

Post Office Limited – Strictly Confidential

POLB 13(6th)
POLB 13/47-13/50

POST OFFICE LIMITED
(Company no. 2154540)
(the 'Company')

Minutes of a Board meeting held on 24 June 2013
Held by conference call

Present:

Alice Perkins	Chairman
Neil McCausland	Senior Independent Director
Tim Franklin	Non-Executive Director
Virginia Holmes	Non-Executive Director
Alasdair Marnoch	Non-Executive Director
Susannah Storey	Non-Executive Director
Paula Vennells	Chief Executive Officer
Chris Day	Chief Financial Officer

In Attendance:

Alwen Lyons	Company Secretary
Mark Davies	Communications Director
Sue Barton	Strategy Director
Kevin Gilliland	Network and Sales Director

Redacted

POLB 13/47

INTRODUCTION

- (a) A quorum being present, the Chairman opened the meeting.

POLB 13/48

2013/20 STRATEGIC PLAN – CURRENT STATUS

- (a) The Board received an update on the progress being made to obtain Shareholder approval for the 2013/2020 Strategic Plan (the Strategic Plan). The Board were informed that KPMG's formal report was due for submission that day and that the focus was now on engaging with the Department for Business, Innovation and Skills (BIS) on outstanding issues.
- (b) The Board discussed the negotiating mandate, agreed at the May Board, and focussing on the key topics which had been circulated in advance of the meeting. They discussed amendments to the mandate in relation to the Government's desire to ensure NFSP support for the Strategic plan; access points; the future of the NFSP and mutualisation.

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- (c) The Board agreed that they would prefer any additional money to be funded by BIS but accepted that the business may need to find part of the additional investment, but only to the level agreed in the original mandate. They stressed that any increase in compensation could not increase the long-term cost base of the business and that the NFSP would need to show active support for Network Transformation.
- (d) The Board would require a Letter of Understanding to lay out the NFSP commitments to get the maximum possible benefit for any additional investment.
- (e) The Board clarified the assumptions in the plan mandate:
 - 1. Any additional funding for NFSP support should be provided by BIS
 - 2. The Business could commit to growing the Network by 2000 access points by 2020
 - 3. Include the Future of the NFSP 'low down' in the memorandum/ commitment letter with commitments kept to a minimum
 - 4. Mutualisation timeline as agreed at the away day to be re-circulated to the Board before it is shared with BIS
- (f) The Board agreed that authority would be required from the Strategy and Funding Board Sub-Committee to move to a position of:
 - 1. Post Office funding up to a maximum of £40m in 2015/16 and £40m in 2016/17
 - 2. Commitment to a target for additional access points before 2020.
- (g) Any changes beyond these assumptions and mandate would need to return to the Board
- (h) The original and amended mandates are shown as an Appendix to these minutes.
- (i) The Chairman summarised that the Board position. They were reluctant to offer more money for compensation and would like to stick to the original strategic plan. If additional Post Office investment became unavoidable the Board wanted this kept to a minimum within the mandate agreed with the maximum benefit possible and the NFSP specific agreement that they would support the process.

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POLB 13/49

NETWORK TRANSFORMATION PROGRAMME

- (a) The Board discussed the Business's capacity to deliver the scheduled approach to Network Transformation and whether it could commit to a target of conversions completed for this year, to give the Board and the Minister more confidence in the delivery of both contracts signed and branches opened.
- (b) Kevin Gilliland explained the danger in pushing sub postmasters to open too quickly and achieving a suboptimal result. However he recognised the need to move with pace and was expecting the vast majority of contracts signed last year to be open by November. The Board suggested a split of the investment money to encourage the sub postmaster to complete the project more quickly. Kevin Gilliland was asked to consider different ways to incentivise the sub postmasters to try to reduce the time from contract signature to the branch being open.
- (c)

ACTION:
Kevin Gilliland

The Board would have preferred a formal target for branch openings for the financial year 2013/14 but accepted the difficulty of setting such a target. Kevin Gilliland and the CFO were asked to present the NT scorecard (including value for money) to the September Board.

