



UKGI Board meeting - 16 July 2020

MEETING
16 July 2020 13:00

PUBLISHED
9 July 2020

Contents

	<i>Page</i>
1. Agenda	4
2. Declaration of interest	
3. Minutes from previous meeting (20 May 2020)	6
4. Board action log	11
5. Appointment of Sam Beckett as non-executive director of the Company (UKGI-BP-447, 447a, 447b)	12
6. Chief Executive's Report (UKGI-BP-448)	27
7. Interim Project Review - Post Office Limited (UKGI-BP-449)	30
8. Operations plan to March 2021 (UKGI-BP-450, 450a)	35
9. Update on Employee Liaison meetings	
10. Chief Financial Officer's update (UKGI-BP-451)	39
11. UKGI Risk - Heat map and Covid-19 risk tracker (UKGI-BP-452, 452a, 452b)	42
12. Departmental Relationship Review - HMT (UKGI-BP-453)	51
13. Delivering against the UKGI 2020/21 strategy (UKGI-BP-454)	56
14. Board mandate (UKGI-BP-455, 455a)	65
15. Terms of references - Board, Chair and CEO (UKGI-BP-456, 456a, 456b, 456c)	71
16. Board forward look - proposed additions / changes (UKGI-BP-457)	82

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

Contents

	<i>Page</i>
17. NED only discussion	
18. Summary of Transaction Committee activities (UKGI-BP-458)	83
19. Dashboard - June 2020 (UKGI-BP-459, 459a)	90
20. EDRM summaries (UKGI-BP-460, 460a)	114
21. NED project assignments (UKGI-BP-461)	140
22. Board and Committee dates 20/21 (UKGI-BP-462)	142

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22



UK Government
Investments

Company No. 9774296

UK

Government Investments

Limited (the "Company")

27-28 Eastcastle Street, London W1W 8DH

Agenda for a meeting of the Board of Directors held
via Microsoft Teams
On 16 July 2020 at 13:00 p.m.

Present: Robert Swannell (in the Chair)
Charles Donald
Andrew Duff
Phil Duffy
Jitesh Gadhia
Jane Guyett
Clare Hollingsworth
Robin Lawther
James Leigh-Pemberton
Caroline Thomson

Apologies: Charles Roxburgh

In attendance: Sam Beckett
Alex Chisholm
Zoe Gillis
Robert Razzell
Richard Watson
Others as required

1. **Declaration of interest**
2. Minutes from previous meeting (20 May 2020)
 - *Board action log*

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

For approval

3. Appointment of Sam Beckett as non-executive director of the Company (UKGI-BP-447, 447a, 447b)

For Discussion

4. Chief Executive's report (UKGI-BP-448)
5. Interim Project Review – Post Office Limited (UKGI-BP-449)
6. Operations plan to March 2021 (UKGI-BP-450, 450a)
7. Update on Employee Liaison meetings – oral
8. Chief Financial Officer's update (UKGI-BP-451)
9. UKGI Risk – Heat Map and Covid-19 risk tracker (UKGI-BP-452, 452a, 452b)
10. Departmental Relationship Review – HMT (UKGI-BP-453)

For Approval

11. Delivering against the UKGI 2020/21 strategy (UKGI-BP-454)
12. Board mandate (UKGI-BP-455, 455a)
13. Terms of references – Board, Chair and CEO (UKGI-BP-456, 456a, 456b, 456c)

Items for Discussion

14. Board forward look – proposed additions / changes (UKGI-BP-457)

Oral Update

15. NED only discussion

Items for Information

16. Summary of Transaction Committee activities (UKGI-BP-458)
17. Dashboard – June 2020 (UKGI-BP-459, 459a)
18. EDRM Summaries (UKGI-BP-460, 460a)
19. NED project assignments (UKGI-BP-461)
20. Board and Committee dates 20/21 (UKGI-BP-462)

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

DRAFT



**UK Government
Investments**

**UK Government Investments Limited
(the “Company”)**

27-28 Eastcastle Street, London W1W 8DH

Minutes of a meeting of the Board of Directors

Held via a video and conference call

On 20 May 2020 at 14.00

Present: Robert Swannell (in the Chair)
Charles Donald
Andrew Duff
Jitesh Gadhia
Jane Guyett
Clare Hollingsworth
Robin Lawther
James Leigh-Pemberton
Charles Roxburgh (from item 9)
Caroline Thomson

In attendance: Sam Beckett (until item 7)
Elliot Brinkworth (item 2)
Richard Callard (items 9 and 10)
Jamie Carter (item 2)
Alex Chisholm (until item 7)
Alex Cole (item 7)
Tom Cooper (item 7)
Meet Desai (item 7)
Josh Fleming (until item 9)
Zoe Gillis
Henry Lloyd (items 9 and 10)
Candida Morley (item 7)
James Pfeffer (items 9 and 10)
Robert Razzell
Ceri Smith (item 2)
Susie Timlin (item 6)
Siddharth Varma
Richard Watson

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

DRAFT

1. Declarations of interest, introductions

Each Director of the Company who had an interest under sections 177 and/or 182 of the Companies Act 2006 declared such an interest and it was noted that, in accordance with article 7 of the Company's Articles of Association, each such Director was entitled to vote in respect of any proposed matter in which he/she was interested and that each such Director was entitled to be (and was) taken into account in ascertaining whether a quorum was present.

The Chair introduced Sam Beckett, acting permanent secretary of BEIS, to the meeting, who will be an observer pending ministerial appointment to the Board.

IRRELEVANT

3. Minutes of the previous meeting

The minutes of the meeting of 25 March 2020, 7 April 2020, 28 April 2020 were approved, subject to a minor amendment of the 7 April 2020 minutes.

4. Action log

No matters arising.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

DRAFT

5. CEO update

It was noted that the workforce is currently working at full capacity with demand for UKGI's support increasing. Whilst secondments have been secured, the quality of candidates yielded by an ongoing process to recruit new EDs was low, and thus the risk of over-stretch remains high. It was noted that the increase in the workforce will drive cost pressures which will require clarity from HMT as to the longer term funding envelope.

The role of UKGI in dealing with the aftermath of the various economic interventions was briefly discussed ahead of the strategy discussion later in the agenda, but noting that UKGI as currently constituted was not equipped to manage the various debt and equity stakes government may take in a number of businesses.

The CEO expressed his gratitude to the people of UKGI who have come together and worked tirelessly offering support to projects and workstreams since the crisis begun. Whilst the recent staff pulse survey results showed that there a slight downward trend, a strong emphasis on communication helps to mitigate this risk. The senior team continue to discuss support mechanisms for staff.

6. People

The Board noted that the resourcing requirements remains tight but manageable. The ED recruitment process was discussed; an external agency will be required to widen the field of applicants. The Board were invited to share details of any potential candidates for the role with the COO.

In respect of staff wellbeing, the initial support processes include forum meetings at each grade level to discuss issues and potential solutions, which will then be fed back to the COO. In addition to that there continues to be a programme of activities for staff to get engaged with including various social activities. The COO is exploring the option of giving staff opportunity to move from a project if they wish to do so.

The Board discussed the importance of taking annual leave to enable staff to get an actual break. The COO explained that the expectation is that all staff will be required to take at least two weeks leave by the end of the annual leave year, and the remaining leave allowance will be rolled over to the following two years.

7. Governance, Portfolio and Risk update

The Board noted the update on governance activities. The three key themes arising from the portfolio reviews were increasing stresses around remuneration, appointments and flight risk; deteriorating cash positions; and year-end issues around audit, going concern and accounts preparation.

UKGI require further assurances that Homes England has dealt with Ceri Smith's resignation from its Board in the correct way.

The success of the recent informal RemCo chairs' event was noted; the Board encouraged the team to schedule further sessions including audit and risk, and sustainability.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

DRAFT

On risk, the Board again noted again the usefulness of the COVID-19 tracker in the current circumstances. The Board was briefly updated on the on-going challenges for the Post Office and will discuss in further detail at the next meeting. The Board were also informed of the work UKGI have been involved in on the Trade Credit Insurance. UKGI's current role is to provide commercial advice to BEIS. A portfolio project review is scheduled within the next week to be discussed in further detail. The Board were notified of the issues at NATS, which has been severely affected by COVID-19, causing a negative financial impact to the company. A portfolio review meeting on NATS took place a week prior, and the following issues were highlighted as a cause for concern: significant cash flow problems, lack of dialogue with DfT resulting in insufficient information flow, and lack of clarity around UKGI's role.

8. CFO Report

The CFO noted that control totals for this year are highly likely to be breached, but that this will likely be dealt with satisfactorily via the supplementaries. The expansion of UKGI's headcount also presents a risk to future years' budget position.

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE
DRAFT

IRRELEVANT

12. Board Effectiveness review

The Board were thanked for their input into the recent internal board effectiveness review. Overall there were no material issues identified. The Board discussed its composition and agreed that the feedback from the review is timely with the upcoming refresh of NED's. They agreed that the future composition of the Board should be considered in parallel with UKGI's future, which will again be discussed at the upcoming Board/ExCo strategy session.

The outcome of the review led to some proposed recommendations. The Board agreed with all of the recommendations, the Chairman and Company Secretary agreed to implement these and will revert back to the Board on their progress in due course.

13. Forward look

The Board duly noted the updated forward look.

There being no other business, the meeting duly closed at 16:30.

.....
Chair of the meeting

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

Current Board actions

Board action date	Action number	Current actions	Owner	Suggested target date	Notes
28-Nov-19	151	Update on Governance to be brought to the March Board	Candida Morley	Sep-20	Due to the implications of Covid-19 and the increasing workload this action will be discussed in the Autumn of 2020.
29-Jan-20	152	Corporate governance specialist group to work with the POL team on a lessons learnt review.	Corporate Governance group	Sep-20	Interim review to take place in July. With a full lessons learnt exercise to take place later in the year.
	154	Update on activities to promote UKGI to be brought to the Board.	Susie Timlin	Sep-20	

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.



UK Government
Investments

UKGI-BP-447

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Appointment of Sam Beckett as a non-executive director of the Company

Date: 2 July 2020

Author: UKGI Board Secretariat

Ref: UKGI-BP-447, 447a, 447b

Category: Paper circulated, for approval

The Board is asked to:

APPROVE the written resolution, please see paper reference UKGI-BP-447a, appointing Sam Beckett as director of the Company effective 16 July 2020, and

APPROVE the indemnification of Sam Beckett by the Company in the form appended at UKGI-BP-447b.

The appointment has received ministerial approval.

The Board’s decision is ratified on behalf of the Shareholder, HM Treasury by the Treasury Solicitor, detailed in the Framework document (para. 5.6 “shareholder reserved matters”).

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-447a

Company Number: 9774296

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

UK GOVERNMENT INVESTMENTS LIMITED (the “Company”)

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTION

I, the undersigned, being the Solicitor for the affairs of Her Majesty's Treasury, as nominee for Her Majesty's Treasury, the sole member of the Company, and being entitled to attend and vote at any general meeting of the Company in respect of the resolution set out below HEREBY AGREE pursuant to sections 288 and 296 of the Companies Act 2006 that the following resolution be passed as a Written Resolution of the Company:

That, pursuant to article 17 of the Company's articles of association, the board confirm their approval of the appointment on 16 July 2020 of Sam Beckett as director of the Company on such terms as agreed between the board of directors of the Company and Sam Beckett.

By order of the board:

.....

Director/Secretary

.....

Date

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 16 July 2020 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

I, being the nominee of the sole eligible member of the Company, with the power to bind the sole eligible member of the Company:

1. confirm that I have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that such resolution shall take effect as an ordinary resolution.

Signed:

Date:

.....
The Solicitor for the Affairs of Her Majesty's Treasury
As Nominee for Her Majesty's Treasury

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-447b

DATED: 16 July 2020

UK GOVERNMENT NVESTMENTS LIMITED

- and -

Sam Beckett

DEED OF INDEMNITY

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

UKGI-BP-447b

CONTENTS

1.	Interpretation	2
2.	Indemnity, Payment and Reimbursement of Funds for Defence Proceedings	3
3.	Conduct of Claims and Access to Information	6
4.	Notices	6
5.	Remedies and Waivers	7
6.	Invalidity	8
7.	Contracts (Rights of Third Parties) Act 1999	8
8.	Entire Agreement	8
9.	Assignment	9
10.	Confidentiality	9
11.	Counterparts	10
12.	Continuation of obligations	10
13.	Choice of Governing Law	10
14.	Jurisdiction	10

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

UKGI-BP-447b

THIS DEED is made on the, 16 July 2020

BETWEEN:

1. UK GOVERNMENT INVESTMENTS LIMITED, (registered number 09774296), whose registered office is at C/O Msp Secretaries Limited, 27-28 Eastcastle Street, London W1W 8DH (the "**Company**"); and
2. Sam Beckett of 1 Victoria Street, London, SW1H 0ET (the "**Director**").

WHEREAS:

- (A) The Director is a director of the Company on the date of this Deed.
- (B) The Company has agreed to indemnify the Director, and the Director has agreed to give certain undertakings to the Company, in each case on the terms of and subject to the conditions in this Deed.
- (C) Pursuant to a Deed of Indemnity between The Commissioners Of Her Majesty's Treasury (the "**Treasury**") and the Director (the "**HMT Indemnity**"), the Treasury has agreed to indemnify the Director, and the Director has agreed to give certain undertakings to the Treasury, in each case on the terms of and subject to the conditions of the HMT Indemnity.

THIS DEED PROVIDES as follows:

1. Interpretation

1.1 In this Deed:

"Act"	means the Companies Act 2006;
"Business Day"	means a day (other than a Saturday or a Sunday) on which banks are open for business in London (other than solely for trading and settlement in euro);
"Confidential Information"	has the meaning given in sub-clause 10.1;
"Group Company"	means any body corporate that is a group undertaking of the Company from time to time (body corporate and group undertaking having the meanings ascribed to them respectively in section 1173 and section 1161 of the Act);
"Indemnity Claim"	means all claims, actions and proceedings, whether civil, criminal or regulatory, arising out of or connected with the exercise of, or failure to exercise, any of the Director's powers,

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

- duties or responsibilities as an officer, director, trustee, agent or employee of the Company or any Group Company or the Director holding or having held such office, trusteeship, agency or employment;
- "Loss"** means liability, loss, damages, penalty, compensation or other award (including all legal costs);
- "Pre-Contractual Statement"** has the meaning given in sub-clause 8.4; and
- "Relevant Period"** means the period:
- (A) commencing as of the date of this deed; and
- (B) ending at the time the Director is no longer any of an officer, director, trustee, agent or employee of the Company.
- 1.2 In this Deed:
- (A) references to clauses and sub-clauses are to clauses and sub-clauses of this Deed;
- (B) use of any gender includes the other gender;
- (C) a reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted; and
- (D) headings and titles are inserted for convenience only and are to be ignored in the interpretation of this Deed.
- 2. Indemnity, Payment and Reimbursement of Funds for Defence Proceedings**
- 2.1 Subject to sub-clauses 2.4, 2.5 and 2.6, the Company undertakes, to the fullest extent permitted by law and without prejudice to any other indemnity to which the Director may otherwise be entitled, to indemnify, out of its own funds, the Director against any and all Losses suffered or incurred by the Director before, on or after the date of this Deed (i) in respect of the Director's acts or omissions while acting during the Relevant Period as an officer, director, trustee, agent or employee of the Company or any Group Company or (ii) which otherwise arises by virtue of the Director holding or having held such office, trusteeship, agency or employment during the Relevant Period, in each case, to the extent arising out of or in connection with, directly or indirectly, all claims, actions and

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

proceedings, whether civil, criminal or regulatory in any jurisdiction PROVIDED THAT, without prejudice to any other rights or remedies available to the Director, this indemnity shall not extend to any Loss suffered or incurred by the Director:

- (A) arising out of, based upon or attributable to any dishonest, fraudulent or reckless act or omission by the Director; or
- (B) in respect of which the Company would be prohibited by applicable law or regulation from indemnifying the Director.

