

Terms of Reference

Investigation into Concerns raised under Post Office Limited's ("POL") Speak Up Policy

Commissioning Executive:

Karen McEwan - Group Chief People Officer

Investigations Steering Group ("ISG"):

Amanda Burton, Non-Executive Director and Chair of the Remuneration Committee
Lorna Gratton, Non-Executive Director

External Investigator:

Marianne Tuttin, Devereux Chambers

POL Investigations Contact:

John Bartlett, Head of Central Investigations Unit

1. Background and Instructions

An external investigation into concerns raised via POL's Speak Up Policy in relation to the conduct and behaviours of POL's former Chief People Officer, Jane Davies ("JD"), concluded that there may be a case to answer in respect of her behaviours and conduct breaching POL's Dignity at Work Policy and her approach and conduct contributing to a working environment that caused people to resign and/or take time off sick.

As a result of the findings of the external investigation, POL's CEO, Nick Read ("NR"), considered that JD was not suitable for the CPO position and that, as a result, she should not be confirmed as having passed her probation period (JD started with POL on 1 December 2022). NR therefore recommended to POL's Nominations Committee the termination of JD's employment. The Nominations Committee agreed with NR's recommendation at a meeting of NomsCom on 29 June 2023. JD was informed of the decision on the same day and her employment was terminated. JD was paid a payment in lieu of notice and her last day of employment was 29 June 2023. As JD's employment was terminated due to her not successfully completing her probation period, there was no right of appeal against the dismissal.

On 4 September 2023, JD wrote to POL's Group General Counsel, Ben Foad (BF"), stating that she wished to make a formal complaint in relation to the treatment that she has received from POL and NR in particular. This letter was headed "Speak Up Complaint". It has therefore been considered in accordance with POL's Speak Up Policy and a decision taken by the ISG to investigate a number of the matters raised in the Speak Up Complaint. Not all of the matters raised will be investigated via this investigation due to the following:

- A number of the matters raised are already being considered/looked into via separate POL processes; and
- JD does not have the right to appeal against the termination of her employment. The matters referred to under the heading "Wrongful Dismissal" will therefore not be considered.

The matters that are to be investigated are set out in paragraph 2 ("the Concerns") below. The Investigator is required to conduct a fact-finding investigation into the Concerns. The investigation should be conducted in a fair and impartial manner. The Investigator is asked to make findings in relation to each of the Concerns and to make recommendations in relation to any identified potential breaches of POL's Policies and Procedures.

A copy of the relevant documentation is enclosed.

Should JD provide any further specific examples relating to the Concerns and/or should the Investigator identify other issues outside the scope of this investigation, the Commissioning Executive and the ISG should be

informed and the ISG will decide how the additional issues should be handled taking advice from the Commissioning Executive. This may impact the scope of the investigation or require a second, separate but parallel, investigation.

2. The Concerns ("the Concerns")

To investigate whether:

2.1 [REDACTED]

2.2 [REDACTED]

2.3 [REDACTED]

2.4 [REDACTED]

2.5 [REDACTED]

2.6 [REDACTED]

2.7 During a meeting on 25 January 2023, Henry Staunton referred to women as "pains in the arses" and in the same meeting, said of one candidate for the RemCo Chair position, words to the effect of "she doesn't look coloured, where does she come from?" and in view of her age referred to the same candidate as a "girl" (when other women were referred to as "ladies");

2.8 [REDACTED]

2.9 The Board failed to intervene or address the allegations raised by JD with the Chairman, Henry Staunton, ("HS") via a letter dated 24 May 2023 and, if so, the reasons for this;

2.10 [REDACTED]

2.11 [REDACTED]

2.12 [REDACTED]

2.13 [REDACTED]

2.14 [REDACTED]

3. Witness Interviews

The Investigator shall reasonably identify individuals who should be interviewed as part of the investigation. At this stage, the following have been identified as individuals who will need to be interviewed in the course of the investigation:

- Jane Davies;
- Nick Read, CEO;
- A member of RemCo (to be identified by the ISG);
- Henry Staunton, POL Chairman;
- POL's Reward Director and/or Interim CPO;
- Other POL staff to be determined as appropriate.

Before commencing an interview with any person, the Investigator will liaise with John Bartlett, Head of Central Investigations, to coordinate Speak Up-related actions. The Investigator will be accompanied to interviews by a note-taker who will produce a note of the meeting.

4. Confidentiality and Data Protection

The Investigator should ensure that safeguards are in place throughout the investigation so that breaches of confidentiality are avoided as far as possible and so that the Investigator complies with all relevant requirements of the GDPA in so far as they relate to information gathered as part of the investigation.

John Bartlett will act to ensure any Speak Up reporters are protected in compliance with PIDA.

5. Updates and Delivery of the Report

The Investigator will provide fortnightly updates to the Commissioning Executive and the ISG.

At the conclusion of the investigation, the Investigator will produce a written report to summarise key evidence and to set out findings on each of the Concerns, including whether there has been a potential breach of any of POL's Policies and Procedures, together with any recommendations for the ISG to consider.

Supporting documents shall be appended to the report and will include:

- all documents relied upon for the purposes of preparing the report, with relevant documents being referenced within the report;
- notes of all interviews conducted by the Investigator in the course of the investigation; and
- any witness statements or other written information obtained from individuals in the course of the investigation.

On its completion, the report will be submitted to the ISG, Ben Foat, and John Bartlett.

6. Proposed Timeline

The Investigator is asked to complete the investigation as soon as is reasonably practicable. It is hoped that a conclusion can be reached and an investigation report submitted by 30 November 2023 at the latest.

It is recognised that timescales for completion of the investigation will be dependent upon the number of witnesses reasonably identified as relevant and the availability and willingness of those individuals to attend interviews and/or respond to requests for information and any further investigation which may be required.

The Investigator is asked to keep the ISG and Ben Foat updated with regard to timescales, especially if the anticipated completion date is not possible.

Date: 5 December 2023