ACTION: Kevin
Gilliland/ CFO

POLB 13/50

CLOSE

There being no further business the meeting was declared closed

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POLB 13(7th)
POLB 13/51-13/55

POST OFFICE LIMITED
(Company no. 2154540)
(the 'Company')

Minutes of a Board meeting held on 1st July 2013
held by conference call

Present:

Alice Perkins	Chairman
Neil McCausland	Senior Independent Director
Tim Franklin	Non-Executive Director
Virginia Holmes	Non-Executive Director
Alasdair Marnoch	Non-Executive Director
Susannah Storey	Non-Executive Director
Paula Vennells	Chief Executive Officer
Chris Day	Chief Financial Officer

In Attendance:

Alwen Lyons	Company Secretary
Mark Davies	Communications Director
Sue Barton	Strategy Director
Kevin Gilliland	Network and Sales Director

POLB 13/51

INTRODUCTION

- (a) A quorum being present, the Chairman opened the meeting.

POLB 13/52

HORIZON

- (a) The CEO apologised for the short notice in keeping the Board updated but explained that issues had arisen over the last couple of days. She gave an update on the Horizon review which was being undertaken by Second Sight and their interim report which was to be presented at a meeting of MPs on the 8th July. The investigation to date had found no systemic issues with the Horizon computer system but had highlighted areas for improvement in support areas such as training.
- (b) The CEO explained that the Horizon, like any large computer system, would occasionally have anomalies and two were known over recent years. The Business had dealt with these anomalies to ensure no sub postmaster was out of pocket and these anomalies had not affected any of the cases which Second Sight had reviewed. Second Sight had been told of these anomalies and they would include them in their report.

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- (c) The CEO was concerned that the report from the independent forensic accountants was not as factual as expected and could lead to loose language at the MP meeting.

ACTION:
CEO/
Mark Davies

- (d) The Board asked the Business to challenge Second Sight to ensure changes were made to the report where possible and asked the Business to prepare their communication to combat any inaccuracies.

POLB 13/53

MUTUALISATION TIMELINE

- (a) Sue Barton reported that all the changes discussed at the Board Awayday had been incorporated into the mutualisation timeline and that it would clearly show that the strategic plan milestones referred to the year-end dates for 2013-2020. It had been agreed with BIS that the report would timeline would be an internal document not for publication.

POLB 13/54

2013/20 STRATEGIC PLAN – CURRENT STATUS

- (a) Sue Barton gave an update on the NFSP sessions underway where she and Kevin Gilliland had shared the strategic plan. It was clear that their main concern was the enhanced compensation although the NFSP understood that there was no headroom in the plan for additional payments.

- (b) The Chairman explained that the Secretary of State had agreed to a meeting and was now getting involved in the process and that she and the CEO were meeting him and the Minister on the 11th July. He understands the scheduled approach but wants the Business to consider a 'cliff' to incentivise the sub postmasters to convert or lose the opportunity for investment. Sue Barton explained that this would not persuade Sub postmasters to move until the date of the 'cliff' as they would want to retain their Core Tier Payment for as long as possible.

- (c) The Board discussed the need to move at pace to defend the position especially in the mails market, and whether the move to network expansion could be the solution. Sue Barton explained that although the advantage of Network expansion was speed and cost, the increasing the network could cannibalise the work from existing branches and make them even less viable.

ACTION: Sue Barton

- (d) Sue Barton was asked to develop an option which incorporated the idea of a 'cliff' as suggested by the Secretary of State but ensuring that there were levers to ensure sub postmasters were incentives to leave early. This was to be presented to the Board before the

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meeting with SoS on the 11th July

POLB 13/55

~~OCLOSSE~~

The meeting was scheduled closed

Redacted

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POLB 13(8th)
POLB 13/56-13/58

POST OFFICE LIMITED
(Company no. 2154540)
(the 'Company')

Minutes of a Board meeting held on 9th July 2013
held by conference call

Present:

Alice Perkins	Chairman
Neil McCausland	Senior Independent Director
Tim Franklin	Non-Executive Director
Virginia Holmes	Non-Executive Director
Alasdair Marnoch	Non-Executive Director
Susannah Storey	Non-Executive Director
Paula Vennells	Chief Executive Officer

In Attendance:

Alwen Lyons	Company Secretary
Mark Davies	Communications Director
Sue Barton	Strategy Director
Kevin Gilliland	Network and Sales Director

POLB 13/56

INTRODUCTION

- (a) A quorum being present, the Chairman opened the meeting.

