

OFFICIAL – SENSITIVE



UKGI Board - September 2019

MEETING
17 September 2019 13:30

PUBLISHED
16 September 2019

OFFICIAL – SENSITIVE

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
1 Victoria Street, London SW1H 0ET. Room UG-H	17/09/19		13:30
1. Declaration of interest, introductions and update on CEO recruitment			13:30
2. Minutes from previous meeting (9 July 2019)		Approval	
3. Board action log		Update	
4. Chief Executive's Report (UKGI-BP-367)		Discussion	13:45
5. Chief Financial Officer's Update (UKGI-BP-368)		Discussion	14:00
6. People Report (UKGI-BP-369)		Discussion	14:05
7. UKGI Risk Register Review (UKGI-BP-370)		Discussion	14:20
8. Project Kingfisher (UKGI-BP-371)		Verbal	14:30
9. Update on POL (UKGI-BP-372, 372a)		Update	14:45
10. Departmental Relationship Review - MOD (UKGI-BP-373, 373a)		Discussion	15:30
11. Update on Governance and Portfolio Management (UKGI-BP-374)		Discussion	15:45
12. Board Forward Look - proposed additions/changes (UKGI-BP-375)		Approval	
13. NED only discussion		Oral	
14. UKGI Project Review - NDA (UKGI-BP-376)		Information	
15. UKGI Litigation Landscape (UKGI-BP-377)		Information	

Continued on the next page...

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

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
1 Victoria Street, London SW1H 0ET. Room UG-H	17/09/19		13:30
16. UKGI Internal Controls Summary (UKGI-BP-378)		Information	
17. Dashboard - September 2019 (UKGI-BP-379, 379a)		Information	
18. NED project assignments (UKGI-BP-380)		Information	
19. Board and committee meetings 2019 (UKGI-BP-381)		Information	
20. EDRM Summaries (UKGI-BP-382)		Information	
21. Transactions Committee Update (UKGI-BP-383)			

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

Contents

	<i>Page</i>
1. Declaration of interest, introductions and update on CEO recruitment	
2. Minutes from previous meeting (9 July 2019)	6
3. Board action log	11
4. Chief Executive's Report (UKGI-BP-367)	12
5. Chief Financial Officer's Update (UKGI-BP-368)	14
6. People Report (UKGI-BP-369)	17
7. UKGI Risk Register Review (UKGI-BP-370)	19
8. Project Kingfisher (UKGI-BP-371)	36
9. Update on POL (UKGI-BP-372, 372a)	37
10. Departmental Relationship Review - MOD (UKGI-BP-373, 373a)	48
11. Update on Governance and Portfolio Management (UKGI-BP-374)	58
12. Board Forward Look - proposed additions/changes (UKGI-BP-375)	67
13. NED only discussion	
14. UKGI Project Review - NDA (UKGI-BP-376)	68
15. UKGI Litigation Landscape (UKGI-BP-377)	72
16. UKGI Internal Controls Summary (UKGI-BP-378)	76
17. Dashboard - September 2019 (UKGI-BP-379, 379a)	83

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

Contents

	<i>Page</i>
18. NED project assignments (UKGI-BP-380)	109
19. Board and committee meetings 2019 (UKGI-BP-381)	110
20. EDRM Summaries (UKGI-BP-382)	113
21. Transactions Committee Update (UKGI-BP-383)	132

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



UK Government
Investments

OFFICIAL-SENSITIVE

RAFT

Company No. 9774296

**UK Government Investments Limited
(the "Company")**

27-28 Eastcastle Street, London W1W 8DH

Minutes of a meeting of the Board of Directors held in

Room UGH, 1 Victoria St, London

On 9 July 2019 at 13.00

Present: Robert Swannell (in the Chair)
Alex Chisholm (items 1-4)
Andrew Duff
Jitesh Gadhia
Jane Guyett
Clare Hollingsworth
Robin Lawther
James Leigh-Pemberton
Mark Russell
Caroline Thomson

Apologies: Charles Roxburgh

In attendance: Tom Aldred (item 4)
Tom Berry (item 9)
Elliot Brinkworth (item 9)
Jane Bannan
Jonathan Ingram (item 8)
Robert Razzell
David Sandford
Ceri Smith (item 9)
Susie Timlin (item 6)
Richard Watson (item 4)

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.