2.2 Without prejudice to sub-clause 2.1 but always subject to sub-clause 2.3, the Company undertakes, to the fullest extent permitted by law, to pay or reimburse the Director, out of its own funds, for all expenditure reasonably incurred or to be incurred by the Director:

- (A) in defending any criminal or civil proceedings in connection with any alleged negligence, default, misfeasance, breach of duty or breach of trust by the Director in relation to the Company or any Group Company which is alleged to have occurred during the Relevant Period; or
- (B) in defending himself:
 - (i) in an investigation by a regulatory authority; or
 - (ii) against action proposed to be taken by a regulatory authority

in connection with any alleged negligence, default, misfeasance, breach of duty or breach of trust by the Director in relation to the Company or any Group Company which is alleged to have occurred during the Relevant Period; or
- (C) in connection with any application for relief under (a) section 661(3) or (4) of the Act or (b) section 1157 of the Act in respect of acts or omissions during the Relevant Period.

2.3 Where the Company pays for or reimburses expenditure pursuant to sub-clause 2.2, such funding shall be provided on such terms for repayment as the Company reasonably determines are appropriate provided always that such funding shall only be repaid as required under the Act (including under section 205 of the Act) or sub-clause 2.5.

2.4 If the Director is at any time entitled (whether by reason of insurance or otherwise) to recover from some other person any sum in respect of any matter giving rise (or which may give rise) to a claim under sub-clause 2.1 or the payment for, or reimbursement of, expenditure under sub-clause 2.2 (whether before or after the Company has made a payment or provided funding thereunder) the Director shall:

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

- (A) as soon as reasonably practicable notify the Company and provide such information as the Company may reasonably require relating to such right of recovery and the steps taken or to be taken by the Director in connection with it;
- (8) unless such entitlement relates to the HMT Indemnity or is contingent upon the Director having first exhausted his rights to indemnification in respect of the relevant Loss under this Deed, if so required by the Company take all steps (whether by way of a claim against its insurers or otherwise including, without limitation, legal proceedings) as the Company may reasonably require to enforce such recovery but at the reasonable cost of the Company; and
- (C) keep the Company fully informed of the progress of any action taken;
- and thereafter any claim against the Company under sub-clause 2.1 or claim for payment or reimbursement by the Company under sub-clause 2.2 shall be limited to the amount by which the Loss suffered or incurred by the Director as a result of the matter giving rise to the claim under sub-clause 2.1 (or expenditure incurred or to be incurred) shall exceed the amount so recovered.
- 2.5 Except in relation to sums claimed from, or paid for by, or reimbursed by, the Treasury pursuant to the terms of the HMT Indemnity, if the Company pays to the Director an amount pursuant to sub-clause 2.1 or pays for or reimburses expenditure under sub-clause 2.2 and the Director subsequently recovers from a third party a sum which is referable to the matter giving rise to the relevant Loss or the expenditure giving rise to the payment or reimbursement, the Director shall forthwith repay to the Company:
- (A) an amount equal to the sum recovered from the third party less any reasonable out-of-pocket costs and expenses incurred by the Director in recovering the same; or
- (8) if the figure resulting under sub-clause (A) above is greater than the amount paid by the Company to the Director in respect of the relevant Loss or the expenditure paid for, or reimbursed, by the Company to the Director, such lesser amount as shall have been so paid by the Company,
- and the amount of any repayment by the Director under this sub-clause 2.5 in respect of expenditure covered by sub-clause 2.2 shall be deducted from the amount for repayment (if any) to the Company of the same expenditure governed by sub-clause 2.3.
- 2.6 If the Director, by reason of his own default, fails to comply with his obligations under Clause 3 in any material respect then the Company's obligation to indemnify the Director under sub-clause 2.1 in respect of the relevant Indemnity Claim shall be limited to the amount which the Director would have been entitled to receive pursuant to such sub-clause in the absence of such failure.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

3. Conduct of Claims and Access to Information

- 3.1 Without prejudice to sub-clause 3.2, if the Director becomes aware of any Indemnity Claim (or any circumstances which may reasonably be expected to give rise to an Indemnity Claim) the Director shall:
- (A) as soon as reasonably practicable, notify the Company in writing of the existence of such Indemnity Claim (or circumstances), giving reasonably full details in that notification (or, to the extent that such details are not available to the Director at that time, as soon as reasonably practicable thereafter) of the person(s) making (or expected to make) such Indemnity Claim, the circumstances leading to (or expected to lead to), and the grounds for, that Indemnity Claim and the quantum or possible quantum of the Indemnity Claim;
 - (B) subject to the Company agreeing to pay the reasonable out-of-pocket expenses of the Director, take such action and give such information and assistance and access to premises, chattels, documents and records as the Company may reasonably request in order to avoid, dispute, resist, mitigate, settle, compromise, defend or appeal such Indemnity Claim or any judgment or adjudication with respect thereto (including, without limitation, instructing such solicitors or other professional advisers as the Company may nominate to act on the Director's behalf but in accordance with the Company's sole instructions);
 - (C) at the request of the Company, allow the Company to take the sole conduct of all such actions in the name of the Director as the Company may deem appropriate in connection with such Indemnity Claim, judgment or adjudication, and in such case the Company shall inform, and (where reasonably practicable) consult with, the Director in respect of such actions from time to time;
 - (D) make no admission of liability, agreement, settlement or compromise with any person in relation to such Indemnity Claim, judgment or adjudication without the prior written consent of the Company (such consent not to be unreasonably withheld or delayed); and
 - (E) take all reasonable action to mitigate any loss suffered by the Director in respect of such Indemnity Claim.
- 3.2 The Company shall be entitled at any stage and at its sole discretion (following consultation with the Director) to settle any Indemnity Claim.

4. Notices

- 4.1 A notice under this Deed shall only be effective if it is in writing, this includes e-mail.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

- 4.2 Notices under this Deed shall be sent to a party at its address or e-mail address as set out below:

<u>Party and title of individual</u>	<u>Address</u>	<u>E-mail address</u>
UK Government Investments Limited Attention: The Directors	C/O Msp Secretaries Limited, 27-28 Eastcastle Street, London W1W 8DH	<u>As notified from time to time.</u>
Sam Beckett	1 Victoria Street, London, SW1H 0ET	As notified from time to time.

PROVIDED THAT either party may change its notice details on giving notice to the other party of the change in accordance with this clause. That notice shall only be effective on the date falling five Business Days after the notification has been received or on such later date as may be specified in the notice.

- 4.3 Any notice given under this Deed shall, in the absence of earlier receipt, be deemed to have been duly given as follows:

- (A) if delivered personally, on delivery;
- (B) if sent by first class post, two clear Business Days after the date of posting; and
- (C) if sent by e-mail or other method of electronic transmission, when despatched.

- 4.4 No notice given under this Deed may be withdrawn or revoked except by notice given in accordance with this Clause.

5. Remedies and Waivers

- 5.1 No delay or omission by either party to this Deed in exercising any right, power or remedy provided by law or under this Deed shall affect that right, power or remedy or operate as a waiver of it.
- 5.2 The single or partial exercise of any right, power or remedy provided by law or under this Deed shall not preclude any other or further exercise of it or the exercise of any other right, power or remedy.
- 5.3 The rights, powers and remedies provided in this Deed are cumulative and not exclusive of any rights, powers and remedies provided by law.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

6. Invalidity

6.1 If at any time any provision of this Deed is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that shall not affect or impair:

- (A) the legality, validity or enforceability in that jurisdiction of any other provision of this Deed; or
- (8) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Deed.

6.2 Insofar as this Deed or any part of it is treated as illegal, invalid or unenforceable under the law of any jurisdiction, the Company shall instead indemnify the Director against any and all Indemnity Claims, subject to any exclusions or limitations in this Deed, to the fullest extent permitted by law in that jurisdiction .

7. Contracts (Rights of Third Parties) Act 1999

The parties to this Deed do not intend that any term of this Deed should be enforceable, by virtue of the Contracts (Rights of Third Parties) Act 1999, by any person who is not a party to this Deed.

8. Entire Agreement

8.1 This Deed and the Articles of Association of the Company constitute the whole and only agreement between the parties relating to the indemnification of the Director by the Company, the funding of defending proceedings against the Director and the obligations of the parties in relation to Indemnity Claims.

8.2 Each party acknowledges that in entering into this Deed it is not relying upon any Pre-Contractual Statement that is not set out in this Deed.

8.3 Except in the case of fraud, no party shall have any right of action against any other party to this Deed arising out of or in connection with any Pre-Contractual Statement except to the extent that it is repeated in this Deed.

8.4 For the purposes of this Clause, "Pre-Contractual Statement" means any draft, agreement, undertaking, representation, warranty, promise, assurance or arrangement of any nature whatsoever, whether or not in writing, relating to:

- (A) the indemnification of the Director by the Company; and/or
- (8) the funding of defending proceedings against the Director; and/or
- (C) the obligations of the parties in relation to Indemnity Claims,

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

made or given by any person at any time prior to the date of this Deed.

8.5 This Deed may only be varied in writing signed by each of the parties.

9. Assignment

9.1 The Company may at any time assign all or any part of the benefit of, or its rights or benefits under, this Deed to a Group Company, provided that such assignment shall be expressed to have effect only for so long as the assignee remains a Group Company.

9.2 The Director shall not assign, or purport to assign, all or any part of the benefit of, or his rights or benefits under, this Deed.

10. Confidentiality

10.1 Subject to sub-clause 10.2, both parties shall treat as confidential and shall not disclose to any person all information which relates to:

(A) an Indemnity Claim (including without limitation the existence of an Indemnity Claim);

(B) any claim or payment made under sub-clause 2.1 or under sub-clause 2.2,

(any such information being "Confidential Information").

10.2 Notwithstanding the other provisions of this Clause, either party may disclose Confidential Information:

(A) to their respective professional advisers provided that each party procures that its advisers comply with the restrictions contained in this Clause as if such advisers were a party to this Deed;

(B) if and to the extent required by law, by any regulatory body, by order of a court or by any other public body that has jurisdiction over the disclosing party;

(C) to any person providing insurance to, or for the benefit of, the Director or the Company in respect of the matter or matters the subject of any claim hereunder;

(D) if and to the extent the Confidential Information has come into the public domain through no fault of that party; or

(E) if and to the extent the other party has given prior written consent to the disclosure, such consent not to be unreasonably withheld or delayed.

Any Confidential Information to be disclosed pursuant to paragraphs (B) or (C) shall be disclosed only after notice to the other party to the extent reasonably practicable.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

- 10.3 The restrictions contained in this Clause shall continue to apply after the termination of this Deed, and, for the avoidance of doubt, after the Director ceases to be a director of the Company, in each case without limit in time.

11. Counterparts

- 11.1 This Deed may be executed in any number of counterparts, and by the parties on separate counterparts, but shall not be effective until each party has executed at least one counterpart.
- 11.2 Each counterpart shall constitute an original of this Deed, but all the counterparts shall together constitute but one and the same instrument.

12. Continuation of obligations

The obligations of the Company contained in this Deed shall continue:

- 12.1 during the period in which the Director is an officer, director, trustee, agent or employee of the Company or any Group Company; and
- 12.2 thereafter until the date falling six years after the time the Director is no longer any of an officer, director, trustee, agent or employee of the Company or any Group Company, save to the extent that as at that date an Indemnity Claim is subsisting.

13. Choice of Governing Law

This Deed is governed by, and shall be construed in accordance with, English law.

14. Jurisdiction

The courts of England are to have exclusive jurisdiction to settle any dispute arising out of or in connection with this Deed. Any proceedings, suit or action arising out of or in connection with this Deed must therefore be brought in the English courts.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

IN WITNESS of which this document has been executed and delivered as a deed on the date which first appears on page 1 above.

Executed as a deed by
UK Government Investments Limited
acting by a director in the presence of:

Director

Signature of witness

Printed name of witness

Address of witness

Occupation of witness

Executed as a deed by

Sam Beckett _____
in the presence of:

Signature of witness

Printed name of witness

Address of witness

Occupation of witness

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.



UK Government Investments

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Chief Executive's Report

Date: 7 July 2020

Author: Charles Donald

Ref: UKGI-BP-448

Category: Paper circulated, for discussion

The overall context of this report is that UKGI remains extremely busy and that demand for our services is increasing. In terms of demand, we have had a number of ad-hoc requests for relatively short-term pieces of work, which cumulatively are absorbing significant resource. These include (but are not limited to): supporting HMG's acquisition of a £500m stake in OneWeb, the Low Earth Orbit satellite company, and establishing a shareholder role; providing a panel member for the tailored review of the Government Property Agency; providing credit risk support to the HMT FD in her role approving guarantee requests under the UK Guarantee Scheme for infrastructure projects; supporting DCMS on a review of the BBC's borrowing limits; support for DCMS in the design of a TV and film industry reinsurance scheme; providing commercial and corporate finance input into the design of DCMS's 'cultural recovery fund' to support the creative arts sector; and advising BEIS on the design and structuring of a funding model for carbon capture and storage. We had to decline to be involved in the cultural recovery fund and the carbon capture and storage projects, and are further investigating the OneWeb request.

ExCo has thoroughly reviewed and challenged each of these requests as we have revitalised the ExCo approval process for new business. In all cases where we have taken on the new assignments, there have been compelling strategic reasons for undertaking the work. Should any of these develop into more significant mandates, formal Board endorsement will be sought in the normal way.

In the longer term we are in discussions with HMT over two major new assignments for UKGI. The first, Asset Co, has been discussed here previously and I will provide a verbal update on latest thoughts on UKGI's role at the meeting, as the position continues to evolve. It remains clear that there should be a substantial requirement for UKGI's involvement.

OFFICIAL-SENSITIVE

UKGI-BP-448

Secondly, HMT is considering where to house a function that would provide capability for government in dealing with contingent liabilities. No final decisions have been taken. This function would comprise actuaries, statisticians, credit risk analysts, corporate financiers and policy advisers, and so encompass a similarly diverse range of skills to the team we successfully assembled for the Student Loans sale programme. The government's stock of guarantees and other contingent liabilities was increasing even before the COVID-19 pandemic, and this function would assist government in assessing risk and pricing these instruments. One of the options that HMT is considering is a joint unit between UKGI and the Government Actuary's department. As well as the impact on our own staffing – we would need to recruit skillsets that we don't currently possess - we may need to consider how the skills mix on the Board can support this role, and whether we need to recruit additional specific skills and experience.

Both of these roles would likely involve substantial increases in our headcount, probably taking UKGI to a point where our organisational structure would need to change. Mark Russell always spoke of "Dunbar's number" with 150 staff being the threshold above which our current model as a single operating unit would need alteration. Our current number of people is 136. I have been working with Susie Timlin and Rob Razzell to give some early thought to preparation for this eventuality.