POLB 13/57

2013/20 STRATEGIC PLAN – CURRENT STATUS

- (a) Sue Barton reported to the Board that after further negotiations it was clear that the NFSP would not support a mandated approach to conversion. She explained the current discussions taking place, which sought to secure NFSP support for a mandated exit approach.
- (b) This scenario, a semi-compulsory approach could deliver the same outcome as the strategic plan albeit at a higher cost. The Mandated Exit comprised, incentive conversion with enhanced compensation and short term protection of Core Tier Payment, but with a 'cliff' where conversion becomes mandatory towards the end of 15/16
- (c) Sue Barton explained that comparing the profile of the two options, highlights a small shortfall in the number of conversions through to April 2018, however the Business believed this could be addressed through network expansion activity.

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ACTION:
Sue Barton

- (d) The Board asked for a summary page to explain the mandated exit approach and its effect on investment cost and timing. This summary is shown as an appendix to these minutes.
- (e) The Board agreed that the Business should present two alternatives to the Secretary of State and the Minister, at their meeting on the 11th July.
 - 1. The preferred Board option as laid out in the strategic plan, with enhanced compensation.
 - 2. A second approach of mandatory exit including the 'carrot and cliff' for conversion as discussed.

The presentation should be as short as possible but with two slides articulating the different outcome for cost and timing and stressing the need for a solution which enables the Transformation to be completed at pace, because of the rapid changes in the market.

POLB 13/58

CLOSE

There being no further business the meeting was closed

Redacted

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POLB 13(6th)
POLB 13/47-13/63

POST OFFICE LIMITED
(Company no. 2154540)
(the 'Company')

Minutes of a Board meeting held on 16 July 2013
at 148 Old Street, London EC1V 9HQ

Present:

Alice Perkins	Chairman
Tim Franklin	Non-Executive Director
Virginia Holmes	Non-Executive Director
Alasdair Marnoch	Non-Executive Director
Susannah Storey	Non-Executive Director
Paula Vennells	Chief Executive Officer
Chris Day	Chief Financial Officer

Apologies for Absence:

Neil McCausland	Senior Independent Director
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In Attendance:

Alwen Lyons	Company Secretary
Sue Barton	Strategy Director (items 13/49-13/50)
Lesley Sewell	Chief Information Officer (13/49 only)
Nick Kennett	Director of Financial Services (13/52)

POLB 13/47

INTRODUCTION

- (a) A quorum being present, the Chairman opened the meeting.

POLB 13/48

BOARD EFFECTIVENESS REVIEW

- (a) The Board received the report of the Board Effectiveness review carried out in June/July 2013.
- (b) The Chairman thanked the Board for their time and explained the process for one to one feedback. The Board discussed the balance between challenge, rigour and support and the CEO stressed that the Business expected to be challenged. She would be disappointed if the Board did not support through challenge while being open to the Executives challenging back where they thought appropriate.
- (c) The Board discussed the papers received from the Executive Committee members and agreed that in future the content of the papers would not be presented at the Board meeting so as to free

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**ACTION:
The Board**

up time for discussion. The papers needed to be clear, not overly optimistic, and commercially focussed so questions of fact would not be necessary. They should also arrive in good time. The Chairman asked the Board to contact the ExCo member responsible for a paper before the meeting if they were unclear or didn't have the necessary detail. The Board also asked for earlier warning when risks and issues arise to ensure that they were not 'blindsided'.

