

The Speak Up Champion Terms of Reference

The Purpose of the Role

Post Office Ltd (POL) has appointed an independent Non-Executive Director as Speak Up Champion (the NED).

The NED's primary purpose as Champion is to be a point of assurance for the integrity, objectivity, independence, effectiveness, and evolution of the Speak Up function in adherence with the Group Speak Up Policy and associated procedures.

This role also provides, as a critical friend:

- Board-level insight to the Speak UP function
- Advice in approaches in managing reporters, nuance in preserving anonymity/confidentiality, and management of investigative findings
- Advocacy both on behalf of the Speak Up function into senior POL staff, and reciprocally to the Speak Up function from other parts of POL
- A senior escalation point for POL's Speak Up function. This function is represented by the Head of The Post Office Investigation Branch (HIB) who is also the Head of the Central Investigation Unit.

Through HIB, the NED will influence where appropriate the high-level understanding of Speak Up so that the interests of fairness, transparency, and public interest are protected and advanced.

Role & Responsibilities

The NED does not have line management responsibilities for POL's Speak Up function nor responsibility for the management of individual Speak Up investigations other than in exceptional circumstances (outlined below).

New Speak Up-related policies will be passed for comment to the NED by HIB as necessary, particularly where they are of a strategic nature. Whilst HIB has discretion as to what is sent to the NED for comment, any re-drafting of the Group Speak Up Policy must go to the NED for comment.

The NED will meet quarterly with HIB. The purpose of these meetings is primarily to discuss developments within the Speak Up function and secondly to provide an overview to the NED of the current reporting portfolio. It is also an opportunity for HIB to benefit from the NED's insight into the wider POL environment. This is advice and commentary given by the NED, not a directive, but will be considered seriously by HIB. The Group Legal Director may also attend and participate.

HIB will provide a report to the NED regarding the development of the function every six months which will outline successes, lessons learned, future plans, blockers, and functional development opportunities. HIB will also provide the monthly Central Investigations Unit MI report to the NED. Feedback on these reports will be actively sought to improve the impact of the content.

Through this role, the NED will be able to provide an insight to the Board of the work of the Speak Up function which will assist in the Board's understanding of matters concerning or originating from the function.

If the independence of a Speak Up investigation or the resulting report is threatened, HIB or the Group Legal Director or the General Counsel may escalate the matter to the NED. The NED will then

seek to resolve the matter with the prime objective to maintain the independence the investigation and investigative reporting as well as any reporter-related anonymity/confidentiality issues.

The NED will also be an additional point of escalation for complaints or feedback regarding the Speak Up function from other parts of the organisation. This alternative route to line management will be helpful in gathering as much constructive commentary as possible on the remit, purpose, development, methodologies, and effectiveness of the function to aid continual improvement.

Case Oversight by Exception

There may be times when HIB's line manager (Group Legal Director) and the General Counsel may be conflicted regarding a specific Speak Up investigation. In this situation, HIB may approach the NED and seek their oversight and reporting channel for that case. In this circumstance, the Group Legal Director and General Counsel will be notified. The NED will then carry the escalation point and block-clearing roles HIB's line management normally perform. Where HIB is also conflicted, the relevant investigator may engage the NED in this way.

Interaction with the Investigation Champion

The Investigation function has a separate NED acting as their Champion. Part of the role of the Speak Up team is to conduct investigations originating from Speak Up reporters. The Speak Up Champion is concerned with the preservation of anonymity and confidentiality of the reporter and in ensuring there is no retaliation against that person as a consequence of making the report. How the Speak Up investigation is conducted – in terms of investigative approach, methods, minimum standards, and adherence to the Group Investigation Policy – falls within the Investigation Champion's area of interest.

To ensure there is positive and continual learning and development in these two spaces, the two NED Champions will meet every six months to discuss subjects of mutual interest in relation to the conduct of the Speak Up and Investigation functions. HIB, the Speak Up & Intelligence Manager, and the Group Legal Director may also attend.