It was noted that in relation to Item 4, Jitesh Gadhia is a member of the board of **IRRELEVANT** whose subsidiary is an intermediary for Post Office Limited insurance products. **IRRELEVANT**

IRRELEVANT

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

OFFICIAL-SENSITIVE

D

RAFT

The Chair welcomed Andrew Duff to his first Board meeting.

2. Minutes of the previous meeting

The minutes of the meeting of 23 May 2019 were approved, subject to one amendment to item 2.

IRRELEVANT

4. Post Office Limited

The Board was briefed on the history and current operations of Post Office Limited (POL). Key points included the fact that POL has always operated on a franchise model, and that of its c11,500 branches, fewer than 200 are directly operated ('crown') post offices, and it is intended to continue the phase-out of these last remaining crown branches. Whilst POL's financial performance has significantly improved since the split from Royal Mail, a sizeable minority of the franchise branches are commercially unsustainable and POL receives a £50m subsidy to maintain a comprehensive national network. At times, the franchisees have been seen as a cost centre, rather than partners. An increasing level of revenue is generated online, emphasising the point that POL's biggest asset is its brand, which is threatened by the ongoing litigation.

There was discussion around the senior leadership of the business, including the board and senior executives. The threat of significant churn at senior executive levels was noted.

There was also a detailed discussion of the litigation; it was explained that this is being financed by a specialist hedge fund, which may have implications for the parties' ability to settle on mutually acceptable terms. It was queried as to whether UKGI had applied the lessons learnt from Magnox; the team affirmed that they had – legal advisers had presented directly to the board, a board subcommittee had been established to consider the litigation, and additional advice from QCs had also been sought. It was noted that it is very difficult for board members, who are not themselves lawyers or experts in the matter being litigated, to challenge legal advisers. It was suggested that external QCs might be hired to take a devil's advocate position, and that boards might benefit from hearing the issues being argued from both sides. It was noted that there are individuals who would be capable of assisting boards in these circumstances, but that this may need to be in the context of a defined protocol for handling major litigation. The Board asked for a summary of all major litigation affecting UKGI assets or projects to be presented to the next meeting.

The Board queried the 'traffic light' rating in the dashboard, specifically whether 'governance' and 'departmental relationship' should be amber or red, rather than green, and whether 'quality of the management team' should be red rather than amber.

The next steps were discussed; it was noted that a working group is being established between BEIS, HMT and UKGI to oversee the settlement process, primarily from a value for money perspective. It was agreed that this matter would be subject to further discussion at the September board meeting, where the following would be discussed in more detail:

- The franchise model and the substantive nature of the relationship between POL and postmasters;

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

OFFICIAL-SENSITIVE

D

RAFT

- The fundamental culture in the business, which allowed for the mis-management of the relationship with postmasters, and specifically culture in the Board, and the governance philosophy of the chair;
- The potential fallout from both the CEO recruitment and the litigation, and how and if UKGI and departmental officials may wish to support specific POL board members.
- The operational implications for POL of settling, or losing, the litigation, and how POL will deal with them.

Action: further update on POL to be scheduled for September

Action: dashboard traffic light ratings to be subject to a review

Action: analysis of litigation landscape across UKGI portfolio entities and projects to be assembled.

IRRELEVANT

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

OFFICIAL-SENSITIVE

D

RAFT



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

OFFICIAL-SENSITIVE

D

RAFT

IRRELEVANT

.....

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.