- (d) The Board thought that it would be valuable to have some discussions with the minimum of paperwork where the NEDs shared their own thinking rather than reacting to the Executives' proposals e.g. on strategic risk.
- (e) The Board discussed the use of their time and agreed that the frequency and length of Board meetings was right and where possible Sub Committees should not be held on the same day as Board meetings.
- (f) The focus on risks at the September meeting could help form the forward agendas for the following year. It was also agreed that the Board could help with stakeholder engagement, with more exposure to the unions and the shareholder. The Chairman reminded the Board that Mark Russell was to return to a meeting in the autumn and that she had invited Robin Budenberg, Chairman of UKFI and formerly with UBS where he oversaw the banks' relationships with HM Treasury, to the November Board.
- (g) The Board asked for more exposure to the network and expressed a need to understand the economics of the different network models. The Company Secretary was asked to organise individual branch visits for NEDs if required. The Board agreed that a future meeting would be held at the Camden Branch including a discussion with the Branch Manager about the economics of running a Crown Office.

**ACTION:
Company Secretary****ACTION:
CFO**

- (h) The CFO was asked to produce a piece of analysis to explain the economics of the network models and set up a workshop for those NEDs who would find it helpful.

**ACTION:
CFO**

- (i) The Board discussed the use of advisors and the CFO was asked to provide a paper highlighting the processes in place for monitoring the use of advisors, procuring advisors and negotiating their terms.
- (j) The Board's relationship with the ExCo and the SLT was discussed and it was agreed that Board members would be advised of the

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ACTION:
Company Secretary

dates of SLT Quarterly Business Updates and they would be welcome if they wanted to attend but no other formal SLT engagement would be put in place.

- (k) The Board noted the Board Effectiveness Review and agreed the actions in the paper along with:

- the Board would continue with 2 away days a year
- the Board would be offered opportunities to attend NT openings or meetings with stakeholders if they were available
- the production of a forward look for future agendas
- the addition of an index for the Reading Room and a log of decisions taken at the end of the Board minutes.

ACTION:
Company Secretary

POLB 13/49

IT SUPPLY CHAIN PROCUREMENT ACTIVITY

- (a) Sue Barton, Strategy Director, and Lesley Sewell, Chief Information Officer joined the meeting.

IT&C Transformation Programme

- (b) Lesley Sewell updated the Board on the current status of the procurements for a Service Integrator (SI) and a Strategic Data Centre. The Board asked if the proposed solution would enable further outsourcing in the future. Lesley Sewell explained that the change would reduce the headcount by 50% whilst giving a foundation for further outsourcing and enable the Business to move to more stable suppliers. The Board questioned the timing and whether the SI could be in place before the sub-contracts are awarded. Lesley Sewell explained that the Business was being pushed by RMG separation deadlines and this was the reason that the SI and sub-contractor had to be done concurrently.

- (c) The Board would be asked to approve the award of contracts for the Data Centre and Service Integrator/Strategic Data Centre to the Post Office's selected bidders at the September 2013 meeting. It was noted that the Service Integrator award would also require approval from the Shareholder Executive.

Transitional Support Services with Fujitsu

- (d) Lesley Sewell presented a paper on the Transitional Support Services supplied by Fujitsu. She explained that there were few options apart from remaining with Fujitsu in the short term.
- (e) The CEO flagged two risks to the Board - the first around RMG and

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the preparedness for separation and the second the Horizon risk around Fujitsu. She explained that the legacy contract had to be normalised through proper public procurement but that there were short term issues which were difficult to resolve such as IP, ownership of which was mixed between the two businesses.

- (f) Before it could make a decision on the extension of the contract for two years the Board asked for more detail on the economics of the deal being negotiated with Fujitsu, the changes from the current contract, and its impact on the Strategic plan numbers. Lesley Sewell and CFO were asked to circulate a paper seeking agreement by correspondence once the Board members were comfortable.