A further observation on these actual and potential new roles is that the demand stems from UKGI's deep financial, numerical and commercial expertise. Once you had navigated past the quotes from Gramsci, you will have noted that in his recent Ditchley lecture, Michael Gove stated that government needs more people "who are equipped to read a balance sheet and discuss what constitutes an appropriate return on investment, more who are conversant with the commercial practices of those from whom we procure services". This observation, alongside the picture of increasing pressure on our resources, speaks to UKGI's unique role in government, and to the case for a properly resourced and funded specialist corporate finance and corporate governance function.

The CCFF and Birch projects continue to require very significant senior-level input. We are gradually obtaining greater clarity over the respective roles and responsibilities for HMT, UKGI and HMT's advisers, McKinsey, and over the overall policy framework, but a recent UKGI Project Review does point for the clarity to be finalised as a matter of urgency. This will ensure we operate within our own risk parameters and will help, for example, with resolving the position regarding the end of McKinsey's current contract which is later this month.

I have now completed my one-to-one meetings with all staff and I am now commencing a programme of "brown bag" lunch meetings with a randomly selected group of eight to ten staff members to try and maintain engagement throughout this period. Whilst my introductory meetings with Departments have been moving along during this period, I now intend to pick up the velocity of meetings with Chairs and CEOs at our assets.

Broadly speaking, I am receiving positive feedback internally on our strategy and UKGI is fit and well. However, the stresses and strains of working from home, combined with our increased workloads, are clearly being felt by some staff members more than others. I think our Director and ExCo group is particularly pressed in this regard, although I again note their consistent support and significant efforts in this very busy period.

Our corporate finance ED recruitment is well underway, with two search agencies engaged, both having been tasked to deliver diverse longlists. We have recruited one ED, Martin Hurst, a former EY divestments partner, on a six-month contract, to provide

OFFICIAL-SENSITIVE

UKGI-BP-448

support on the vaccines workstream, pending the completion of our permanent recruitment process.

We will be saying goodbye to one of our ADs, Rob Faull at the end of this month. Having made a good recovery from a serious illness, he is taking well-deserved retirement after a career in the civil service – having joined ShEx in 2004, he is our longest serving member of staff – I’m sure you will join me in wishing him well.

As the July days tick by, we are sending out a very strong message to staff that they must try and get some rest and relaxation over the summer months. In this regard, I intend to lead by example and take some holiday in August, having had just half a day of leave since December. I think it is particularly important to pace ourselves for the marathon, not the sprint!

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.



UK Government
Investments

OFFICIAL-SENSITIVE
UKGI-BP-449

Company No. 9774296

UK Government Investments Limited
(the "Company")
27-28 Eastcastle Street, London W1W 8DH
Paper for the Board of Directors

Topic: Post Office Review
Date: 02 July 2020
Author: Alex Cole
Email: GRO
Endorsed by: Tom Cooper
Ref: UKGI-BP-449
Category: Paper circulated, for discussion

Assignment	Post Office Shareholder Role	Mandate Start Date	2012
Department	BEIS	Resource (UKGI/ FTE by level)	Director: 0.5 ED: 0.5 AD: 0.8 Managers: 1.2 Analyst: 0.8 Total: 3.8 FTE
Department Lead / Sponsor	Sarah Munby	UKGI Risk Register delivery risk and reputational risk	Red and High
UKGI lead director / lead ED	Tom Cooper / Tim McInnes	Expected end date	Ongoing
EDRM	Emily Ashwell		

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

1. UKGI's overarching objectives:

- To monitor POL's operational and financial performance against its agreed commitments and goals
- To challenge and support POL on their strategy and approach regarding the recently settled Horizon litigation and associated activities
- To promote good corporate governance
- To provide constructive challenge on POL's strategic decisions
- To support the expanded BEIS Policy Team
- To keep Ministers, Perm Sec and UKGI updated

2. Key deliverables and milestones:

In recent months, the UKGI team has had many successes and the key milestones are highlighted below:

- **Litigation:** UKGI NED pushed for changes in the internal and external legal teams and a mindset change that led to the December 2019 settlement. This issue attracts a significant amount of parliamentary and media attention. UKGI is now proactively proposing solutions to the way cases going to the Court of Appeal are managed and how any compensation payable could be funded.
- **Leadership:** A new CEO was recruited in late 2019 and he has made a positive start by pushing for the litigation settlement, overhauling the executive team and overseeing the Covid-19 response. Two NEDs have recently been recruited.
- **Covid-19:** The team assisted with POL's response by facilitating flexibility in POL's contractual requirements on the network and working capital facility. This has helped to protect service provision across the UK during the pandemic.
- **Funding:** Engaged with POL on key issues such as its 4YP and subsequent Spending Review bid. These were put on hold due to Covid-19, but much of the work is not wasted and is becoming more critical with current funding expiring in March 2021. The 20/21 budget was delayed due to Covid-19 but has now been agreed at Board level.
- **Strategy:** Acted as a critical friend, including on the renegotiated contract with Bank of Ireland, its updated Banking Framework, its back-office Telecoms contract and potential sale, as well as its new contract with Royal Mail.
- **Governance:** A Framework Document was put in place in March 2020, alongside amended Articles. These formalised quarterly meetings and have helped to improve our oversight and governance of POL. These were delivered behind schedule due to challenges in agreeing drafting with POL.
- **Investments:** Worked with POL's finance team to push significant improvements in internal controls so that projects are being run more efficiently and the reporting to the Board and BEIS is markedly better.

3. Progress update, key risks and mitigants (including high / medium / low rating for probability and impact):a) Horizon IT Litigation (high, high):

In December 2019 POL settled a high-profile and long running litigation between it and 555 (mostly former) postmasters related to the Horizon IT system.

Convicted Postmasters: As of 3 June the Criminal Cases Review Commission (CCRC) had decided to refer to the Court of Appeal 47 out of 61 cases of postmasters convicted

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

by POL of criminal offences, where evidence used to convict included information drawn from the Horizon IT system (we anticipate another 7 cases will be referred shortly). If these cases are overturned POL would be exposed to potential claims of compensation. In April, the POL Chair wrote to Minister Scully on this matter, highlighting that since 1999 POL has convicted a total of 959 postmasters (including the 61 referred to above) and that if all of these postmasters applied to the CCRC and were successful in the Court of Appeal POL could be exposed to worst-case compensation claims in the region of £0.75bn – 0.85bn. This would be unaffordable by POL. Work is ongoing to refine these estimates and BEIS (incl. PermSec), Ministers and SoS are sighted on the subject.

Governance: Management of the litigation is occupying a significant share of senior resource within POL and, in anticipation of an increased workload associated with the Convicted Postmasters, UKGI is working with POL to explore ways in which this can be managed differently to allow management to focus on running the business.

Compensation Scheme: UKGI is working with POL, BEIS and HMT to explore the feasibility of setting up a compensation scheme that would be available to postmasters who may have their convictions overturned. UKGI is also working on a proposal to separate the management and funding of the ongoing claims from the company's BAU activity.

Historical Shortfalls Scheme: On 1 May a Historical Shortfall Scheme was launched by POL that aims to make payments to postmasters who claim to have suffered losses as a result of the Horizon IT system (it is not open to convicted postmasters).

Independent Review: Since the new year there has been growing pressure for an independent, judge-led public inquiry into the Horizon IT 'scandal'. Instead of this a forward-looking independent review to assess whether POL has learned the lessons from the litigation and taken the necessary actions has been agreed, and the draft Terms of Reference were launched on 10 June. BEIS are now searching for a suitable Chair. Pressure for the Government on this is still high; whilst we expect it to still be forward-looking, and from a UKGI point of view challenge how we are monitoring the changes taking in place at POL, there is the possibility of historical issues, decisions etc. being looked into and in particular Government's role in them.

BEIS Select Committee: The BEIS Select Committee launched its own inquiry in March. The first oral evidence session went ahead on 10 March as planned hearing evidence from affected postmasters, however the second was postponed due to Covid-19. In June the new Chair wrote to the current and former POL CEOs and BEIS inviting written evidence, and we suspect the oral session may be rescheduled. We have a good indication of the potential lines of questioning from these submissions (which are all now public) and we expect the focus when questioning BEIS/UKGI to be on what information was known regarding Horizon and by when, what was done about it and how Ministers were involved throughout.

b) Covid-19 response (high, high):

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

IRRELEVANT

c) Funding and strategy (medium, high):

Funding: POL's current 3-year funding deal expires in March 2021 and we are now working with POL and BEIS on a deal for the period after this date. This requires a Spending Review bid to be prepared over the Summer (which given the impact of Covid-19 is likely to be more significant than people had been expecting before the pandemic).

Network Strategy: POL's new CEO has commissioned a review of the network to make sure that POL's strategy in this area is fit for purpose given current customer demand patterns, the likely fallout of Covid-19 and the funding available in the Spending Review. We have encouraged POL to make this as wide-ranging as possible though any significant changes (e.g. to access criteria) will require a public consultation.

d) Other Risks and Mitigants:

IRRELEVANT

[REDACTED]

[REDACTED]

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

4. How can the UKGI Board support this assignment?

- Act as a sounding board for Tom Cooper on strategic areas, including litigation.
- Robert Swannell to continue to meet periodically with the POL Chair.
- Continued participation in events such as RemCo and ARC Chair events.

5. Status report (traffic lights from Dashboard)

Company Relationship	Governance	Quality of Management team & board	Departmental relationship	Financial performance	Balance sheet & risk	Expected external / media interest (aligned with risk register)
Green	Green	Red – see a) below	Amber	Red – see b) below	Red – see c) below	High – due to litigation and branch franchising

- a) The quality of the management team and Board is classed as red due to concerns over the general capability of management and flight risk for the Cfoo which is exacerbated by weaknesses in the finance team. There has also been churn in the management team since the new CEO joined in September 2019, with many executives new to their roles.
- b) The financial performance is classed as red due to the Covid-19 impact on POL. See 3(b) for further details.
- c) The balance sheet and risk is classed as red because POL's current funding settlement expires in March 2021. See 3(c) for further details.

UKGI-BP-450



UK Government
Investments

OFFICIAL-SENSITIVE

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Operations plan to March 2021

Date: 6 July 2020

Author: Susie Timlin

Email: **GRO**

Ref: UKGI-BP-450, 450a

Category: Paper circulated, for discussion

Please find the proposed operations plan to March 2021 at paper reference UKGI-BP-450a.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.



UK Government
Investments

UKGI-BP-450a

Operations plan to March 2021

Susie Timlin

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OPERATIONS

Tactical delivery plan that enables the delivery of current work and lays the groundwork for post-crisis activity

TARGET OPERATING MODEL

Agree new workstreams relating to Covid exit (eg Asset Cost, Balance sheet review work, Brexit and resumption of election manifesto commitments (eg H&M, carbon net zero))

Consider changes required to organizational structure in light of new workstreams

Review funding model and consider all options for optimisation

DIVERSITY

Link current targets (of B&B&E, BAME 10% by 2022 and Women by March 2021) to ExCo targets

Have a diverse representative observe an ExCo meeting on a monthly basis

Review structural impediments to inclusion via a diverse working group and deliver unconscious bias training

Facilitate UKGI BAME network and mentoring

Target 50% diverse recruitment short list and review all performance rating/promotion decisions through a diversity lens

STRATEGIC RELATIONSHIP MANAGEMENT

Update UKGI objectives across all touchpoints and develop marketing collateral

Train UKGI colleagues in being UKGI ambassadors and network building skills

Share consistent proposition with a limited, targeted audience externally using appropriate platforms

HYBRID WORKING

Quantify desire to return and likely productivity impact of all scenarios

Consider how to maintain UKGI culture in a new model

Define and communicate future hybrid working model

Full risk assessment

Ensure set-up for success with physical office space and technology

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OPERATIONS

Tactical delivery plan that enables the delivery of current work and lays the groundwork for post-crisis activity

PEOPLE (Resourcing)

Proactive movement of people to re-balance workload

Skills gap analysis refinement and relaunch

Embed resourcing into development process

PEOPLE (Recruitment)

Hire resource needed for new commitments to include EDs, ADs and Covid exit work specialist skills sets

Centralise / make consistent recruitment process and embed diversity targets

Build Employer Brand to engage proactively with the best talent

PEOPLE (L&D)

Governance: develop NED capability and continue roll out of wider governance training

Give visibility / clarity on career paths and progression opportunities

Enable effective training programme to deliver on career development objectives and CPD hours

PEOPLE (Well-being)

Continue to support individual working patterns and monitor wellness

Increase the range and number of communication channels, technology platforms and activities available to engage with colleagues

OFFICIAL-SENSITIVE

UKGI-BP-451



**UK Government
Investments**

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Chief Financial Officer's update

Date: 06 July 2020

Author: Muiz Agbaje

Email: **GRO**

Endorsed by Robert Razzell

Ref: UKGI-BP-451

Category: Paper circulated for discussion and endorsement

Introduction

Board members are asked to note the update on:

- 2019-20 Annual Report and Accounts;
- Spend to date and forecast; and
- Spending Review commission

2019-20 Annual Report and Account

The Comptroller and Auditor General certified the 2019-20 Annual Report and Account with an unqualified audit opinion without modification on 30 June 2020 and it was laid electronically in the House of Commons on 2 July 2020.

As part of the audit, NAO carried out an assessment on the impact of Covid-19 on the accounts and confirmed that there was no material impact on the UKGI accounts.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

UKGI-BP-451

June 2020-21 forecast

The figures below show UKGI position as at 30 June 2020.

The high level of uncertainty around these forecasts should be noted.

	Actual to 30 June 2020		Full Year Forecast		Full Year Budget	
	£'000	Avg FTE	£'000	Avg FTE	£'000	Avg FTE
Staff Costs						
Asset Sales		15		15		25
Corporate Finance		44		44		22
Governance		26		26		34
Senior management team		4		4		9
Project support		22		22		20
Corporate support		12		12		10
Others		13		16		15
Staff costs	3,205		13,093		12,796	
Operational costs	342		2,253		2,325	
Advice costs	205		1,358		400	
Income	-156		-423		-353	
Net Admin Cost	3,596	135	16,281	139	15,168	135

Funding	Forecast £'000	Budget £'000
IRRELEVANT		
Funding 2020-21	15,168	15,168
Funding less Cost	-1,112	0

Staff Costs

Staff costs are forecast to be slightly higher than budget. This is driven by an expansion in headcount to meet demand for UKGI's services.

Advice

The key element of this is ECM and DCM advisers. UKGI has a number of suppliers on standby to provide support, some of which will only bill a nominal £1, others which will charge full rates. Given the uncertainty over the volume of cases where this advice may be required, and over which advisers will be used, the cost forecasts are somewhat speculative.

