

INTERNAL

The Investigations Champion Terms of Reference

The Purpose of the Role

Post Office Ltd (POL) has appointed an independent Non-Executive Director as Investigations 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 investigation function in adherence with relevant Group Policies and associated procedures.

This role also provides, as a critical friend:

- Board-level insight to the investigation function
- Advice in approaches, methodologies, nuance, and presentation of investigations and findings
- Advocacy both on behalf of the investigation function into senior POL staff, and reciprocally to the investigation function from other parts of POL
- A senior escalation point for POL's investigation function. This function is represented by the Director of Assurance & Complex Investigations (DA&CI).

Through DA&CI, the NED will influence where appropriate the high-level policies, processes and approaches of the various teams within POL that conduct investigative activity 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 investigative function nor responsibility for the conduct of individual investigations other than in exceptional circumstances (outlined below).

New investigation-related policies will be passed for comment to the NED by DA&CI as necessary, particularly where they are of a strategic nature. Whilst DA&CI has discretion as to what is sent to the NED for comment, any re-drafting of the relevant Group Policies must go to the NED for comment.

The NED will meet quarterly with DA&CI. The purpose of these meetings is primarily to discuss developments within the investigation function and secondly to provide an overview to the NED of the current investigation portfolio. It is also an opportunity for DA&CI 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 DA&CI. The Group Legal Director and/or Group General Counsel may also attend and participate.

DA&CI will provide the monthly Speak Up and A&CI MI report and the Assurance reports 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 investigation function which will assist in the Board's understanding of matters concerning or originating from the function.

If the independence of an investigation or the resulting report is threatened, DA&CI 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.

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The NED will also be an additional point of escalation for complaints or feedback regarding the investigation 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 investigation function to aid continual improvement.

Case Oversight by Exception

There may be times when DA&CI's line manager (Group Legal Director) and the General Counsel may be conflicted regarding a specific investigation. In this situation, DA&CI 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 DA&CI's line management normally perform. Where DA&CI is also conflicted, the relevant investigator may engage the NED in this way.

Interaction with the Speak Up Champion

The Speak Up function has a separate NED acting as their Champion. Part of the role of the investigation function 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 relevant Group Policies – 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 with DA&CI to discuss subjects of mutual interest in relation to the conduct of the Speak Up and Investigation functions. The Speak Up & Intelligence Manager, and the Group Legal Director/General Counsel may also attend.