Current Board actions

Board action date	Action number	Current actions	Owner	Suggested target date	Notes
IRRELEVANT					
09-Jul-19	148	Further update on POL to be scheduled for September	Jane Bannan	Sep-19	
	149	POL dashboard traffic light ratings to be subject to a review	POL team	Sep-19	Completed
	150	Analysis of litigation landscape across UKGI portfolio entities and projects to be assembled	General counsel	Sep-19	

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-367

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

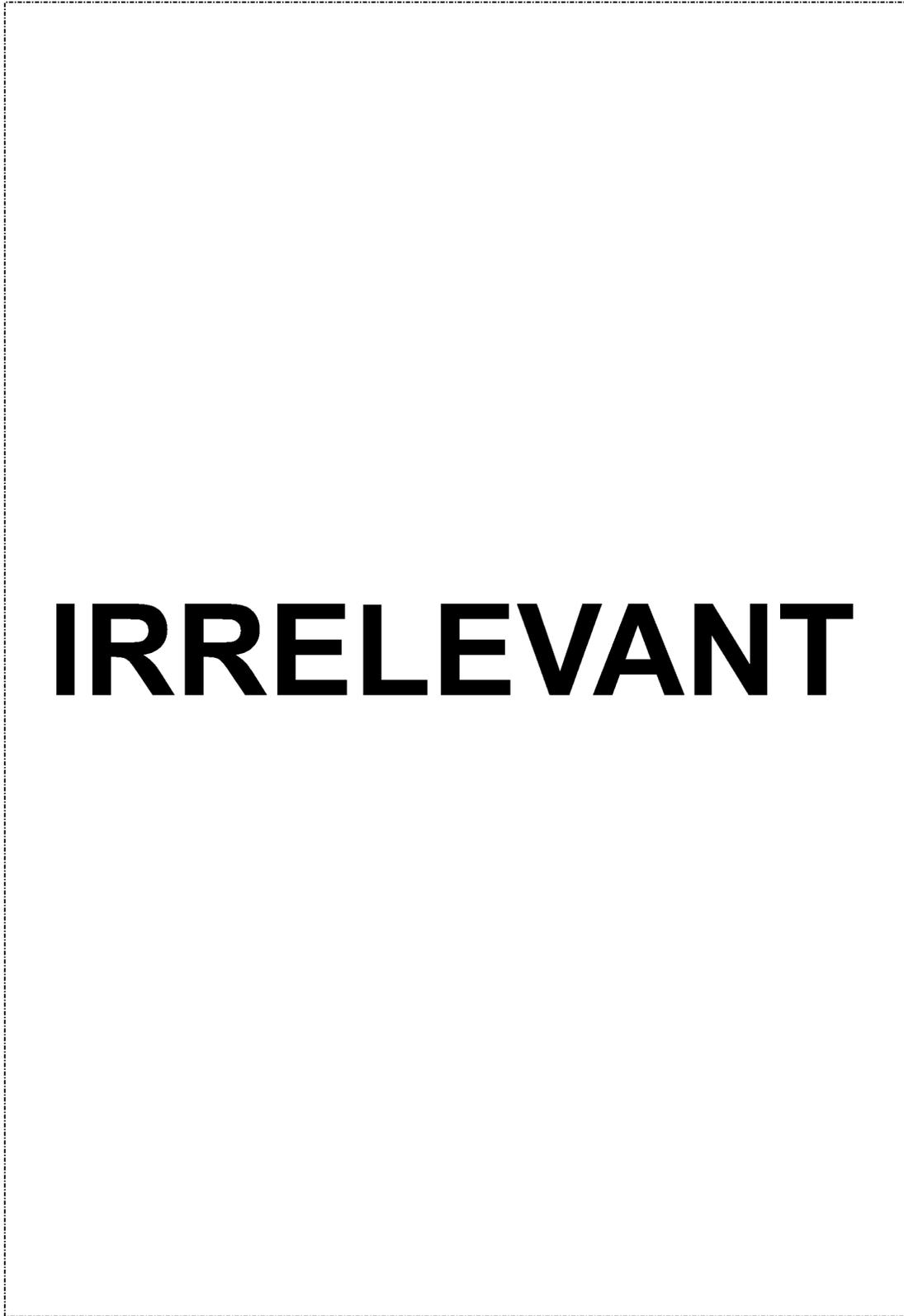
Paper for the Board of Directors

Topic: CEO report
Date: 9 September 2019
Author: Mark Russell
Email: **GRO**
Ref: UKGI-BP-367
Category: Paper circulated, for discussion

