set out in Annex A

Apologies: Sheldon Mills  
Lara Stoimenova

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### 1 Apologies, quorum and declarations of interest

- 1.1 The meeting was noted to be quorate and proceeded to business.
- 1.2 Andrew Buckley declared an interest in item 3 (Approach to LINK competitive procurement of central infrastructure – revoking SD4) and confirmed that he would recuse himself from the accompanying discussion.
- 1.3 No further interests were declared in the items to be discussed.

### 2 Managing Director's Report to the Board

- 2.1 Mr Geale and members of the executive team briefed the Board on updates on policy work and initiatives. Discussion included reference the following:
  - a) work relating to Cross-Border Interchange Fees
  - b) progression of the National Payments Vision work
  - c) preparations relating to HMT's consultation about the consolidation of the PSR into the FCA
  - d) the PSR's innovation work.

## The Payment Systems Regulator Ltd

### **3 Approach to LINK competitive procurement of central infrastructure – revoking SD4**

- 3.1 The Board was briefed on the proposal to revoke Specific Direction 4 (SD4) that requires the operator of the LINK payment system to procure any future contracts for Central Infrastructure services in a competitive manner. Discussion included reference to the following:
- a) the apparent absence of alternatives to revoking SD4 given the circumstances
  - b) recommendations regarding the use of directive language in the consultation document as well as reference to: the previous interventions to create competition; the previous procurement process; and how in light of this revocation, combined with the revocation of SD3, whether any change in approach to the supervisory relationship with Vocalink and Pay.UK should be considered.
- 3.2 Given the issues raised above, the Board requested a follow-up discussion on the regulatory and competition impact of revocation of SD3 and SD4.
- 3.3 The Board noted the plan to conduct a public consultation on the proposal to revoke SD4, with the final decision to be taken by the Managing Director, or if not available, the Deputy Managing Director.
- 3.4 The Board also noted the provisional approach to considering the revocation of Specific Direction 2.

### **4 Review of accounting policies and practices**

- 4.1 The Board was briefed on the progress of the financial audit and the timetable for submission of the Audit Completion Report to the Audit Committee.
- 4.2 The Board sought assurance regarding the going concern assessment of the PSR and how this was to be articulated in the Annual Report & Accounts.

### **5 Annual Report & Accounts 24/25**

- 5.1 The Board was briefed on the production of the Annual Report & Accounts and the intended steps for finalising the document.
- 5.2 The Board sought assurance regarding how comments previously submitted had been addressed and thanked the team for the quality of the document.

# The Payment Systems Regulator Ltd

<b>Decision:</b>	<b>The Board approved the Annual Report &amp; Accounts, with any final amendments to signed off by the Chair &amp; Managing Director.</b>
<b>Decision:</b>	<b>The Board delegated authority to approve the final audited accounts, to the Managing Director (as Accounting Officer).</b>
<b>Decision:</b>	<b>The Board delegated authority to sign the Annual Report &amp; Accounts to a representative subgroup of the Chair, Managing Director and Company Secretary.</b>

## 6 Matters reserved to the Board

### Minutes of the last meeting

- 6.1 The Board reviewed the minutes of the meeting held on 21 May 2025.

<b>Decision:</b>	<b>The Board approved the minutes from the Board meeting held on 21 May 2025, subject to minor amendment.</b>
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### Items for noting

- 6.2 The Board noted the draft Board agenda for 23 July 2025, including the intention to streamline and re-configure future meeting agendas.

## 7 AOB

- 7.1 None.

## 8 FCA and PSR consolidation

- 8.1 The Board was briefed on the progress of the FCA/PSR consolidation programme. This included the underlying principles and proposals regarding operating model changes to support the consolidation. These changes would take place across three phases, as approved at the FCA/PSR programme steering committee on 16 June 2025. Discussion included reference to:
- a) the benefits of optimising the existing operating model regardless of legislative change

## The Payment Systems Regulator Ltd

- 8.2 In discussing the proposals, the Board sought assurance in relation to the following:
- a) ensuring appropriate service standards for transferred functions
  - b) the availability of sufficient options to retain the necessary capacity and capability within the PSR across the three phases
  - c) that the proposals did not compromise Board members' ability to meet their directors' duties under the Companies Act.

<b>Decision:</b>	<b>The Board approved the three-phase approach to consolidation.</b>
<b>Decision:</b>	<b>The Board approved the execution of the structural changes under Phase 1.</b>

- 8.3 With no further business to discuss, the Chair closed the meeting.

**Aidene Walsh**  
Chair

# The Payment Systems Regulator Ltd

## **Annex A: Attendees**

### **Attending all, or substantially all, of the meeting:**

Alex Olive	General Counsel (except item 8)
Claire Simpson	Interim Head of Policy (except item 8)
Dan Moore	Head of Strategy, Analysis and Engagement (except item 8)
Deb Jones	Interim Deputy Managing Director
Natalie Golding	Chief Operating Officer (except item 8)
Oliver Hanmer	Head of Supervision and Compliance Monitoring (except item 8)
Sarah Day	Company Secretary

### **Attending for the following items:**

<b>Item 2 – Managing Director’s update</b>	No attendees
<b>Item 3 – Approach to LINK competitive procurement of Central Infrastructure – revoking SD4</b>	Nicole Coates - Senior Manager
<b>Item 4 - Review of accounting policies and practice</b>	Joe Genova – Head of Department, FCA
<b>Item 5 – Annual Report &amp; Accounts 24/25</b>	Alison Lyndon-Parker – Senior Manager Billie Farr – Manager
<b>Item 6 – Matters reserved to the Board</b>	No attendees
<b>Item 7 – AOB</b>	No attendees
<b>Item 8 – FCA and PSR Consolidation</b>	Siobhan Sheridan – Director, FCA Marcus Adams – Head of Department, FCA Simon Harper – Senior Manager, FCA