POST OFFICE LIMITED
REMEDIATION COMMITTEE

Title:	Remediation Committee Evaluation Report 2022/23	**Meeting Date:**	16th August 2023
Author:	Cordelia Hagan, Assistant Company Secretary	**Sponsor:**	Ben Tidswell, Remediation Committee Chair

Input Sought: Discussion/Decision

The Committee is asked to:

i. **NOTE** and **DISCUSS** the committee evaluation results for 2022/23 (please see **Appendix 1**).
ii. **APPROVE** the recommended actions to address points raised and areas which may require development.

Recommendations:

1. Information flows between the Remediation Unit (formerly the Historical Matters Unit (HMU))[1] and the Remediation Committee (formerly the Historical Remediation Committee (HRC))[2] could be improved.

2. The RC should ensure that it understands the new Overturned Historical Convictions (OHC) remediation process, establishes the compensation principles, and obtains shareholder support for them.

Executive Summary

The UK Corporate Governance Code and the Corporate Governance Code for Central Government Departments[3] both stipulate that there should be an annual evaluation of the Board and its Committees which should be externally facilitated at least once every three years.

The RC did not have a Committee Evaluation for the 2022/21 FY as the Committee was only established and first convened in August 2021. As such, there is no previous Committee evaluation data to compare this years' results to.

The Committee Members, and Ben Foat, Group General Counsel; Alisdair Cameron, Group Chief Finance Officer; and Simon Recaldin, Historical Matters Director, who have been regular attendees at RC meetings, were invited to participate in the RC Evaluation which they did. The questions, average scores and a summary of the findings are at Appendix 1.

[1] The Committee renamed the 'Historical Matters Unit' (HMU) to the Remediation Unit (RU) on 5th July 2023. Any references to the HMU in this report should be read as the RU.
[2] The Committee agreed to change its name from the 'Historical Remediation Committee' (HRC) to the Remediation Committee (RC) on 5th July 2023. Any references to the HRC in this report should be read as the RC.
[3] Provision 21 of the UK Corporate Governance Code 2018 and paragraph 4.12 of the Corporate Governance Code for Central Government Departments.

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Report

1. **Findings 2022/23**
   With the exception of one question, all questions achieved an average score higher than 3 (3 = "good/at the required standard").

   The highest scoring questions were:

Q2.	How would you assess the Chair's encouragement of debate within the Committee, including ensuring that all members are able to contribute to the discussion?	4.5
Q1.	How appropriate is the composition of the Committee for the requirements of the business?	4.2

   The lowest scoring question was:

Q9.	How effectively does the Committee assess the quality of the management team below Board level and manage succession planning?	2.0

Next Steps & Timelines

1. The RC will have its next Committee evaluation for the 2023/24 financial year, early next year.

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Appendix 1

Remediation Committee Evaluation Questionnaire 2022/23

	Question	2022/23 Average
	Skills, experience, diversity, knowledge	
1.	How appropriate is the composition of the Committee for the requirements of the business?	**4.2**
	Additional Comments: • Good mix of Shareholder representation, lawyers and practicality. • This committee requires considerable legal expertise and I know that I need more than usual background briefing from the team. Any successors to the Committee could have upfront training on some of the legal issues around compensation legal principles.	
	Leadership, ways of working, time management	
2.	How would you assess the Chair's encouragement of debate within the Committee, including ensuring that all members are able to contribute to the discussion?	**4.5**
3.	How effective is the Committee at focussing on the right issues?	**3.6**
4.	How effective is the Committee at providing both challenge and support to management?	**3.6**
	Additional Comments: • Very supportive and collaborative whilst at the same time challenging where appropriate • The committee has been effective at decision-making and Ben has chaired HRC extremely well. • Due to the large agenda HRC's organisation and capacity perhaps doesn't get enough attention; there is a concern that some things seem to sit for a long time within HMU before they come forward to HRC - Detriment 2 is an example of this but also the latest OHC SARs seem to have taken a while to process.	
	Information and Support	
5.	How effective is the Committee at testing the information provided by its external advisers?	**3.6**
6.	How would you rate the quality of papers and presentations received by the Committee?	**3.4**
7.	Are the frequency and length of Committee meetings appropriate?	**Yes = 4** **No = 1**
8.	How would you rate the access you have to any additional information and support you need to fulfil the requirements of your role (i.e. from management, secretariat or from external advisers, where required?).	**3.8**
9.	How effectively does the Committee assess the quality of the management team below Board level and manage succession planning?	**2.0**
	Do the right issues get brought to the Committee at the right time?	**Yes = 4** **No = 1**

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	Question	2022/23 Average
	Additional Comments: • This is a temporary committee established simply for Historical matters, therefore succession is not particularly relevant. • We have made progress with reducing the volume of approvals and notings that come to HRC, which was excessive. More could be done (though noting that shareholder approvals often require HRC engagement, possibly without real need for that).	
10.	Please include any thoughts you have about the operation of the Committee and any ideas for its future operation.	
	• I think HRC is getting to the stage where the operation is just about up and running so it's now down to monitoring performance and delivery through to conclusion and then closure. I think in Q1 2023 consideration should be given to holding the meetings every month rather than every fortnight. • The critical thing for HRC to do is get on top of the new OHC remediation process, establish the compensation principles early, get shareholder support for them and move at speed. • I would like to meet less frequently, but this is a challenge given the current range and pace of issues arising. • One concern I have is how the Inquiry is being governed. It isn't clear to me whether this is a Board or HRC topic. In either case I don't think it is receiving the Board level attention required. POL's strategy towards the Inquiry isn't clearly discernible and hasn't been debated at the Board.	