ACTION:
CFO/Lesley Sewell

POLB 13/50

PROGRESS REPORT ON GOVERNMENT FUNDING AND STRATEGIC PLAN

- (a) The Board received a verbal update from Sue Barton and the CEO on the progress with the Government funding and Strategic Plan. The CEO explained that the meeting with Secretary of State (SOS) and Minister had enabled the Business to explain that inaction or delay was not an option. The feeling was that if the Minister would support mandated exit the SOS would also do so.
- (b) Sue Barton assured the Board that BIS and the Minister realised that a mandatory approach as set out in the strategic plan was still the Board's and the Business's preferred option. She explained that the alternative approach, which the Business had considered after pressure from the NFSP and the shareholder, could have some benefits. Ministers would need to be advised as to whether to alternative approach has the Board's backing before their meeting with officials the following day.
- (c) Sue Barton explained the alternative approach as set out in appendix A of these minutes. The Board agreed to the following recommendations provided they stayed within the Board mandate and were positioned as a last resort:
1. To continue to position £218m as the amount necessary to deliver a mandated exit option
 2. That no deferral be offered as part of the solution, as this would leave the Business exposed in the later years of the plan and put breakeven back by a year.
 3. To position the incremental cost of this alternative option as investment which BIS would need to fund.
- (d) The Board agreed to the principles of the alternative approach subject to the conditions that:
- There is a cliff within the alternative solution. This is transparent, clearly communicated both at a national and

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individual sub-postmaster level, backed by Government. Individual letters would be sent out to sub-postmasters

- Cost of the option is covered by additional Government funding. A shortfall can be covered by the business within the agreed mandate
- NFSP support must be clearly set out in a MOU and must include agreement to support openly and unconditionally
- Must have a mandate to exit sub-postmasters.

(e) The CFO confirmed that he remained comfortable that the headroom of £40m in 2015/16 and 2016/17 would be available and therefore supported the mandate.

(f) Sue Barton would write to BIS setting out the alternative approach as agreed by the Board. The Chairman offered to write to the SOS at an appropriate time to explain that while the Board understood the political difficulties, this alternative was not our preferred approach and the risks it brought to the business.

ACTION:
Sue Barton

(g) The Board discussed the protection of community offices and Sue Barton explained the conflict for the NFSP as some of their members who run offices which will be designated 'community' would be restricted from exiting. This was still being worked through with the NFSP.

Redacted

(h) The CEO explained that the Business was working on the proof of concept for network extensions and that although this was politically very attractive there were many interdependencies which needed to be understood and it would be the last quarter of the year before the Business could sign up to any targets.

(i) The Board asked whether the Business could sign up to a conversions target by 2014/15, either a number or percentage of branches converted. Sue Barton said it would be difficult to suggest a target without NFSP co-operation to the programme. The NFSP were calling a special conference to agree any proposal so any agreement was likely to be at the beginning of September.

ACTION:
Company Secretary

(j) The Board agreed to weekly Board calls over the summer whilst the negotiation continues and requested a paper 24 hours before any call setting out an update and the substance of any discussion.

ACTION:
Sue Barton

(k) The Chairman asked for a note setting out the expected timeline and milestones over the next two months.

(l) The Chairman thanked Sue Barton for some excellent work and Sue Barton left the meeting

(m) The Chairman asked the CEO to consider additional support for the Strategy Director during the negotiations. The CEO explained that things had been moving very quickly but accepted that the Business needed to be better at anticipating and 'horizon-scanning'.

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POLB 13/51

HORIZON UPDATE

- (a) The CEO explained that although the Second Sight report had been challenging it had highlighted some positive things as well as improvement opportunities. The Business had been praised in Parliament for setting up the independent review; the proportionality of the tiny number of cases had been emphasised; and no systemic issues had been found with the Horizon computer system. However there were cultural issues which had to be addressed to improve the support we gave to sub-postmasters. The CEO stressed that this was now a catalyst to make changes in the Business.

- (b) The Board were concerned that the review opened the Business up to claims of wrongful prosecution. The Board asked if Susan Crichton, as General Counsel, was in anyway implicated in the prosecutions. The CEO reported that, up until eighteen months ago, Royal Mail Group Limited (RMG) had run the criminal law team and many of the cases in the review had arisen before separation. The CEO explained that the Business was a prosecuting authority and as such brought its own prosecutions. However since separation the General Counsel had proposed moving to the more normal position of using the CPS for prosecutions; this was being explored.