IRRELEVANT

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

OFFICAL-SENSITIVE



IRRELEVANT

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

OFFICIAL-SENSITIVE

UKGI-BP-368



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 Sep 2019
Author: Muiz Agbaje
Email: GRO
Endorsed by Robert Razzell
Ref: UKGI-BP-368
Category: Paper circulated for discussion and endorsement

IRRELEVANT

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

OFFICAL-SENSITIVE

IRRELEVANT

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

OFFICAL-SENSITIVE

IRRELEVANT

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-369

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: People Report
Date: 4 September 2019
Author: Susie Timlin
Email: GRO
Ref: UKGI-BP-369
Category: Paper circulated, for information and discussion

CEO departure

IRRELEVANT

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

OFFICAL-SENSITIVE

UKGI-BP-369

IRRELEVANT

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-370

Company No. 9774296

UK Government Investments Limited

(the "Company")

1 Victoria Street – SW1H 0ET

Paper for the Board of Directors

Topic: UKGI Risk Register Review
Date: 17 September 2019
Author: Alex Cole
Email: GRO
Endorsed by: Jon Ingram
Ref: UKGI-BP-370
Category: Paper circulated, for discussion

Executive Summary

Context: The risk summary covers the highest rated projects, and projects where the reputational and/or delivery risk ratings have changed. The summary also covers any new risk registers, or registers that have been closed. This update covers the risk process between 20 June 2019 and 27 August 2019. An overview of the current risk status of all UKGI projects is provided as an annex, along with the UKGI risk heatmap.

IRRELEVANT

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

OFFICAL-SENSITIVE



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

OFFICAL-SENSITIVE



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

OFFICIAL-SENSITIVE



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

OFFICAL-SENSITIVE



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

OFFICIAL-SENSITIVE

IRRELEVANT

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

***OFFICIAL SENSITIVE: RISK SUMMARY ***

UKGI-BP-370a

1.
2.

OFFICIAL - SENSITIVE

DATA UP TO 27 AUGUST 2019

IRRELEVANT

IRRELEVANT

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

IRRELEVANT

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

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

IRRELEVANT

IRRELEVANT

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

IRRELEVANT

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

Post Office	[POL]	1.
Overall Risk Profile	RA	2.
If not managed successfully the risks - including commercial, strategic and stakeholder risks and those linked to management appointments and remuneration - have the potential to significantly impact the financial sustainability of POL and its ability to achieve policy objectives (e.g. transformed network, reduced HMG funding).		3.
		4.
Reputational Risk Profile	High	5.
There is significant political interest in the Post Office network and there are a number of clear policy objectives. Risk is mainly centred on these areas, but it can also be linked to executive management and remuneration issues. There is an ongoing POL litigation case which could potentially generate a high level of negative coverage. In addition to this, there is a developing case lodged at the employment tribunal, which is expected to be heard in 2020, with preliminary hearing set for October 2019. The UKGI POL team are aware of the pressures and are working collaboratively with Post Office Limited to manage the risks away.		6.
		7.
		8.

