

**MEETING OF HOME BUILDING FINANCE IRELAND (THE “COMPANY”)
MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
OF THE COMPANY (“Board”)
DULY CONVENED, CONSTITUTED AND HELD
AT 2.00 PM ON THURSDAY 12 OCTOBER 2023
AT TREASURY DOCK, NORTH WALL QUAY, DUBLIN 1**

PRESENT	Marie Collins (Chairperson) Dara Deering (CEO) Des Carville Ken Slattery Grainne Hennessy Andrew O’Flanagan Claire Solon
APOLOGIES	None
IN ATTENDANCE	Darragh Lennon, Head of Commercial (HoC) Fergus Mangan, Head of Lending (HoL) Denise Donovan, Head of Operations and Finance (HoOF) Paula Flinter, Head of Legal (HoLg) Sean Alger, Head of Credit and Risk (HoCR) Kay Galvin, Head of Operations Fexco (KG) Fiona Lynch, Head of Risk and Compliance Fexco (FL) Paul Mitchell, Director of Mitchell McDermott (PM) Brendan Fitzpatrick, Senior Viability Manager (SVM) David Casey, Senior Lending Manager (SLM) Cecilia Fourie, Company Secretary (CS)

1. NOTICE AND QUORUM

It was noted that notice of the meeting and of the nature of the business to be conducted had been given to all directors entitled to attend the meeting and that a quorum, being four directors, was present in accordance with the Company’s Articles of Association (the “**Articles**”). It was further noted that all the directors present were, pursuant to the Articles, entitled to vote and be counted in the quorum. The meeting then proceeded to business.

2. LIMITATIONS TO THE NUMBER OF DIRECTORSHIPS AND RESIDENCY REQUIREMENTS UNDER THE COMPANIES ACT 2014

It was noted that pursuant to Section 137 of the Companies Act 2014 (as amended) (the “**Act**”), at least one of the directors of the Company is resident in a Member State of the European Economic Area and that no director present individually held more than twenty-five directorships for the purposes of Section 142 of the Act and was therefore eligible to vote on all board resolutions brought before the meeting.

3. DISQUALIFICATION AND RESTRICTION ORDERS AND UNDERTAKINGS

Those directors present each declared that they were not the subject of any declaration, order or deemed order for disqualification or restriction under the Act including Part 14, Chapters 3 and 4 and had not received any notice under that Part of the Act including any notice concerning a disqualification or restriction undertaking under Part 14, Chapter 5.

4. DECLARATIONS OF INTEREST

In accordance with section 231 of the Companies Act 2014, and the Constitution of the Company, and, for the purposes of Section 5.8 (ii) of the Code of Practice for the Governance of State Bodies 2016, there were no material interests declared by the directors present at the meeting in the business to be transacted at the meeting which would preclude them from participating in the meeting and forming part of the necessary quorum.

5. CONFIRMATION IN RELATION TO RESERVED MATTERS

The CS confirmed to the Board that the Executive Management Team of HBFI (“the **“EMT”**”) was satisfied that all reserved matters which require consideration by the Board have been brought to the Board’s attention.

6. MEETING MINUTES AND MATTERS ARISING

The Board NOTED that draft minutes of the meeting of the Board held on the 6 September 2023 had been circulated to the Board members in advance of the meeting and it WAS RESOLVED that the minutes of the meeting be APPROVED.

7. CEO UPDATE

The CEO presented a summary of the key points in the CEO update paper and highlighted the following:

- Commentary on an emerging trend in the funding market;
- The commencement of the HBFI Strategic Review for 2024; and
- Business performance and stakeholder engagement.

THIS ITEM HAS BEEN REDACTED IN PART

The CEO’s Update was NOTED by the Board.

8. STRATEGIC PLAN 2024 - 2028

The HoC joined the meeting and provided a summary of the key items of the strategic plan focusing on the proposed topics, speakers and priority discussion points for the Strategy Day scheduled for January 2024. The Board discussed the proposed topics and provided feedback on discussion points to be considered.

The Board NOTED the Strategic Plan and the HoC left the meeting

9. BUSINESS UPDATE

The HoL joined the meeting and presented a business update including an overview of trends in the market. The HoL commented on the key matters in the report focusing on the pipeline and stakeholder engagement.

The business update was NOTED by the Board.

10.HBFI WAY

The HoL gave a presentation on the launch of the HBFI Way and provided a summary including a video of the team capturing the key objectives of the exercise. The HoL further outlined the approach taken, internal and external engagement and the next steps. The Board provided feedback and commented on the aim for more team visibility.