- (c) The Board expressed strong views that the Business had not managed the Second Sight review well and stressed the need for better management and cost control going forward.

- (d) The Board accepted that this was an independent review and therefore things could happen that were beyond the control of the Business.

- (e) However the things that could be managed by the Business needed to be well managed with strong leadership and the Board asked the CEO if she had considered changing the person leading for the Business.

- (f) The CEO had considered this and recognised that the Business did not have good governance in place around Second Sight, but that the independence of the review, and the input from MPs and Justice for Sub-Postmasters (JFSA) had made this complicated.

**ACTION: Susan
Crichton**

- (g) The Chairman asked for a review, a post mortem, to report to the ARC explaining how we awarded and managed the contract. This should be put in hand swiftly.

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ACTION: CEO

- (h) The Board asked the CEO to decide on the way forward in terms of the leadership of this work based on the option which had least risk for the Business.

ACTION: CFO

- (i) The CFO was asked what the insurance position was. He promised the Board a note on this. He was also asked to ensure the both RMG and the Business' insurers were given notice of the review findings.

POLB 13/52**FINANCIAL SERVICES STRATEGY UPDATE****ACTION:
Nick Kennett**

- (a) Nick Kennett, Financial Services Director, joined the meeting and took questions on the Financial Services Strategy update paper.
- (b) The Board asked for a noting paper setting out the Mercer recommendation for the new Financial Services Sales incentive scheme.

**ACTION:
Nick Kennett**

- (c) The Board congratulated Nick on the pace at which things were changing and suggested that, because of the scale of the contributions to the strategic plan and the reputational risk of the manner of delivery, a Board Sub-Committee be convened to support the executive team.
- (d) Nick Kennett was asked to work with the Company Secretary and the CFO (with input from Tim Franklin and Virginia Holmes) to draw up Terms of Reference for the FS Board Sub-Committee.
- (e) Nick Kennett explained the work being undertaken to enhance the Brand and make the Post Office a destination point for FS products.
- (f) The Board asked when the Business would know if the strategy to move up the value chain with its additional benefits, costs and risks was working. Nick Kennett suggested it would be Autumn 2015 before this was clear.
- (g) Nick Kennett was asked for a note to be circulated to the Board explaining the impact on the strategic plan in 2015/16 and 2016/17 of the transition from Junction for general insurance, and the effect on the bottom line.

**ACTION:
Nick Kennett**

The Directors noted the Financial Services Strategy update, and the Success Criteria for Project Polo.

POLB 13/53**FINANCIAL PERFORMANCE UPDATE**

- (a) The Board received a financial performance update for period 2 2013, and the flash results for Period 3 from the CFO.
- (b) The CFO explained that the results for period 3 had seen an

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improvement on period 2, although the greatest risk to the plan remained in mails income. The Mails team were still comfortable that they would recover the position after what had been a significant downturn in small packets after the price rise.

- (c) The CFO explained that the risk to income has put more pressure on cash and the need to reduce the cost of service delivery support functions by 20% over the next 3 years. He explained that the ExCo were going through a reforecasting exercise and this would make it clearer how much pressure would need to be put on reducing spend.
- (d) The Board asked for visibility of the decisions being taken by the ExCo. The CFO was asked to produce a note to the Board by the end of July beginning of August showing the reforecast and the list of optional spend decisions which the Business has taken, or could take if required. This would be spend which didn't drive revenue this year or next year.

ACTION: CFO**POLB 13/54****CHIEF EXECUTIVE'S REPORT**

- (a) The Board noted the Chief Executive's report and discussed the following specific items:
- (b) The CWU had called a half day strike on the 17th July and were holding a rally, with MPs invited at Portcullis House. The feedback has been that, so far, this is not causing any lasting detriment to customers or the Business. There will a full report to the September Board with options on the way forward.

