

2018 Board Evaluation Questionnaire

Tom Cooper
Submitted: 18/12/2018

Close Date: 31/12/2019

Printed On: 19/12/2018

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Please complete your questionnaire by **14 December 2018**.

Most questions include a 1 – 5 scoring option (1 = requires significant development; 2 = requires development; 3 = good/ at required standard; 4 = very good; 5 = excellent. There is also a non applicable option where you can't or do not think it appropriate to respond to a question). Text boxes have been included at the end of each section for your general comments but it would also be really helpful to include examples that link to any of the questions in that section, especially if it's an area where you think work is needed.

The timetable for the evaluation report and the Senior Independent Director's meeting with NEDs to discuss the Chairman's performance is:

Date	Action
28 November 2018	Issue questionnaire on Board portal (CoSec).
Mid December 2018	Collate results and draft report (CoSec).
Late December 2018/ early January 2019	Senior Independent Director to review draft report and discuss with the Chairman.
29 January 2019	Board Report with any actions recommended included with January Board papers and Committee Reports to the next scheduled meetings.
29 January 2019	SID to facilitate Chairman's performance discussion with NEDs.
	- Actions approved by Board, then addressed and monitored.
Post January 2019	- Actions approved by each Committee, then addressed and monitored.

The report to the Board in January will also include the actions from the last Board evaluation and the follow up to these.

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Skills, Experience, Diversity, Knowledge

Key: 1 = Requires significant development; 2 = Requires development; 3 = Good / At required standard; 4 = Very good; 5 = Excellent

Q: 1

How appropriate is the composition of the Board for the requirements of the business?

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Q: 2

How would you rate the Board's understanding of the following areas of the Business and areas of business transformation:

Retail

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Financial Services and Insurance

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

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Telecommunications

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Information Technology

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Risk

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Banking Framework

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Digital Identity

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1 2 3 4 5 N/A
☐ ☒ ☐ ☐ ☐ ☐

*Required **

Please include any thoughts you have on the skills, experience, diversity and knowledge represented by the Board collectively, including whether you think there are any areas that need to be strengthened or gaps filled (whether currently, or as a future requirement because of Post Office Limited's strategic direction).

The Board composition is very good and there is a very good mix of skills and experience. The Board is diverse. It would be beneficial to have someone with operational experience in franchising but I don't think it's essential.

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Leadership, ways of working, time management

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Q: 3

How would you assess the Chairman's encouragement of debate within the Board, including ensuring that all directors are able to contribute to the discussion?

1	2	3	4	5	N/A
<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 4

How effective is the Board at focussing on the right issues (e.g. gaining an appropriate level of assurance on how strategy is being implemented and the business is being run, setting strategy, providing support and challenge to management)?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 5

How effective are the relationships between:

Board Members

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

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Non-Executive Board Members and Management (in providing both support and challenge).

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Q: 6

Are issues brought to the Board at an appropriate time?

Yes No
☐ ☒

Required *

Q: 7

Are there any issues or topics that are not discussed that should be considered at the Board?

Yes No
☒ ☐

Required *

Please include any thoughts you have on how the Board operates, including areas where there should be less focus or more focus.

Re timing of issues coming to the Board - see later comments.

In general I think Board members aren't encouraged to contribute to a Board discussion. Sometimes a contribution at Board level seems to happen more by intervention than invitation. I'd encourage Tim to positively ask for contributions particularly from Board members who have experience relevant to the topic being discussed.

Succession has not been discussed in the last 12 months. Obviously this has been

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overtaken by events to some degree but talent management and succession at Group Exec level is something the Board should discuss. Also there should be regular opportunities for the Board to meet as a group without management present. I'm pleased that one has been scheduled in January. Hopefully it's the first of a regular series.

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Decision-making and Risk

Key: 1 = Requires significant development; 2 = Requires development; 3 = Good / At required standard; 4 = Very good; 5 = Excellent

Q: 8

How would you assess the Board's consideration of risk when taking strategic and operational decisions?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 9

How strong is the Board's understanding of the business' competitors?

1	2	3	4	5	N/A
<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 10

How strong is the Board's understanding of the business' performance drivers?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 11

How effective is the process of board decision making?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

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*Required **

Q: 12

To what extent does the Board review past decisions?