OFFICAL-SENSITIVE

UKGI-BP-451

Spending review

The SR commission is expected in July with conclusion in October or November. UKGI is in discussions with HMT central finance team and the sponsorship team on how to shape the submission. The key objectives for us in developing a funding model are that:

- It enables UKGI to respond to demand signals with reasonable flexibility;
- Income has a high degree of certainty as UKGI/HMT’s ability to manage risk on its RDEL-Admin budget is very limited;
- There is limited scope for negotiation of costs with clients as this introduces friction into relationships.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-452

Company No. 9774296

UK Government Investments Limited

(the "Company")

1 Victoria Street – SW1H 0ET

Paper for the Board of Directors

Topic: Risk Register Update

Date: 16 July 2020

Author: Alex Cole

Email: GRO

Endorsed by: Tom Cooper

Ref: UKGI-BP-452, 452a, 452b

Category: Paper circulated, for discussion

Risk and Dashboard

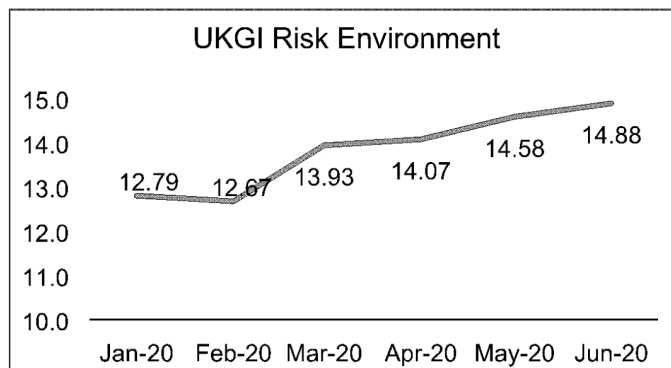
This note summarises the key risk updates from 20 April 2020 to 15 June 2020. An overview of the current risk status of all UKGI projects is provided at paper reference UKGI-BP-452a in the form of a UKGI risk heatmap.

1. UKGI Risk Environment

The UKGI Risk Environment metric aims to capture UKGI's moving risk environment. There is continued uptick in the metric with existing assets trending up as Covid-19 impacts become clearer and onboarding of new projects at a relatively high rating. The overall UKGI metric on the heatmap has been increased to Red and High to reflect this.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE



2. Highest Rated Projects

i.

IRRELEVANT

ii. **Post Office Limited (POL): Director – Tom Cooper**

Delivery Risk: Red (No change); Reputational Risk: High (No change)

- Litigation was under scrutiny as the Statement of Reasons from the CCRC was received, the ToR of the independent review were published and there was media and parliamentary attention. POL's budget for 20/21 underwent due diligence from KPMG and shows that the financial position is improving, with no breach of the WCF forecast for the rest of the year. The waiver on minimum network numbers was extended, but the geographic access criteria is now being met as closures reduce, despite there being a reporting issue that had previously understated closures. The Telco back office contract received shareholder approval, so POL will soon launch a sale process. The new 10-year Royal Mail contract should be signed in July. RemCo provided a 19/20 bonus proposal for HMG approval which has been the subject of debate. POL has begun a strategic review of its network and service provision to inform a Spending Review bid.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICAL-SENSITIVE

iii.

iv.

v.

vi.

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICAL-SENSITIVE

vii.

viii.

ix.

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICAL-SENSITIVE

3. Delivery/Reputational Risk Changes

IRRELEVANT

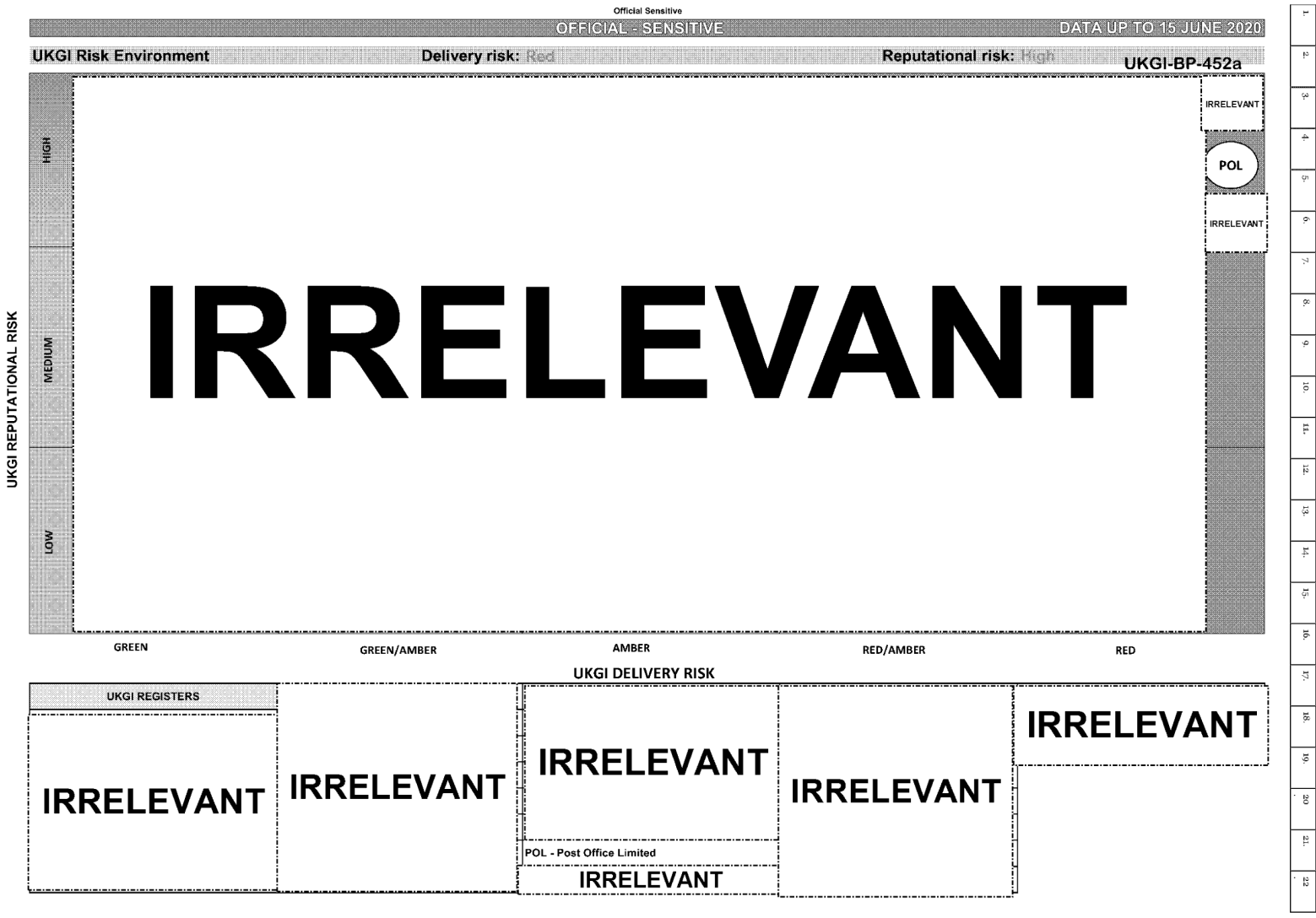
4. New or Closed Risk Registers

IRRELEVANT

Annexes

- Heatmap of all UKGI projects with risk registers (UKGI-BP-452a)
- **IRRELEVANT**

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22



- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.
- 19.
- 20.
- 21.
- 22.

OFFICIAL SENSITIVE
HIGH LEVEL RISK ESCALATION, FOR DISCUSSION. Last updated 06/07/20
This is a live temporary management tool to track C19 risks only. The RAG rating is relative not absolute.

UKGI-BP-452b

Current Covid-specific risk may arise from:							Key current discussion points
Asset	Risk direction since previous Board	High risk on risk register?	Potentially significant impact to delivery?	Exposed sector OR key part of HMG reponse	Financial impact potential?	(Possible) cash requirement	
IRRELEVANT							

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

IRRELEVANT

PO	No change	X	X	X - part of response	X	X	c.1000 branches closed and 40% operating reduced opening hours, but this has stabilised. Covenant was to be breached at end-April so short-term Event of Default waiver was put in place until end May and extended until end June. Company forecasting that it may be able to manage the rest of the year without additional funding. Rem issues under discussion for 19/20 and 20/21 - likely that 50% of STIPs will be paid out. ToR for Independent Inquiry have been announced. So far 47 cases have been referred by CCRC to Court of Appeal, with statement of reasons having been received. BEIS select committee has sent written communications to POL, Paula Vennells and Fujitsu. Hearing likely before Recess. UKGI working with BEIS and HMT on a plan to separate the litigation from POL and deal with compensation awarded to postmasters whose convictions are overturned. POL has begun a strategic review of its network and service provision to inform a Spending Review bid.
----	-----------	---	---	----------------------	---	---	---

IRRELEVANT

IRRELEVANT

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22



OFFICIAL-SENSITIVE

Company No. 9774296

UK Government Investments Limited
(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Departmental Relationship Review – HM Treasury
Date: 7 July 2020
Author: David Sandford
Email: **GRO**
Endorsed by: Charles Donald
Ref: UKGI-BP-453
Category: Paper circulated, for discussion

Purpose

This paper has been prepared for information, and to facilitate a discussion of UKGI’s relationship with HM Treasury (HMT).

Overview

The HMT relationship is unique given its role as UKGI’s parent department, client, and HMT’s interest as an economic and finance ministry across UKGI’s wider projects. There are extensive relationships from the top down to working level, and the quality of these relationships, the inherent trust built up, and UKGI’s growing track record in providing specialist advice not available elsewhere in government, are critical to achieving UKGI’s objectives.

This paper provides an overview of the relationship, and proposes some key issues for discussion – namely, maintaining and building the relationship; strategic alignment; the potential new ‘AssetCo’; and resourcing.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICAL-SENSITIVE
UKGI-BP-453

Current Assets / Projects



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICAL-SENSITIVE
UKGI-BP-453



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICAL-SENSITIVE
UKGI-BP-453



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICIAL-SENSITIVE
UKGI-BP-453

IRRELEVANT

Leadership / Key relationships

Chancellor of the Exchequer (CX): Rt Hon Rishi Sunak MP.

IRRELEVANT

IRRELEVANT

Chief Secretary (CST): Rt Hon Steve Barclay MP. Less engagement – main interest is on pay / public spending issues – but was previously with responsibility for UKGI;

Economic Secretary (EST): John Glen MP. The EST is the junior minister responsible for UKGI as an organisation, including senior appointments, as well as Charles Donald has met several times as have various colleagues;

Tom Scholar (Perm Sec). Charles Donald attends weekly meeting with DGs;

Charles Roxburgh (Second Perm Sec). UKGI Board member. Regular engagement at senior and working level, across UKGI's portfolio;

Philip Duffy (DG Productivity and Growth). Alternate UKGI Board member. Engagement particularly on business / companies and infrastructure issues. Chairs Quarterly Shareholder Meeting between

IRRELEVANT

Lowri Khan (Director, Financial Stability). Regular engagement on and wider financial stability issues;

UKGI sponsor team in David Sandford (engages regularly with James Steer, Head of Corporate Finance, as does Rob Razzell (CFO UKGI). Joshua Fleming is the Deputy Director in

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12
13.
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICIAL-SENSITIVE

UKGI-BP-454



UK Government
Investments

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Delivering against the UKGI 2020/21 strategy
Date: 16 July 2020
Author: Charles Donald
Ref: UKGI-BP-454
Category: Paper circulated for approval

Summary

Following the Board strategy session on 9 June, this paper sets out how we will monitor effective execution across the organisation. It is intended to provide the Board with an understanding of our performance during 2019/20 and the plan for capturing our achievements during the next year against our three key pillars of governance, corporate finance, asset realisations; and our people.

I am grateful to Candida Morley, Annie Carpenter, Anna Payton, Tom Banks, Holger Vieten, Susie Timlin and Julie Price for their input into this paper and help with its preparation.

Governance

Governance is now front and centre of UKGI's strategy for 2020/21 and beyond. UKGI's core objective with our governance assets remains: “to act as shareholder for, and lead establishment of, UK government arm's-length bodies, as required in line with HMG priorities”.

Over the past financial year we have reinforced our reputation as the centre of excellence in HMG for corporate governance by continuing to build our business and our people from a strong base. A key part of this included codifying and sharing across HMG our target shareholder role to enable us to fulfil an effective and proactive shareholder function for government assets (Figure 1).

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

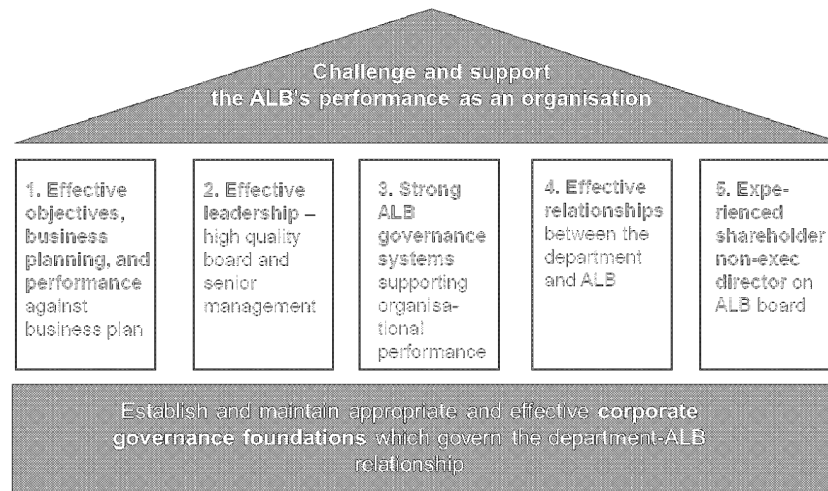


Figure 1: UKGI's target shareholder role

Our shareholder teams have driven forward the five core pillars (above) of our target role throughout the year and accomplished some substantial achievements, ranging from bringing about fundamental leadership changes in some of our higher risk assets such as Post Office Ltd to effectively resetting the Departmental relationship and enabling a more collaborative approach with some of our lower risk assets such as HM Land Registry. As requested by the Board, we asked shareholder teams to self-report the top three areas in which they felt UKGI had made a difference during the 19/20 year, in relation to each asset. The full set of those assessments are set out in Annex A.

The table below shows the range of those 2019/20 achievements mapped across the five core pillars of the target shareholder role. The breadth of achievements across the pillars shows that our teams have achieved in all areas of our proactive target role but with 81% focussed across performance, leadership, and governance systems. This is encouraging.

UKGI target shareholder role pillar	Percentage of 2019/20 achievements in this pillar
1. Effective objectives, business planning, and performance	38%
2. Effective leadership	21%
3. Strong ALB governance foundations and systems	21%
4. Effective relationships	12%
5. Experienced shareholder non-exec director	7%

Table 1: UKGI shareholder team 2019/20 achievements mapped across the target shareholder role pillars

Although only 7% of our achievements are directly attributed to UKGI's experienced shareholder non-executive Directors, we feel that this is likely to be because the question asked for outcomes. We know that a strong UKGI NED presence is a key *enabler* driving effective outcomes, but it is not often an outcome *of itself*. As a result it correlates with outcomes 1-4 above but is not of itself showing up frequently as a core achievement.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE

For next year we may want to consider a slightly different question which can better demonstrate this.

An experienced shareholder NED is a vital aspect of the value we add. We have worked hard to maintain a more consistent board member representation within the portfolio, with 80% of our assets retaining the same UKGI shareholder NED during 2019/20. This is an improvement on 2018/19 where, in our view, churn was too high where only 62% retained the same NED. This will be a metric that we will want to monitor going forward but we should also note that some churn will be appropriate.