**ACTION: Kevin
Gilliland****POLB 13/55****PENSIONS**

- (a) Chris Day updated the Board on three Pensions issues.
- (b) The pension actuarial valuation has been delayed and the Trustee has informed the pensions regulator. The final date for the valuation is set at 30th September.
- (c) The formal consultation for changes to the pension scheme started on the 21st June and will run until the 25th August. To date the CMA are engaged with the process but do not support the changes, and the CWU have not engaged with the process.
- (d) The Business has agreed the investment allocation with the Trustee who were rebalancing the asset allocation.

POLB 13/56**GROUP STRUCTURE**

- (a) The Board received a paper on the planned changes to the structure of the wider Group to facilitate an IPO of RMG.
- (b) The CFO was asked to check with the corporate insurers to ensure this had no detrimental effect to the cover or cost.

ACTION: CFO

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ACTION: CFO

- (c) The CFO was asked for a note to the Board explaining the implications for Tax and VAT of any structure changes and subsequent total separation
- (d) The Board:-
- (i) noted the planned changes to the structure of the wider Group to facilitate an IPO of RMG;
 - (ii) noted the anticipated changes to the operation of Royal Mail Holdings plc (RMH);
 - (iii) noted the additional duties that were likely to become Post Office Limited's responsibilities and that they would incur additional cost; and
 - (iv) approved delegation of authority to Alwen Lyons, the Company Secretary, and/or Susan Crichton, HR & Corporate Services Director (in the form set out in Appendix 1) to approve and execute any documents necessary to remove the references to the RMG Special Share and the RMH Special Share in the Company's Articles of Association and to do any act or thing required to be done by the Company to give full effect to, or in connection with, the actions outlined in the Board paper.

ACTION:
Company Secretary

POLB 13/57

MINUTES OF PREVIOUS MEETINGS AND MATTERS ARISING

- (a) The minutes of the Board meeting held on 21 May 2013 were approved for signature by the Chairman.
- (b) The notes of the discussions and actions from the Board Awayday held on 18 and 19 June 2013 were noted.

The CFO reported that the work on outsourcing, discussed at the Awayday, was progressing and the India visit was set for September. This would be brought back to the September Board.

POLB 13/58

COMMITTEE MEETING MINUTES FOR NOTING

- (a) The Board noted the minutes of the Remuneration Committee meeting held on 1 May 2013.

POLB 13/59

STATUS REPORT

- (a) The Status Report, showing matters outstanding from previous Board meetings, was noted.

POLB 13/60

ITEMS FOR NOTING

- (a) The Board noted the Health and Safety report.

The Board asked if there was a reason for the increase in Road Traffic accidents. The CEO explained that this had already been identified by the Business and the issue was being reported back to

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the September 'Road Forum' for investigation. Any actions would be reported to the Board in a future Health and Safety report.

- (b) The Board noted the Significant Litigation report.
- (c) The Board noted the Report on Sealings and resolved that the affixing of the Common Seal of the Company to the documents set out against items numbered 1040 to 1058 inclusive in the seal register was hereby confirmed.

POLB 13/61

PROPOSED BOARD DATES 2014 AND Q1 2015

- (a) The Company Secretary tabled proposed Board, and some Committees, dates for 2014 and Q1 2015. The Board members were asked to feed back any issues by 19th July.

ACTION: ALL

POLB 13/62

ANY OTHER BUSINESS

The CFO reported that the Report & Accounts had been signed with a target date of the 7th August for publication.

POLB 13/63

CLOSE

There being no further business, the meeting was then closed.

Redacted

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POLB 13(6th)
POLB 13/64

POST OFFICE LIMITED
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(the 'Company')

Minutes of a Board meeting held by Correspondence on 26 July 2013

Alice Perkins
Neil McCausland
Tim Franklin
Virginia Holmes
Alasdair Marnoch
Susannah Storey
Paula Vennells
Chris Day

Chairman
Senior Independent Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Director
Chief Executive Officer
Chief Financial Officer

Alwen Lyons

Company Secretary

POLB 13/64

Transitional Support Services with Fujitsu

It was noted that a meeting of the Board was to be held by correspondence to consider more fully the contract negotiations for Transitional Support Services ("TSS") with Fujitsu.