1 2 3 4 5 N/A
☐ ☒ ☐ ☐ ☐ ☐

*Required **

Q: 13

How seriously does the Board take the development of individual directors and the Board as a whole, and where it needs to improve?

1 2 3 4 5 N/A
☐ ☒ ☐ ☐ ☐ ☐

*Required **

Please include any thoughts you have on the Board's decision-making processes.

The Board and management seems to have limited perspective or education about competitors. When questions are asked (eg Ken's recent question about Deutsche Post) there seems to be limited follow up.

There are a lot of talented people on the Board who I believe could make a more significant contribution to the decision making process. I believe the company would benefit greatly if individual NEDs could be involved throughout the life of a decision, particularly where they have expertise - helping management define the problem and identify the alternatives to be evaluated, assist with designing the work and analysis needed to support a decision, and making better informed contributions to the Board discussion itself

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NED, ED, UKGI Representative Contributions

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Q: 14

The quality and value of NEDs contributions at board meetings?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 15

To what extent do NEDs get involved in issues outside the Boardroom?

1	2	3	4	5	N/A
<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 16

How effective are the EDs in assisting the Board's understanding of the business issues?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 17

To what extent do the EDs act in a collegiate manner with the overall interests of the business in mind?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

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*Required **

Q: 18

The level of insight provided by the UKGI representative into the strategic direction that the Shareholder aspires to?

1 2 3 4 5 N/A
☐ ☐ ☐ ☐ ☐ ☒

*Required **

Q: 19

The level of engagement and contribution made by the UKGI representative?

1 2 3 4 5 N/A
☐ ☐ ☐ ☐ ☐ ☒

*Required **

Please include any thoughts you have on the NED, ED and UKGI representative's contribution.

See previous comment about NED contributions where they have expertise.

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Information and Support

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Q: 20

How would you rate the management information received by the Board and its timelines (i.e. is it the right information at the right time to provide you with the assurance you need and the understanding of the business you need)?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 21

How would you rate the quality of papers and presentations received by the Board?

1	2	3	4	5	N/A
<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 22

How effective are the Board Committees at communicating decisions and outcomes to the full Board?

1	2	3	4	5	N/A
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>

Required *

Q: 23

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?)

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1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Q: 24

Are the frequency and length of Board meetings appropriate?

Yes No
☒ ☐

Required *

Q: 25

How effective are the communications between the Board and the management between formal meetings?

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Q: 26

Does the Board have sufficient time in private (either formally or informally) to discuss matters of concern?

Yes No
☐ ☒

Required *

Please include any thoughts you have or suggestions on what could work better on the information and support provided

In general, the quality of the Board papers are often poor (Banking Framework and Cyber Security are two significant recent examples). Often there is only one option presented to

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the Board with limited opportunity to discuss and evaluate alternatives. In relation to commercial negotiations, there needs to be much clearer communication and agreement on the negotiating parameters that management has the authority to agree. The usual position is that economic objectives are unclear or stated by management as aspirations rather than clear negotiating parameters and as a result management has too much freedom to negotiate making it harder to hold them to account subsequently

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Stakeholder Engagement

Key: 1 = Requires significant development; 2 = Requires development; 3 = Good / At required standard; 4 = Very good; 5 = Excellent

Q: 27

How would you assess the Board's approach to considering the following stakeholder needs / views when taking decisions:

Customers

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Postmasters / agents and clients

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Special Shareholder

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

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Employees

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Suppliers

1 2 3 4 5 N/A
☐ ☐ ☒ ☐ ☐ ☐

Required *

Regulators

1 2 3 4 5 N/A
☐ ☐ ☐ ☒ ☐ ☐

Required *

Please include any thoughts you have on the Board's approach to considering stakeholder needs.

I think the Board (and management) could do more here. I'm particularly interested in the postmaster population - both multiples but also the large number of postmasters who seem to have quite limited (at least physical) contact with the company. Hopefully this will come into greater focus as a result of the new corporate governance code and the need for the Board to have a stakeholder representative.

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Please include any other thoughts or comments on how the Board operates or suggestions for the future.



This question has not been answered.

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SUBMISSION PAGE

Thank you for your participation in this questionnaire!

Select the submit option to mark your responses as final and complete your participation in this questionnaire. If you would like to review or change any of your responses, use the previous button to access prior pages.