To enable us to continue to capture and monitor our progress in the governance area, our key metrics for 2020/21 will be: **three instances where UKGI has made a difference to its assets**; and **client feedback from our assets and their Departments**.

Corporate Finance

UKGI's core objective in relation to corporate finance remains: "providing advice on major HMG corporate finance matters, including HMG financial interventions into corporate structures and advising on corporate finance negotiations".

As set out to the Board at the strategy session on 9 June, we plan to restrict pipeline development in corporate finance for 2020/21 to focus on resourcing Covid-19 related Special Situations work and to be ready to cope with any increase in inward M&A activity. We also need to be ready for any ongoing risk as we move closer to the 31 December 2020 deadline for the EU transition agreement.

Our primary metric to monitor effective delivery in this area will be: **client feedback from the various departments and assets** we deal with.

During 19/20, UKGI received positive feedback from a number of our clients, including:

• **IRRELEVANT**

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL-SENSITIVE



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13
14.
15.
16.
17.
18.
19.
20
21.
22

OFFICIAL-SENSITIVE UKGI-BP-454

Annex A: UKGI governance assets - top 3 achievements for 2019/20

Asset	Department	Director	ED	1 July 2020 CV19 risk tracker BAG	Type of role	Team FTE size at March 2020	3 key achievements
IRRELEVANT							

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

OFFICIAL-SENSITIVE

Asset	Depart ment	Director	ED	1 July 2020 CV19 risk tracker RAG	Type of role	Team FTE size at March 2020	3 key achievements
							<div>IRRELEVANT</div>
Post Office Ltd	BEIS	Tom Cooper	Alex Howell	Red	Full shareholder role	2.8	1. Brought about a change of approach in high-risk litigation (including change of General Counsel and legal adviser) that helped POL to reach a faster resolution, and it to build better behaviours.
							2. Team and NED have driven material improvements in controls and processes in the change spend area to advance the efficient use of BEIS funding.
							3. Supported POL's provision of essential services through Covid-19 crisis by challenging additional postmaster support measures and coordinating flexibility in funding and branch number requirements.
<div>IRRELEVANT</div>							

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

OFFICIAL-SENSITIVE

Asset	Department	Director	ED	1 July 2020 CV19 risk tracker RAG	Type of role	Team FTE size at March 2020	3 key achievements
IRRELEVANT							
IRRELEVANT							

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

OFFICIAL-SENSITIVE

IRRELEVANT

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

OFFICIAL-SENSITIVE

IRRELEVANT

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

OFFICAL-SENSITIVE

UKGI-BP-455



Company No. 9774296

UK Government Investments Limited
(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Board mandate review
Date: 14 May 2019
Author: Company secretariat
Ref: UKGI-BP-455, 455a
Category: Paper circulated for discussion and approval

Board members are asked to DISCUSS and APPROVE the amendments to the Board Mandate which have been proposed by the Chairman and are appended at UKGI-BP-455a.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-455a

UKGI BOARD MANDATE

UK Government Investments Limited (“the Company” or “UKGI”) was formed on 1 April, 2016 to undertake the activities previously undertaken by The Shareholder Executive and to be the parent of UK Financial Investments (“UKFI”), whose functions and responsibilities were merged into UKGI on 1 April 2018. UKGI is wholly owned by HM Treasury (“HMT”) and governed by a Framework Agreement with HMT dated April 2018 (“The Framework Agreement”).

The purpose of this mandate (“Mandate”) of the Board of Directors (the “Board”) of UKGI is to provide guidance to Board members, about our role and responsibilities and the culture and values of the Board.

This Mandate will be reviewed annually in March of each year.

OUR PURPOSE AND ROLE

The Board is responsible for the stewardship of the Company. We oversee the conduct and affairs of the Company to ensure that it achieves the objectives set out in its Framework Agreement (the “Objectives”) with HM Treasury, as well as complying with applicable law and regulation. The overall purpose of UKGI is to be HMG’s of excellence in corporate finance and corporate governance.

The Board discharges some of its responsibilities directly and others through its Board Committees and senior management.

The Board agrees, and has collective responsibility for, developing the strategy and high level priorities of the Company. We track and measure the performance against the strategy and Objectives. Our strategy consists of the development of specific actions aimed at achieving the Objectives.

The key resource in implementing our strategy is our people. Accordingly, one of our important roles is ensuring that senior management is effective in assessing the staffing requirements of UKGI and then recruiting, retaining and developing our people, as well as ensuring that they are appropriately allocated to deliver our Objectives.

The Board is responsible for ensuring that appropriate values, ethics and behaviours for the proper conduct of the Company are agreed and that appropriate procedures and training are in place to ensure that these are observed throughout UKGI and that reward and assessment includes measurement against these values.

The Board has discussed and agreed the key values of the Company. We expect the Board and employees to be **Professional, Collegiate, Open and Honest and Outcomes Focused**.

The Board is responsible for ensuring that the senior management ensures respect for diversity across, *inter alia*, gender, ethnicity, age, nationality and religion by attention to recruiting, evaluation, promotion and compensation. The senior management will present an annual review of its diversity plan.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-455a

Our responsibilities

The Board recognises that it cannot, and should not, be involved in the day-to-day exercise of the various activities of the Company and nor to take operational decisions. The CEO, as Accounting Officer, is responsible for the key operational decisions. The CEO's duties, priorities and objectives will normally align with the Board's. When they do not, it is up to the Accounting Officer to act according to Accounting Officer standards of regularity, propriety, value-for-money and feasibility.

However, as the prudent fiduciary providing oversight of the management of the business, the Board does have responsibility for:

- (i) Ensuring that adequate controls and processes are in place for the proper exercise of the senior management's day-to-day responsibilities, including controls and processes to manage audit, compliance and legal risks as well as to manage public money and the Company's budget;
- (ii) Ensuring that people with the appropriate mix of skills and experience are in place to lead UKGI and meet our Objectives through recruiting, developing, remunerating and motivating our people;
- (iii) Approving the overall strategy and objectives of UKGI;
- (iv) Approving taking on significant new mandates;
- (v) Approving at least annually the risk register following discussion of the underlying processes and controls at the Audit and Risk Committee;
- (vi) Assessing the extent to which the management team of UKGI achieves our Objectives, including delivering corporate finance and corporate governance advice to Ministers and Departments across Whitehall. The Board will agree the format in which performance is reported to HMT at the Quarterly Shareholder Meeting.
- (vii) Giving its endorsement, when requested to do so by the Chair, CEO or Ministers, of advice to be given to Ministers. Requests to the Board for endorsement of advice will be typically about major decisions to be taken by Ministers at key milestones. Such milestones might include, but are not limited to, the pricing of an initial public offering or agreement to sale in a private market transaction. This endorsement will typically be given by the Transaction Committee to which such matters are delegated (see below).
- (viii) Determining advice to HM Treasury and Ministers on the stewardship of, and preparation and execution of disposal strategies for Financial Investment Assets, which include the Government's investments in the Royal Bank of Scotland and UK Asset Resolution – this responsibility has been delegated by the Board to the Transaction Committee.
- (ix) Endorsing any decision to ask a departmental Accounting Officer to seek a ministerial direction.

The CEO and other senior UKGI officials may be held to account for advice given to Ministers when they are called as witnesses to give evidence at Parliamentary Select Committee hearings, in particular hearings of the Public Accounts Committee ("PAC") and, in the case of the Financial Investment Assets, the Treasury Select Committee (TSC). PAC hearings will typically follow National Audit Office value-for-money reports. In these cases, the UKGI executives will typically appear in support of the Accounting Officer responsible for the asset, investment or divestment on which we have provided advice.

Discharging our responsibilities

In order to effectively discharge its responsibilities, the Board should be informed about the business of UKGI, including transactions and governance projects as well as other corporate finance and corporate governance advice. Accordingly:

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-455a

- (i) Independent Directors are encouraged to meet with senior management and members of the project teams outside Board meetings;
- (ii) Independent Directors may be assigned to specific project teams. Assignments to project teams will facilitate the Board's role in ensuring appropriate risk assessment and control is in place and that advice is well-considered. The Independent Directors assigned to a project are expected to challenge, advise and support teams but do not have responsibility for leading the team or making decisions but, given their expertise and experience, may exercise influence;
- (iii) Independent Directors are encouraged to attend management-led Portfolio and Risk and Assurance Reviews and to challenge, advise and support the teams in those reviews;
- (iv) The Board will discuss which transactions, governance roles and other significant areas of advice merit the Board's (and where appropriate, Transaction Committee's) focus and attention and, in some instances, endorsements of advice. The CEO and senior management, in discussion with the Chairman, will identify the most important issues as far in advance as is possible so that the Board, or its Committees, can be appropriately informed about the issues;
- (v) The Board will regularly review the main corporate finance and corporate governance projects to allow challenge, discussion and advice to the teams about the key issues and risks; The Board and the Transaction Committee would expect over the course of the year to have conducted deep-dives/full discussion about those roles (governance or transactions) that are identified as highest risk/impact by the risk register.

Recently appointed Independent Directors will go through an induction process which will include meetings with senior management as well as a review of the main corporate finance and corporate governance projects and of the risk register.

Budget, Business Plan and Performance

The Board is responsible for ensuring that effective procedures and processes are in place so that UKGI discharges its responsibilities to prepare a Budget and Business Plan each year for agreement with HMT and report on an effective and timely basis to the Principal Accounting Officer at HMT (or their nominee).

Committee responsibilities

The Board is responsible for determining advice to HM Treasury and Ministers on the stewardship of, and preparation and execution of disposal strategies for Financial Investment Assets. *This work is delegated to the Transaction Committee.* Financial Investment Assets are defined in the Transaction Committee's terms of reference. The Board may also, when requested, provide its endorsement of advice to Ministers or Accounting Officers in relation to other assets or transactions. *Much of this work, particularly for discrete transactions, is delegated to the Transaction Committee, which will meet as and when required in order to provide this endorsement. If at any time the Transaction Committee does not endorse the advice, the matter shall be escalated to the Board.*

The Board is responsible for ensuring that proper remuneration policies are in place for the attraction, retention and motivation of employees and that these policies are consistent with the framework agreed with HMT. *Much of this work is delegated to the Remuneration Committee.*

The Board is responsible for effective succession planning at Board level and for assessing the processes in place to ensure that there is appropriate succession planning amongst the senior management. *Much of this work is delegated to the Nominations Committee.*

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-455a

The Board is responsible for overseeing the implementation of appropriate risk assessment systems, internal controls and processes to identify, manage and mitigate the principal risks of the Company's business both as they relate to transactions and Governance roles. *Much of this work is delegated to the Audit and Risk Committee.*

APPOINTMENTS, VALUES AND CULTURE

Appointments

The UKGI Board consists of (i) Independent Directors nominated by the Nominations Committee and approved by the Board and by HM Treasury, (ii) the Shareholder Representative Director and the Director appointed by a government department, currently BEIS, and (iii) the Chair, Deputy Chair and Chief Executive who are appointed by HM Treasury. (The Chief Executive is appointed by Treasury Ministers in consultation with the Chair). All appointments will comply with the Commissioner for Public Appointments' *Code of Practice for Ministerial Appointments to Public Bodies* and may be subject to regulation as determined by government policy and the legal framework at the time an appointment is made.

UKGI aspires to be a high performing Board; this means we must appoint Independent Directors with the skills and experience necessary to achieve the Board's purpose and with the attributes and values required to help the effective functioning of the whole Board. The Board explicitly acknowledges the need for diversity in the composition of our Board. The Board will ensure that rigorous appraisals of the Board, its Committees and the individual Board members are conducted. (HM Treasury is responsible for external review of the Chair.)

Values

Each member of the Board must exercise due care and diligence, using the skills and experience that they have and for which they were appointed to the Board. It is the responsibility of each Board member to always act in the interests of the Company and play their part in creating the required open Board culture.

In fulfilling their duties, UKGI Directors are expected to uphold and embody the Company's values of **being Professional, Collegiate, Open and Honest and Outcomes Focused**; these values are the lens through which our decisions and actions should be viewed. The values will be used in evaluating the effectiveness of the Board and the contribution of all Board members.

These values should be at the heart of every action of the UKGI Board and its Members and of every decision taken by the Board. UKGI's reputation and its ethos has been hard earned through the work over many years of The Shareholder Executive and UKFI, is a key element of the brand and must be preserved and enhanced. If any material aspect of the Company's business or of any proposed action does not feel right judged against these values, the view should be expressed at the Board or, where necessary, privately to the Chairman or CEO for discussion and resolution.

Board Members are expected to comply at all times with "Code of Conduct for Board Members of Public Bodies" and otherwise observe the points set out in paragraph 6.12 of the Framework Agreement relating to use of public funds, conflicts of interest, use of information, acceptance of gifts and hospitality, etc.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-455a

Culture

Board members have a duty to make their considered views known, even if they are critical or are expressing an opposing view. They should do this in a way that represents the UKGI's values and encourages constructive discussion and solutions rather than conflict, and in a way that respects the views of other Board members.

As a Board we accept that things do not always go according to plan in business and we must be able to discuss openly difficult issues and plans that have failed in a way that is designed to improve outcomes. So, whilst accountability must be clear, to encourage this open discussion we expect that challenge should be tempered and balanced by support and encouragement.

Directors are expected to take an active role in discussion and decision-making at each Board meeting. To facilitate this, the Chair is primarily responsible for ensuring that the Board has a culture where openness is encouraged, where disagreement is tolerated and valued, and where all Board members feel able to raise issues about any relevant aspect of the performance of the Company without constraint. As a Board, we respect the different skills and experience we each have and for which we were appointed and try to ensure that collectively we make the most of these talents by listening as well as speaking.

In support of the required openness at the Board, where it is expected that there will be differences of opinion, it is the responsibility of the Chair to bring discussion to a conclusion, decision and agreed action that reflects the views of the Board, cutting through disagreement where required.

Focus for 2019/20

In line with recent discussions at our Board the principal focus of the Board and the Transaction Committee during the financial year is:

- ~~- To reassess our processes and systems for the way in which we exercise our portfolio role in relation to the arms length bodies (and others) within our portfolio;and~~
- ~~- In the light of this reassessment and our work in transactions to assess the overall composition of our team and the skills and experience required to execute our work~~
- ~~- For the Transaction committee to continue to focus on the sale of the remaining UKAR Assets through project Jupiter, to continue to seek appropriate means to reduce HMG's stake in RBS and to execute a further sale of student loans and in all cases do so whilst achieving fair value and the other specified objectives~~

Focus for 2020/21

In line with our recent discussion on strategy and short term priorities the principal focus of the Board and the Transaction Committee during the financial year will be

- ~~- To continue to focus on and assess our processes and systems for delivery of our target shareholder role with an emphasis on ensuring we are making a difference and ensuring that our Board representatives are properly qualified and trained~~
- ~~- To ensure we deliver to HMT's satisfaction support for Project Birch and for establishment of AssetCo (or alternative remit to manage exit)~~
- ~~- On people, we will monitor delivery of CPD target of at least 16 hours and assess the value of this CPD and also delivery of Diversity objectives (Women at 40% of D and ED cadre and BAME heading towards 10% by March 2002)~~
- ~~- For the Transaction Committee to continue to focus on the most effective winding up of UKAR through a resumed Project Jupiter or otherwise and to ensure that any appropriate opportunity to sell shares RBS shares is seized and in both cases doing so whilst achieving fair value and any other specified objectives.~~

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.