It was further noted that at the meeting of the Board held on 16 July 2013, the Board had asked for additional detail on the economics of the deal being negotiated with Fujitsu, the changes from the current contract, and its impact on the Strategic plan numbers, before it could make a decision on the extension of the contract for two years. Lesley Sewell and CFO had circulated a paper to all Directors setting out the requested information on 19 July 2013.

Having considered the information, the Board recognised that the Business had little choice other than to renew.

The Board therefore:

- (a) approved the 2 year TSS agreement with Fujitsu valued at up to £83M; and
- (b) noted that approval for authority to contract the TSS agreement with Fujitsu would need to be sought from the Shareholder Executive in July, which would allow the Business to conclude negotiations and execute the TSS agreement with Fujitsu before 30 September 2013.

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POLB 13(10th)
POLB 13/65-13/67

POST OFFICE LIMITED
(Company no. 2154540)
(the 'Company')

Minutes of a Board meeting held on 31st July 2013
held by conference call

Present:

Alice Perkins	Chairman
Neil McCausland	Senior Independent Director
Alasdair Marnoch	Non-Executive Director
Chris Day	Executive Director

In Attendance:

Sue Barton	Strategy Director
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Apologies for absence:

Tim Franklin	Non-Executive Director
Virginia Holmes	Non-Executive Director
Susannah Storey	Non-Executive Director
Paula Vennells	Chief Executive Officer

POLB 13/65

INTRODUCTION

A quorum being present, the Chairman opened the meeting.

POLB 13/66

2013/20 STRATEGIC PLAN – STATUS UPDATE

- (a) The Board noted the Status Update dated 29 July 2013 for the 2013/20 Strategic Plan. Sue Barton advised that it was now clear that including a commitment around the future of the NFSP would be essential to securing agreement. It was reported that the team were progressing on the basis of the negotiating mandate which had been given by the Board. This was noted by the Board with the view that being proactive and having some control on this activity could be beneficial.
- (b) The Board discussed the form and timing of the cliff. There was concern around the extent to which this could impact upon our ability to deliver the outcome we need on the transformation of the network. Having heard more detail from the team around the context, possible alternative approaches and the testing/evaluation which the team were progressing, the Board agreed the following:
 - (i) The team can continue to explore alternative options around conversion.
 - (ii) The outputs of this analysis activity must be clear for any

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proposed option:

- The timing and format of any future compulsion
- The impact of the approach in terms of numbers and profile of conversion (update of red/grey/yellow line graph)
- The impact of the approach in terms of funding
- The underlying assumptions and conditions
- The conditions we would put in place to ensure we get 'bite' in commitment from NFSP and Government.

(iii) The realpolitik of securing a NFSP special conference 'yes' vote should be considered – testing the reaction of different populations to the future network transformation proposals.

(c) The Board agreed that the next weekly call should take place on 19 August 2013.

POLB 13/67

CLOSE

There being no further business the meeting was closed.

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PC 13/28-13/29

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PENSIONS SUB-COMMITTEE

Minutes of a meeting of the Pensions Sub-Committee of the Board
on 1 August 2013
Held by Correspondence

Present: Virginia Holmes (VH)
Chris Day (CD)
Susannah Storey (SS)

In Attendance: Larissa Wilson (LW) Secretariat

PC 13/28

INTRODUCTION

It was noted that a meeting of the Committee was to be held by correspondence to consider an update on the professional fees incurred since last discussed on 4 March 2013 and to seek authority for new fees arising.

PC 13/29

PROFESSIONAL FEES

The Committee received a paper on the professional fees for Aon Hewitt and Towers Watson (the Paper) on 25 July 2013 for its consideration and input.

Committee members responded in writing to LW. They noted the fees incurred to date and approved the fees proposed in paragraph 2.2 of the Paper.

**Action: Secretariat/
Sarah Hall**

However, VH and SS raised concerns over the quantum of fees. It was agreed that the approach to professional fees be considered at the next Pensions Committee in the Autumn. VH recommended that the Business consider negotiating a fixed fee structure or a fee cap.