The Board NOTED the presentation and the HoL left the meeting.

11.ESG UPDATE

The HoLG and SLM joined the meeting and jointly presented an update on ESG including an overview of the ESG journey to date and outlined the key activities undertaken in the environmental, social and governance areas.

The Board NOTED the ESG update. The SLM left and the HoOF joined the meeting.

12.FINANCE

i THIS ITEM HAS BEEN REDACTED IN PART

ii Financial Performance

The HoOF presented a summary of the report highlighting the key movements. The HoOF explained the assessment carried out on the cost to carry as requested at the previous meeting.

The results to end of August were NOTED by the Board. The HoLG left the meeting.

13.ANNUAL PRESENTATION FROM HEAD OF OPERATIONS AND FINANCE

The HoOF gave her annual presentation to the Board and provided a summary of the key matters.

The Board NOTED the presentation.

14.REVIEW OF NTMA AS A SERVICE PROVIDER

The HoOF presented this review noting that it was satisfactory.

The Review was NOTED by the Board.

15.REVIEW OF FEXCO AS A SERVICE PROVIDER

The HoOF introduced this review noting that it was satisfactory and provided an update on the contract. KG and FL, on behalf of Fexco, joined the meeting and presented an annual update to the Board. KG highlighted the team expansion and advised that there were no findings following the conclusion of a site visit by the C&AG and an internal audit by EY in relation to the provision of services to HBFI. FL provided an update on risk and compliance noting that there were no matters to bring to the attention of the Board.

The HoOF, KG and FL left the meeting.

16.EXTERNAL PRESENTATION FROM MITCHELL MCDERMOTT

PM, on behalf of Mitchell McDermott, the HoCR and SVM joined the meeting. PM gave a presentation to the Board focusing on key drivers in the market including commentary on construction cost, inflation,

supply and demand and current barriers followed by a discussion on the key matters.

The Board thanked PM for presenting and NOTED the presentation. PM and SVM left the meeting.

17.RISK

The HoCR presented the key points in the following reports:

i Overview of sales environment

The HoCR presented the report on the sales environment noting that it was a fact-based review. The HoCR outlined the key matters including commentary on current market trends, what HBFI has experienced in its portfolio, consumer sentiment, sales monitoring, and stress testing.

The Board discussed the report and requested that further consideration be given to the matters discussed and presented at the Strategy Day.

ii Risk Report and Risk Register

The HoCR provided an overview of the key changes since the last report and noted the operational events.

iii Credit Decisions Report

The HoCR provided an overview of the credit decisions made since the last report.

iv Risk Appetite KPIs

The HoCR advised that there were no matters to bring to the attention of the Board for this item.

v Account Review Schedule

The HoCR confirmed that all account reviews were up to date.

The Reports at 17 (i) to (v) inclusive were NOTED by the Board.

18.UPDATE FROM THE AUDIT AND RISK COMMITTEE

The Chair of the Audit and risk Committee provided a verbal update on the key matters raised earlier that day which were NOTED by the Board.

19.GOVERNANCE

i. Board Implementation Plan

The CS presented the update on the implementation plan and the Board NOTED the update and progress of the plan.

ii. Draft Board Plan 2024

The CS presented the Board Plan for 2024 and outlined the changes including regular reporting to the Board on progress.

The Board NOTED the Board Plan.

iii. Scheduled review of the HBFI Terms of Reference

The CS presented the scheduled review of the HBFI Terms of Reference and outlined the proposed amendments including the rationale for same.

The Board APPROVED the HBFI Terms of Reference as presented.

iv. Scheduled review of the Audit and Risk Committee Terms of Reference

The CS presented the review of the Audit and Risk Committee Terms of Reference and outlined the proposed amendments which had been approved by the Audit and Risk Committee for recommendation to the Board at its meeting earlier that day.

The Board APPROVED the Audit and Risk Committee Terms of Reference as presented.

20.AOB

Following approval from the Board Members, the CS confirmed that personal email address will be furnished to ICT to circulate training links.

The CS advised the Board that the Compliance Team will issue annual training via email in due course.

The Board noted the remaining meetings scheduled for 2023.

21.PRIVATE SESSIONS

- i. The Board met in private session. This item was minuted separately.
- ii. The CEO, HoCR and CS left the meeting and the non-executive members proceeded with a private session.

CLOSE

There being no further business the meeting was closed.

Chairperson