**UK Government
Investments**

OFFICIAL-SENSITIVE

UKGI-BP-456

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Terms of references

Date: 8 July 2020

Author: Company secretariat

Email: zoe.gillis@**GRO**

Ref: UKGI-BP-456, 456a, 456b, 456c

Category: Paper circulated, for approval

The Board is asked to APPROVE the terms of references for the Board (UKGI-BP-456a), the Chair (UKGI-BP-456b) and the CEO (UKGI-BP-456c).

Minor amendments have been made to the Board ToR, including an update to the objectives which were agreed at the recent strategy session.

The ToR for the Chair remains unchanged.

The ToR for the CEO has been updated, the changes are shown in track.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-456a

UK Government Investments Limited (the “Company”)**Terms of reference for the Company’s board of directors (the “Board”)**

Chair	<ul style="list-style-type: none"> The initial appointment of the chair of the Board (the “Chair”) will be considered by the Board’s nominations committee and recommended to the Board. The Board will then recommend the appointment to HM Treasury Ministers for their approval. If approved by HM Treasury Ministers the appointee will then be appointed in accordance with the Company’s articles of association. Once appointed the Chair will act as chair for all meetings, or, in his absence, the deputy chair or senior independent director, or, in their absence, the Board will nominate a director to be the chair for the meeting.
Members	<ul style="list-style-type: none"> The Board will comprise of up to eleven directors, of which: At least one is to be an executive of the Company; the chairperson and other independent, non-executive directors are to constitute the majority of the Board; a shareholder director.
Attendees	<ul style="list-style-type: none"> The deputy chief executive, chief financial officer and chief operating officer will attend all meetings. Other members of the executive team will attend board meetings as appropriate.
Additional invitees	<ul style="list-style-type: none"> Specialists may be requested to attend board meetings for specific items or to make presentations to the Board.
Quorum	<ul style="list-style-type: none"> The quorum will comprise of the Chair, the Company’s Chief Executive and two of the Company’s independent non-executive directors.
Meeting Frequency	<ul style="list-style-type: none"> At least six times per year and otherwise as required.
Secretary	<ul style="list-style-type: none"> For Companies House purposes the Company secretarial services are provided by MSP Secretaries Limited. In practice, these are to be performed by the Company’s chief financial officer (“Company Secretary”), supported by his or her team.
This Board receives its authority from	<ul style="list-style-type: none"> The Board receives delegated authority from HM Treasury and as detailed in the Company’s Framework Document (“Framework Document”). The Board is accountable to the Chancellor of the Exchequer and through the Chancellor of the Exchequer to Parliament. Specifically the Board is required to: <ul style="list-style-type: none"> adhere to the budget delegated by HM Treasury to the Company’s Accounting Officer with the accompanying terms and conditions. ensure that the Company monitors its progress and delivers against its objectives, as defined in the Framework Document (“Objectives”);

	<ul style="list-style-type: none"> - ensure the Company is adhering to its customer responsibilities, by providing high quality independent professional advice; and - to monitor the Company's resources, its management and risks.
Purpose of the Board	<ul style="list-style-type: none"> • To ensure the Company fulfils its overarching purpose to be the Government's centre of excellence in corporate finance and corporate governance by operating in a way that is consistent with the Government's policy objectives, including, but not limited to, the promotion and preservation of orderly, competitive markets. • To agree with HM Treasury the Objectives and oversee the delivery by the Company against such Objectives, including: <ul style="list-style-type: none"> a) To act as proactive shareholder for, and lead establishment of, key UK government arm's-length bodies, as required in line with HMG priorities. b) To advise on other major corporate finance matters, including all major HMG financial interventions into corporate structures and on major HMG corporate finance negotiations and; c) To prepare and execute all significant corporate asset sales by HMG; • Oversight of the Budget designed to support the Objectives and control arrangements for the Company.
Scope of the Board oversight and responsibility	<p>The Board has overall oversight of its committees, the Company's management and its activities, and the preservation of the independence of its advice to customers from its shareholder.</p> <p>The detailed responsibilities of the Board are:</p> <p><u>Financial</u></p> <ul style="list-style-type: none"> • Ensuring the Budget is sufficient to support the objectives, prior to being submitted for approval to HM Treasury. • Appointing a professionally qualified chief financial officer controller to manage; <ul style="list-style-type: none"> ○ the accounts of the Company and ○ the Budget. • Signing off the Company's financial statements and accounts in accordance with the requirements of the Government financial reporting manual and the Companies Act 2006. • Establishing and maintaining appropriate accounting policies, implementing and monitoring the maintenance of adequate accounting and other records and systems of planning and internal control.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

<p><u>Strategy</u></p> <ul style="list-style-type: none"> • Reviewing the objectives, ensuring they are consistent with the Company's overarching purpose (as detailed in the Framework Document) and monitoring the Company's performance against the same. • Ensuring appropriately qualified individuals with relevant experience are in place to deliver the objectives. <p><u>Risk</u></p> <ul style="list-style-type: none"> • Ensuring that the Company's management establish and maintain an appropriate framework for managing risk in respect of the Company. • Defining the risk appetite of the Company as appropriate for each of its activities. <p><u>Self-review</u></p> <ul style="list-style-type: none"> • Ensuring that suitably rigorous appraisals are made of the effectiveness of the Chair and the Board, including reviewing the Board's constitution and terms of reference to ensure the Board is operating at maximum effectiveness. • Ensuring that Board effectiveness reviews include the Board's committees. <p><u>Legal, regulatory and governance</u></p> <ul style="list-style-type: none"> • Considering and, as appropriate, authorising any actual or potential conflicts of interest in accordance with the Companies Act 2006 and the Company's articles of association. • Receiving the minutes of and/or reports from the Board's committees.. • Overseeing the Company's corporate governance arrangements to ensure these reflect best practice private and public sector standards. • Approving materials to be submitted to the Shareholder to enable it to monitor the Company's performance. • HM Treasury may give the Board directions of a general or specific nature from time to time and the Board must comply with such directions or resign. Such directions must be given in writing and be published by HM Treasury unless financial stability requires that publication is delayed or withheld. • Approving where appropriate the Company's compliance policies (in instances where these are not approved by the Board's committees). <p><u>Board's oversight of key Company activities</u></p> <p>To provide oversight and strategic direction of the discharging of the Objectives, in particular:</p> <ul style="list-style-type: none"> • Approving the strategy and any revisions to it; 	1.
	2.
	3.
	4.
	5.
	6.
	7.
	8.
	9.
	10.
	11.
	12.
	13.
	14.
	15.
	16.
	17.
	18.
	19.
	20.
	21.
	22.

	<ul style="list-style-type: none"> • Approving the managements' strategy in relation to key transactions/ projects; • Overseeing delivering against the strategy and providing challenge where the objectives are not being met; • Active engagement with clients in accordance with best practice; • Management of conflicts and insider information relating to listed entities/ clients with listed entities; • Ensuring compliance with respective client MOUs; • Reviewing client feedback of work undertaken as described in the MOUs; • Approving variations to MOUs; • Overseeing key pieces of advice to Ministers; • Approving the requirement of external advisors.
Delegation of Authority	<ul style="list-style-type: none"> • The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit.
Support	<ul style="list-style-type: none"> • Refer to section "Secretary". • The Board to be provided with appropriate and timely training both in the form of an induction programme for new members and an ongoing basis for all members. A training schedule will be agreed with the Board at the appropriate time. • The Board to have access to sufficient resources in order to carry out its duties.
ToR last approved on	<ul style="list-style-type: none"> • May 2019 <p><i>To be reviewed in May 2020, or at the point of any material changes.</i></p>

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-456b

UK Government Investments Limited (the “Company”)
Terms of reference for the Company’s Chairman (the “Chairman”)

Role	<ul style="list-style-type: none"> To promote the highest standards of corporate governance, assisted by the Senior Independent Director, Deputy Chairman and Chief Executive, which is meaningful, relevant and understood throughout the business so that we all do the right thing, the right way. To be accountable to our stakeholders for the effectiveness of the Board and to build a sustainable, respected business that meets the requirements of UKGI’s key stakeholders.
Scope of the Chair’s oversight and responsibility	<ul style="list-style-type: none"> To ensure that policies and action support the responsible Ministers and, where relevant, other Ministers’ wider strategic policies and that the Board’s affairs are conducted with probity. Enabling the Board, in reaching decisions, to take proper account of guidance provided by the responsible Minister or the department. To lead the Board and to chair its meetings, having agreed a balanced agenda with the Chief Executive covering business performance, strategy, risk and people. To ensure directors receive accurate, timely and clear information for robust debate and high-quality decision-making and that their time is allocated to the right things. To create the conditions for overall board and individual director effectiveness so that the Board achieves its full potential. To facilitate and encourage active engagement of and appropriate challenge by the Board, particularly on business strategy, project and governance oversight and risk. To ensure that once a board decision is reached, there is appropriate delegation of authority to the executive. To review the annual performance of the Chief Executive, Senior Independent Director, non-executive directors and Company Secretary. The Chairman alongside the Chief Executive will review the non-executive director’s fees at least every 3 years. To chair the Nomination Committee which ensures there are succession plans in place for the Board and the business, that the Board has a balance of skills, experience, independence and knowledge appropriate for the needs of the business; and that committee membership is refreshed. To pay due regard to the benefits of diversity.
Business responsibility	<ul style="list-style-type: none"> To be a sounding board for the Chief Executive and in particular in the formulation of strategy and in succession planning for key roles within the business. Together with the Chief Executive to provide coherent leadership of the board to employees, external stakeholders, Government departments, entities for which UKGI has a governance role, the media, the community and the public.

	<ul style="list-style-type: none"> To promote constructive relations and open communication between the directors, executive team, management and employees, both inside and outside the boardroom.
Governance	<ul style="list-style-type: none"> To lead all governance matters to ensure they are conducted in accordance with best practice and that there is a clear structure for, and effective running of, the Board and its committees. To lead the annual review of Board effectiveness and ensure that committee chairman follow the same process. To determine, in consultation with the Board, whether the evaluation should be externally facilitated. To put in place tailored induction for new directors and regularly review and agree with each director their training and development needs.
Delegation of Authority	The Chairman may delegate any of his powers to the Deputy Chairman or other such persons as he thinks fit.
Support	<ul style="list-style-type: none"> Chief Executive and Company Secretary
ToR last approved on	<ul style="list-style-type: none"> 22 March 2018 <p><i>To be reviewed in July 2020, or at the point of any material changes.</i></p>

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-456c

UK Government Investments Limited (the “Company”)
Terms of reference for the Company’s Chief Executive (the “Chief Executive”)

Role	<ul style="list-style-type: none"> To be accountable to the Board for all aspects of the performance and management of UKGI. This includes developing business strategies for Board approval and achieving timely and effective implementation whilst managing the risks. To keep the Chairman regularly informed on all matters that may be of importance to the Board, including progress against strategic initiatives, emerging risks, the performance of the executive team and succession planning for key roles within UKGI.
Main responsibilities	<ul style="list-style-type: none"> To deliver UKGI's strategic plan, by developing appropriate business strategies for Board consideration and approval. To regularly update the Board on progress and performance. To maintain an effective framework for internal controls and risk management, ensuring that the risk register is reviewed monthly by the Executive Committee, prior to being submitted to the Board. To ensure the Board has adequate access to accurate, timely and clear information for decision-making.
Objectives for 2020/21	<p>To ensure UKGI delivers its high-level objectives:</p> <ul style="list-style-type: none"> <u>To act as proactive shareholder for, and lead establishment of, key UK government arm's-length bodies, as required in line with HMG priorities.</u> <u>To advise on other major corporate finance matters, including all major HMG financial interventions into corporate structures and on major HMG corporate finance negotiations and;</u> To prepare and execute all significant corporate asset sales by the UK Government HMG; To advise on other major corporate finance matters, including all major UK government financial interventions into corporate structures and on major UK government corporate finance negotiations and; To act as shareholder for, and lead establishment of, UK government arm's-length bodies, as required in line with HMT priorities. <p>To ensure UKGI delivers these objectives through:</p> <ul style="list-style-type: none"> Better definingContinuing to build the Building upon the 19/20 definition of our governance proposition, procedures and processes, and promulgating this, whilst strongly making the case for achieving effectiveness via the ALB model Developing UKGI as a centre of excellence within Government for ALB governance, tailoring our standards, communications,

	UKGI-BP-456c
	<p>recruitment and L&D accordingly and in particular ensuring our people strategy is aligned with our governance proposition and our increasing proportion of portfolio/governance work</p> <ul style="list-style-type: none"> Establishing a clear remit <u>to assist HMG in the management and exit from the Covid-19 crisis in Cabinet Office-led negotiations with distressed suppliers</u> Ensuring Whitehall understands our M&A capacity, and that it supports financial interventions as well as sales. Ensuring that the UKGI story is told, selectively, <u>through the press or otherwise across HMG and private sector platforms and forums</u> to ensure our achievements and unique model in HMG are recognised to burnish our image and aid recruitment and retention of staff; <u>this should include selective press interaction.</u> Retaining flexibility to <u>assist HMG in responding to the end of the Transition Agreement on 31 December 2020, respond to a change in Government or change in industrial strategy post-Brexit.</u>
Business values	<ul style="list-style-type: none"> To lead UKGI, promoting the values and ensuring company policies and procedures are adhered to. To ensure UKGI complies with all relevant legislation and regulation. To establish and promote a culture of knowledge <u>and problem sharing and in particular ensure that staff understand that difficult issues should be discussed with line managers/peers.</u> To ensure risks are effectively assessed and managed, and that the necessary financial and human resources are in place. To ensure performance is effectively monitored.
People	<ul style="list-style-type: none"> To establish and promote a culture of learning and development <u>and as part of this ensure that each executive has an L&D plan.</u> To pay due regards to the benefits of diversity <u>and introduce metrics against which to judge the success of measures introduced.</u> To review the performance of the Executive Committee, allocating responsibilities to individuals. To make recommendations to the Remuneration Committee regarding individual pay and long-term performance incentives. Together with the Chairman review non-executive director fees at least every 3 years.
Delegation of Authority	Given from the Board and HMT principal Accounting Officer
Support	<ul style="list-style-type: none"> Directors, Chief Operating Officer, Chief Financial Officer & Company Secretary
ToR last approved on	<p>June 2018 <u>May 2019</u></p> <p>ToR to be approved annually in line with the setting of the CEO's objectives.</p>

UKGI-BP-456c

Annex A:**Chief Executive objectives for 2020/2021**

-
1. **Governance:** drive forward delivery of our target shareholder role across five core pillars as measured by “made a difference” metrics and client feedback from our assets and their Departments.
 2. **Corporate Finance:** ensure effective delivery across projects, including Project Birch, as measured by client feedback; effective pursuit of Project Jupiter (or alternative plan to wind up UKAR); and absence of missed opportunities to sell RBS shares.
 3. **“Fourth Leg”:** deliver, to HMT’s satisfaction, AssetCo (or alternative remit) to assist HMG in management and exit from the Covid-19 crisis.
 4. **CPD:** ensure that each UKGI staff member dedicates a minimum of 16 hours in 2020/21 to continuous professional development related to their career objectives, with a question in the annual People Survey on our CPD programme to measure its impact.
 5. **D&I:** meet our Women in Finance Charter target of at least 40% of our Director and ED cadre to be women by March 2021; and make progress on our target to obtain a 10% BAME Director and ED cadre by the end of 2022.

Annex AB: Extract from UKGI Framework document - Accounting Officer responsibilities in the UKGI Group

Responsibilities of UKGI’s chief executive as Accounting Officer

4.1 The chief executive as Accounting Officer for the UKGI Group is personally responsible for safeguarding the public funds for which he or she has charge; for ensuring propriety, regularity, value for money and feasibility in the handling of those public funds; and for the day-to-day operations and management of UKGI. In addition, he or she should ensure that UKGI as a whole is run on the basis of the standards, in terms of governance, decision-making and financial management that are set out in Box 3.1 of Managing Public Money.

4.2 As Accounting Officer, the chief executive has specific responsibilities to account to Parliament as covered by the Accounting Officer’s letter of appointment and as described in *Managing Public Money*. The accountabilities include:

- signing the accounts and ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with any directions issued by the Treasury;
- preparing and signing a Governance Statement covering corporate governance, risk management and oversight of any local responsibilities, for inclusion in the annual report and accounts;
- ensuring that effective procedures for handling complaints about UKGI are established and made widely known within UKGI;
- acting in accordance with the terms of this document, Managing Public Money and other instructions and guidance issued from time to time by the Department, the Treasury and the Cabinet Office;
- giving evidence, normally with the PAO, when summoned before the PAC on UKGI’s stewardship of public funds.

UKGI-BP-456c

4.3 Particular responsibilities to HM Treasury include:

- establishing, in agreement with the department, UKGI's corporate and business plans in the light of the department's wider strategic aims and agreed priorities;
- informing the department of progress in helping to achieve the department's policy objectives and in demonstrating how resources are being used to achieve those objectives; and
- ensuring that timely forecasts and monitoring information on performance and finance are provided to the department; that the department is notified promptly if over or under spends are likely and that corrective action is taken; and that any significant problems whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the department in a timely fashion.

4.4 Unless agreed by HM Treasury, UKGI will follow the principles, rules, guidance and advice in Managing Public Money to the extent applicable, referring any difficulties or potential bids for exceptions to the sponsor team in HM Treasury in the first instance.

4.5 The chief executive is responsible for:

- advising the board on the discharge of UKGI's responsibilities as set out in this document and in any other relevant instructions and guidance that may be issued from time to time;
- advising the board on UKGI's performance compared with its objectives;
- ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that financial appraisal techniques are followed;
- taking action as set out in paragraph 3.8.6 of Managing Public Money if the board, or its chairman, is contemplating a course of action involving a transaction which the chief executive considers would infringe the requirements of propriety or regularity or does not represent prudent or economical administration, efficiency or effectiveness, is of questionable feasibility, or is unethical.

4.6 The Company chief executive will be authorised to act as the "qualified person" under section 36(5)(o) (iii) of the Freedom of Information Act 2000.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

UKGI-BP-457

UKGI Board - proposed forward look as at July 20		
Board	Item	Agenda
30 September 2020 (13:00-17:00)	1	Minutes from previous meeting
	2	UKGI CEO report
	3	People update, including update on activities to promote UKGI
	4	CFO update
	5	Risk update
	6	Project reviews - depending on risk register
	7	Lessons learnt - Post Office
	8	Departmental Relationship reviews - BEIS
	9	Update on governance (action 151)
	10	Summary of Transaction committee activities
	11	EDRM summaries
	12	NED project assignments paper
	13	Board agenda forward look
26 November 2020 (13:00-17:00)	1	Minutes from previous meeting
	2	UKGI CEO report
	3	People update
	4	CFO update
	5	Risk update
	6	Project reviews - depending on risk register
	7	Departmental Relationship reviews - Cabinet Office and DCMS
	8	Summary of Transaction committee activities
	9	EDRM summaries
	10	NED project assignments paper
	11	Board agenda forward look

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22



UK Government
Investments

OFFICIAL – MARKET SENSITIVE

UKGI-BP-458

Company No. 9774296

UK Government Investments Limited
(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Transactions Committee update

Date: 2 July 2020

Author: Oscar Waller

Email: GRO

Endorsed by: Holger Vieten

Ref: UKGI-BP-458

Category: Paper circulated, for information

Introduction

The primary function of the Transactions Committee is to determine advice to accounting officers and ministers on the stewardship – and preparation and execution of disposal strategies – of assets in relation to which the Government has determined it has no policy reason to retain.

To ensure the UKGI Board are kept up-to-date on the activities of the Committee, the Chair will provide a brief update to the Board as a standing item on each UKGI Board agenda. This will be accompanied by the minutes from the Committee meeting – as the June meeting minutes are yet to be shared with the Committee, the attached minutes are from the May meeting (Annex A), signed off by the Committee at the meeting on 16 June.

Transactions Committee meeting: 19 May

The UKGI Board is asked to note the key discussions and decisions taken at the May meeting of the Transactions Committee, which are as follows:

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

Annex A: Transactions Committee meeting minutes, 19 May 2020

Company No. 9774296

**UK Government Investments Limited
(the “Company”)**

27/28 Eastcastle Street, London, W1W 8DH

Minutes of a meeting of the Transactions Committee held via
video conference call on
19th May 2020 at 1:00pm

Present: James Leigh-Pemberton (Chair)
Robert Swannell
Charles Donald
Andrew Duff
Jitesh Gadhia
Jane Guyett
Clare Hollingsworth
Robin Lawther
Holger Vieten

In attendance: Caroline Thomson
David Sandford
Martin Madsen
Rob Elliot
Paula Head-Fourman
Simran Dhillon
Kieran Hyatt
Oscar Waller

1. Declaration of Interest

Previous declaration of interest from Jitesh Gadhia (in relation to his interests in funds managed by Blackstone) was noted.

2. Minutes from the previous meeting (21 April) and Transactions Committee Action Log

The Committee took the opportunity to briefly recap on each of the longer standing actions remaining on the Action Log. This included: i) the Jupiter private medical insurance issue, for which work towards a solution was still ongoing; ii) the team’s plans to respond to the new 2020 Stewardship Code, on which the Committee would receive an update at the June meeting; and iii) on plans to engage with RBS on remuneration metrics, which was planned to begin over the summer consistent with the usual approach.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

Item for approval

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22

OFFICIAL – MARKET SENSITIVE

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18
19.
20
21.
22



**UK Government
Investments**

OFFICIAL-SENSITIVE

UKGI-BP-459

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Dashboard – June 2020

Date: 2 July 2020

Author: Zoe Gillis

Email: **GRO**

**Endorsed
by:** UKGI ExCo

Ref: UKGI-BP-459, 459a

Category: Paper circulated, for information

The June dashboard is at paper reference, UKGI-BP-459a.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

UKGI-BP-459a

UKGI Dashboard

June 2020 data for
July 2020 Board

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

OFFICIAL - SENSITIVE		
	UKGI Objectives	Workstreams
1.	To prepare and execute all significant corporate asset sales by the UK Government	Asset Sales (pages 3-4) FTE – 13.0
2.	Act as shareholder for, and lead establishment of, UK Government arm's-length bodies, as required and in line with HMT priorities	Governance – Shareholder (pages 5-12) FTE – 23.7 Governance – NED role (pages 13-14) FTE – 0.3 Governance – Advisory (page 15) FTE – 1.2
3.	To advise on other major corporate finance matters, including all major UK Government financial interventions into corporate structures and on major UK government corporate finance negotiations.	Corporate Finance Advice – Projects (pages 16-19) FTE – 5.2 Corporate Finance Advice – Functions (pages 20-21) FTE – 29.1 Corporate Finance Advice – Appointments (page 21) FTE – 0.3

OFFICIAL - SENSITIVE

Asset Sales (1/2)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
-------	--	------------	------

IRRELEVANT



UK Government
Investments

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Asset Sales (2/2)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
-------	--	------------	------

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Governance - Shareholder (1/8)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
IRRELEVANT			

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Governance - Shareholder (2/8)


Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
-------	--	------------	------

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Governance - Shareholder (3/8)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
 <p>BEIS</p> <p>UK Government Investments</p>	<p>•UKGI's overarching objective: Shareholder oversight to ensure it delivers on its strategic objectives: (i) to provide a Network SGEI i.e. a network of at least 11,500 branches meeting clearly defined access criteria; (ii) to take steps to provide the Product SGEI across these branches (e.g. mails, pensions and benefits, banking, identity services, etc.); (iii) operating as an increasingly sustainable business (aspiring to zero subsidy post-2021).</p> <p>•Outlook – key issues/upcoming risks, including reputational:</p> <ul style="list-style-type: none"> UKGI and BEIS have been providing support to POL on its response to the Covid-19 pandemic which has been having a negative impact on POL's operations and finances. To provide POL with financial flexibility, a security headroom waiver was implemented until the end of June, due to improving forecasts this has not been extended and the team is monitoring whether there will be a need for another waiver in August. BEIS agreed a three-month waiver on POL's network obligations on 25 March due to the impact of Covid-19 on the Post Office network. The current waiver expires on 26 June, and BEIS with the support of UKGI is requesting PermSec approval of a further waiver of 6 months with the option for a 3 month extension. On the Horizon Litigation, POL agreed a settlement of £57.75m regarding the GLO proceedings on 11 Dec. The settlement also included other elements aimed at strengthening POL's relationship with its postmasters. POL is still potentially exposed to further claims from the cohort of convicted claimants (outside the GLO claimants), as well as other postmasters outside the GLO. POL has launched a (independently run) Historical Shortfall Scheme to consider claims by former postmasters who believe they have experienced shortfalls. One BEIS Select Committee hearing has been held with another postponed. BEIS/UKGI has just responded in a letter to questions being asked by the Select Committee. A separate litigation case will be heard by the employment tribunal in October 2020, relating to 123 postmasters claiming "worker" status. If successful there are rights that "worker" status would bring, including holiday pay, pensions and an entitlement to the national minimum wage. This has possible financial consequences. Review of POL's 4 year business plan which is being worked on by POL (deferred delivery due to Covid-19). In parallel BEIS policy are working on a long-term vision for the Post Office, which will need to align with this plan (and inform a bid at the Spending Review). POL's leadership is in a period of transition due to the departure of key personnel and it is likely that Nick Read (the CEO) may make a number of hires to build out his senior team, most likely external. Also a risk that POL's CFO may also leave, given he also applied for the CEO role and his 6 month retention bonus has vested. Negotiations with Royal Mail are progressing positively with both sides targeting an agreement on a new, non-exclusive 10 year deal imminently. We are engaging closely with POL on this. POL continues to consider strategic options for its Telecoms business. A sale slated for mid-2020 has been parked temporarily due to the Covid-19 outbreak; POL is looking at options to restart the sale in the Summer. POL has also commenced a review of its network strategy. POL have paused a corporate restructure programme. 	<div> <div>C G T D F B</div> <div> <div>NC NC NC NC NC NC</div> <div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div> </div> <div>R/High</div> </div>	Tom Cooper
	<div> <div>C Company Relationship</div> <div>G Governance</div> <div>T Quality of Management Team & Board</div> <div>D Departmental Relationship</div> <div>F Financial Performance</div> <div>B Balance Sheet & Risk</div> </div>	7	

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Governance - Shareholder (4/8)

IRRELEVANT

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

IRRELEVANT

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

IRRELEVANT

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Governance – NED role (1/2)

The overview below should address the following questions:

- What is UKGI's agreed role/purpose on the board?
- What are the key corporate governance/corporate finance skills required, if any, to fulfil the directorship role?
- What is the time commitment required?
- What is the development opportunity for the Director?
- What are the risks to UKGI of the directorship, if any?
- What are the priority contributions UKGI should deliver? Is this something UKGI should re-consider its involvement in?

Name	Department	Overview	Appointed on date	Lead
------	------------	----------	-------------------	------

IRRELEVANT

OFFICIAL - SENSITIVE

Governance – NED role (2/2)

The overview below should address the following questions:

- What is UKGI's agreed role/purpose on the board?
- What are the key corporate governance/corporate finance skills required, if any, to fulfil the directorship role?
- What is the time commitment required?
- What is the development opportunity for the Director?
- What are the risks to UKGI of the directorship, if any?
- What are the priority contributions UKGI should deliver? Is this something UKGI should re-consider its involvement in?

Name	Department	Overview	Appointed on date	Lead
IRRELEVANT				

OFFICIAL - SENSITIVE

Governance – advisory (1/1)

- The overview below should address the following questions:
- What is UKGI's agreed role/purpose?
 - What are the key corporate governance/corporate finance skills required, if any, to fulfil the role?
 - What is the opportunity for UKGI?
 - What are the risks to UKGI, if any?
 - What are the priority contributions UKGI should deliver? Is this something UKGI should re-consider its involvement in?

Name	Department	Overview	Lead
IRRELEVANT			



UK Government Investments

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Corporate Finance Advice – Projects (1/4)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
-------	--	------------	------

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Corporate Finance Advice – Projects (2/4)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
IRRELEVANT			

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Corporate Finance Advice – Projects (3/4)

Asset	Priorities, quarterly objectives, risks and contextual factors	Lead
-------	--	------

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Corporate Finance Advice – Projects (4/4)

Asset	Priorities, quarterly objectives, risks and contextual factors	Lead
-------	--	------

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL - SENSITIVE

Corporate Finance Advice – Functions (1/2)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
-------	--	------------	------

IRRELEVANT

Investments

Project Key:	UKGI role agreed	Resources Secured: team, budget, etc.	on key objectives and project plan	On Track: assessment of progress against plan	concluded, including close-out review
--------------	------------------	---------------------------------------	------------------------------------	---	---------------------------------------

OFFICIAL - SENSITIVE

Corporate Finance Advice – Functions (2/2)

Asset	Priorities, quarterly objectives, risks and contextual factors	Assessment	Lead
	UKGI's overarching objective: The Special Situations group works to help identify and understand issues in		

IRRELEVANT

OFFICIAL - SENSITIVE

Corporate Finance Advice – Appointments (1/1)

The overview below should address the following questions:

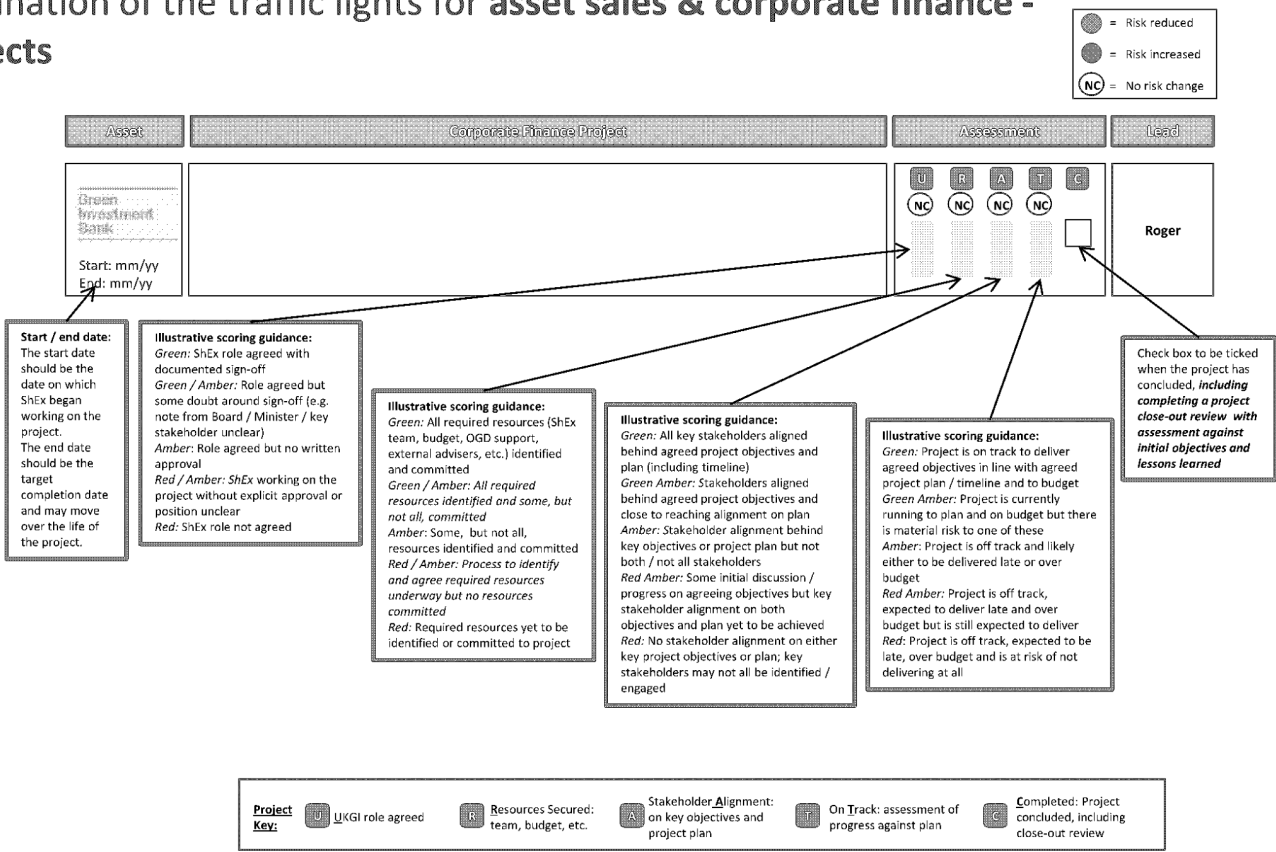
- What is UKGI's agreed role/purpose?
- What are the key corporate governance/corporate finance skills required, if any, to fulfil the role?
- What is the time commitment required?
- What is the opportunity for UKGI?
- What are the risks to UKGI, if any?
- What are the priority contributions UKGI should deliver? Is this something UKGI should re-consider its involvement in?

Name	Department	Overview	Appointed on date	Lead
IRRELEVANT				

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.
2

OFFICIAL - SENSITIVE

Explanation of the traffic lights for asset sales & corporate finance - projects





UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-460

Company No. 9774296

UK Government Investments Limited

(the “Company”)

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: EDRM summaries
Date: July 2020
Author: EDRM Relationship managers
Ref: UKGI-BP-460, 460a
Category: Paper circulated, for information

Please see the updated EDRM summaries at paper reference, UKGI-BP-460a. Due to the passage of time since the last update was provided for the Cabinet Office, a strategic summary paper has also been provided which provides further detail.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	
16.	
17.	
18.	
19.	
20.	
21.	
22.	

1. Current key projects/activity

IRRELEVANT

3. Potential new opportunities

IRRELEVANT

4. Actions/Next steps

IRRELEVANT

EDRM: Richard Callard
Sponsor Director: Henry Lloyd
Last update: 17/6/2020

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.
- 19.
- 20
- 21.
- 22



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	12.	13.	14.	15.	16.	17.	18.	19.	20	21.	22
----	----	----	----	----	----	----	----	----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	----	-----	----

1.	<div>IRRELEVANT</div>																				
2.																					
3.																					
4.																					
5.																					
6.																					
7.																					
8.																					
9.																					
10.																					
11.																					
12.																					
13.																					
14.																					
15.																					
16.																					
17.																					
18.																					
19.																					
20																					
21.																					
22																					

1.	<div>IRRELEVANT</div>																				
2.																					
3.																					
4.																					
5.																					
6.																					
7.																					
8.																					
9.																					
10.																					
11.																					
12.																					
13.																					
14.																					
15.																					
16.																					
17.																					
18.																					
19.																					
20																					
21.																					
22																					

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

IRRELEVANT

- | |
|-----|
| 1. |
| 2. |
| 3. |
| 4. |
| 5. |
| 6. |
| 7. |
| 8. |
| 9. |
| 10. |
| 11. |
| 12. |
| 13. |
| 14. |
| 15. |
| 16. |
| 17. |
| 18. |
| 19. |
| 20 |
| 21. |
| 22 |



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22



1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

1.	<div>IRRELEVANT</div>
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	
16.	
17.	
18.	
19.	
20.	
21.	
22.	

2. Current key projects/activities

Asset/Project	Director	ED	Jul-20	FTE Mar-20	May-19
Governance					
<div>IRRELEVANT</div>					
Post Office Limited	Tom Cooper	Tim McInnes	3.2	2.8	2.2
<div>IRRELEVANT</div>					
<div>IRRELEVANT</div>					

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

IRRELEVANT

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20
21.
22

- | |
|-----|
| 1. |
| 2. |
| 3. |
| 4. |
| 5. |
| 6. |
| 7. |
| 8. |
| 9. |
| 10. |
| 11. |
| 12. |
| 13. |
| 14. |
| 15. |
| 16. |
| 17. |
| 18. |
| 19. |
| 20. |
| 21. |
| 22. |

IRRELEVANT



UK Government
Investments

Cabinet Office

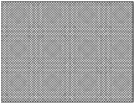
Strategic Relationship summary

EDRM

Last update 2 July 2020

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.









UKGI operational engagement with the Cabinet Office

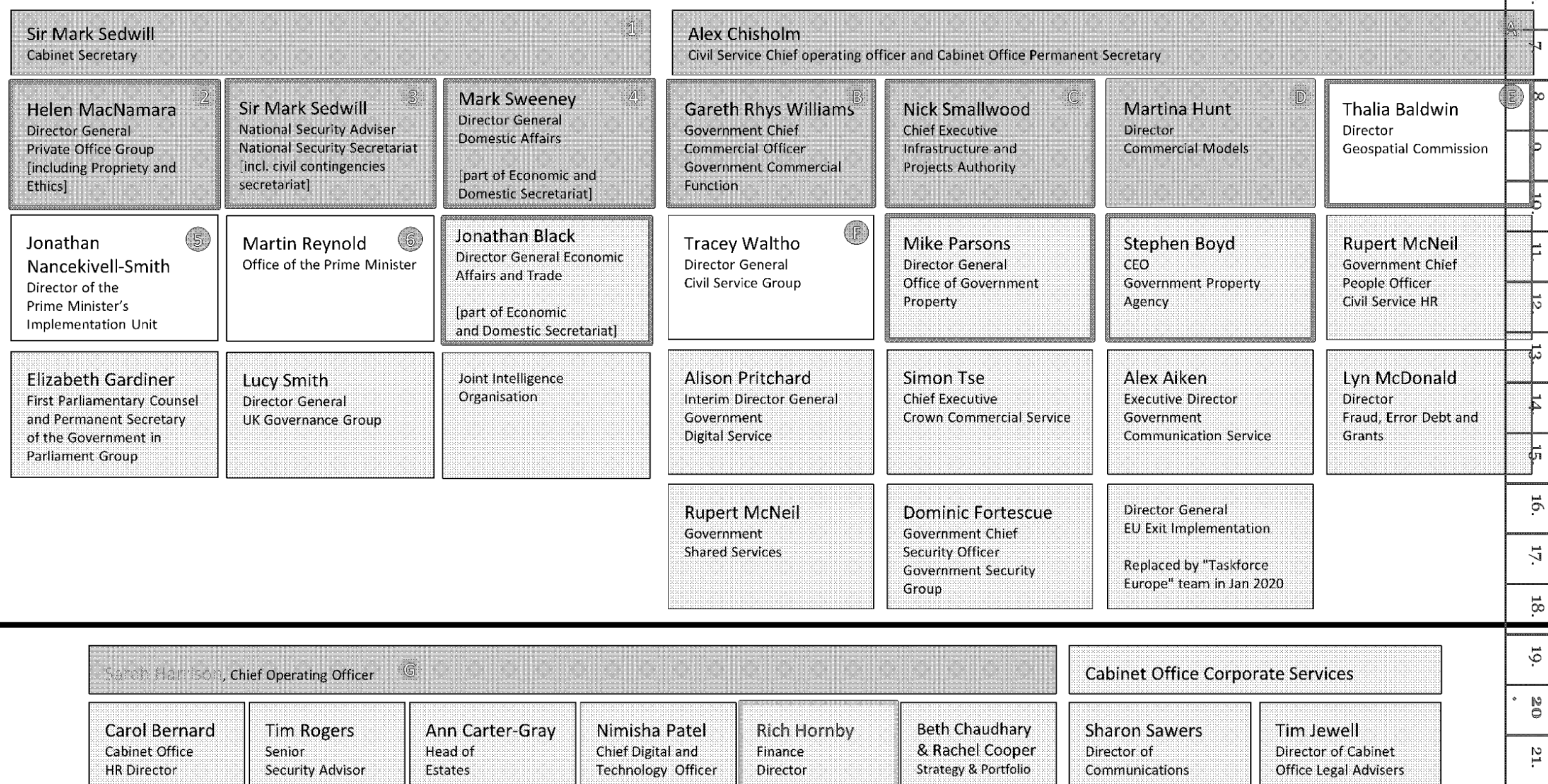
IRRELEVANT

Cabinet Office Organogram*

From CO intranet 16 June 2020

Key: Relationship Strength - *PROVISIONAL*

Strategically important		Operationally important	
	Strong existing relationships		Strong
	To develop existing relationships		Moderate
	Strategic importance to be determined		N/A



UK Government Investments

Source: Cabinet Office Intranet

*Note: modified to indicate greatest overlap with UKGI

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

Strategic relationship holder summary

	Cabinet Office Role	Individual	Suggested UKGI relationship holder	Proposed next steps
1 / 3	Cabinet Secretary & National Security Adviser	Sir Mark Sedwill	Charles Donald	To broaden relationship (previous reliance on Mark R)
A	Civil Service Chief operating officer and Cabinet Office Permanent Secretary	Alex Chisholm	Charles Donald	To embed relationship with transition in role
2	Director General of Private Office Group (incl. Propriety and Ethics)	Helen MacNamara	Candida Morley / Ceri Smith	To develop new strategic relationship
4	Director General, Domestic Affairs [part of Economic and Domestic Secretariat]	Mark Sweeney	TBC	To develop new strategic relationship
5	Director of Prime Minister's Implementation Unit	Jonathan Nancekivell-Smith	TBC	To determine extent of strategic importance
6	Office of the Prime Minister	Martin Reynold	TBC	To determine extent of strategic importance
B	Chief Commercial Officer	Gareth Rhys Williams	Charles Donald / Hannah Gray	To broaden relationship (previous reliance on Mark R)
C	Chief Executive of Infrastructure and Projects Authority	Nick Smallwood	Charles Donald	To develop new strategic relationship
D	Director, Commercial Models	Martina Hunt	Candida Morley	To develop new strategic relationship
E	Director, Geospatial Commission	Thalia Baldwin	TBC	To determine extent of strategic importance
F	Director General, Civil Service Group	Tracey Waltho	TBC	To determine extent of strategic importance
G	Chief Operating Officer	Sarah Harrison	Charles Donald	To develop new strategic relationship



IRRELEVANT

IRRELEVANT

IRRELEVANT



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-461

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: NED project assignments

Date: 8 July 2020

Author: Zoe Gillis

Email: **GRO**

Ref: UKGI-BP-461

Category: Paper circulated, for information

This paper provides a summary of the projects and their NED sponsors.

Project	Non-Executive Director assigned
IRRELEVANT	
Post Office	Jane Guyett
IRRELEVANT	

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	12.	13.	14.	15.	16.	17.	18.	19.	20	21	22
----	----	----	----	----	----	----	----	----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	----	----	----

OFFICIAL SENSITIVE

UKGI-BP-462

	Audit and Risk Committee	Staff Engagement Session	UKGI Board meeting	RemCo	NomCo	Transaction Committee
16 July 2020		12:00-13:00	13:00-17:00			
21 July 2020						13:00-16:00
29 September 2020				11:15-12:00		13:30-16:30
30 September 2020	11:15-12:00	12:00-13:00	13:00-17:00		17:00-17:30	
26 October 2020						13:00-16:00
17 November 2020						13:00-16:00
26 November 2020		12:00-13:00	13:00-17:00		17:30-18:00	
15 December 2020						13:00-16:00
12 January 2021						09:00-12:00
21 January 2021		12:15-13:00	13:00-17:00			
9 February 2021						09:00-12:00
11 March 2021						09:00-12:00
31 March 2021	11:00-11:45	12:15-13:00	13:00-17:00	10:00-10:45	17:00-17:30	
14 April 2021						13:30-16:30
11 May 2021						13:00-16:00
26 May 2021	TBC – Audit only	12:15-13:00	13:00-17:00	11:00-11:45	17:00-17:30	
8 June 2021						13:00-16:00
6 July 2021						13:00-16:00
15 July 2021		12:15-13:00	13:00-17:00			
3 August 2021						13:00-16:00
7 September 2021						13:00-16:00
22 September 2021	11:00-11:45	12:15-13:00	13:00-17:00	10:00-10:45		
12 October 2021						13:00-16:00
11 November 2021						13:00-16:00
24 November 2021		12:15-13:00	13:00-17:00		17:00-17:30	
December 2021						TBC

OFFICIAL SENSITIVE

UKGI-BP-462

Transaction committee calls

2020	
5 August	09:00-09:30
9 September	09:00-09:30
7 October	09:00-09:30
4 November	09:00-09:30
2 December	09:00-09:30
2021	
29 January	12:00-12:30
23 February	09:30-10:00
23 March	09:30-10:00
29 April	09:30-10:00
27 May	09:30-10:00
22 June	09:30-10:00
20 July	09:30-10:00
24 August	09:30-10:00
28 September	09:30-10:00
26 October	09:00-09:30
23 November	09:00-09:30

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.

OFFICIAL SENSITIVE

UKGI-BP-462

Committee	Audit and Risk	Remuneration	Transaction sub-committee	Nominations
Chair	Jane Guyett	Caroline Thomson	James Leigh-Pemberton	Robert Swannell
Members	Andrew Duff Robin Lawther	Jitesh Gadhia Clare Hollingsworth Robin Lawther	Andrew Duff Jitesh Gadhia Jane Guyett Clare Hollingsworth Robin Lawther Robert Swannell	Andrew Duff Jitesh Gadhia Jane Guyett Clare Hollingsworth Robin Lawther James Leigh-Pemberton Charles Roxburgh Caroline Thomson
In attendance	Charles Donald Robert Razzell	Charles Donald Heather Mellors Robert Razzell Susie Timlin	Charles Donald	Charles Donald Robert Razzell

1.
2.
3.
4.
5.
6.
7.
8.
9.
10.
11.
12.
13.
14.
15.
16.
17.
18.
19.
20.
21.
22.