IRRELEVANT

IRRELEVANT

IRRELEVANT

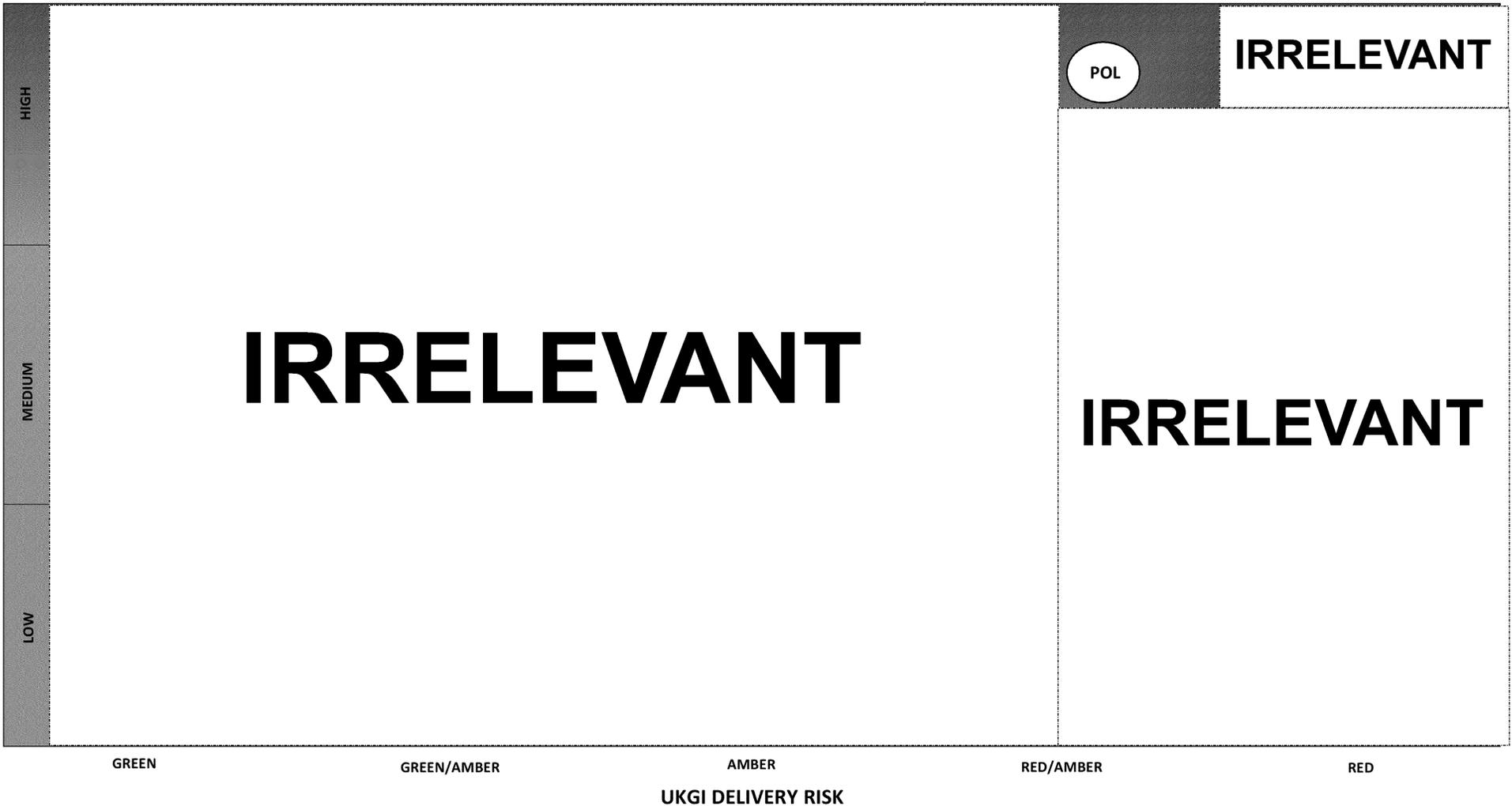
- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.
- 19.
- 20.
- 21.

IRRELEVANT

IRRELEVANT

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

UKGI REPUTATIONAL RISK



IRRELEVANT			
IRRELEVANT	POL - Post Office Limited	IRRELEVANT	
IRRELEVANT			

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-371

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Project Kingfisher planning

Date: 9 September 2019

Author: Justin Manson

Email: **GRO**

Ref: UKGI-BP-371

Category: Verbal update, for discussion

This item will be a verbal update provided by Justin Manson and Mark Russell.

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-372

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Update on POL

Date: 4 September 2019

Author: Tom Aldred

Email: **GRO**

Endorsed by: Tom Cooper

Ref: UKGI-BP-372, 372a

Category: Paper circulated for update

Executive Summary

- The franchise model is the right one for the business. Post Offices are not viable as standalone businesses, and the franchise model enables independent postmasters to combine it with other retail services. The task for POL is to set postmaster reward at a level that encourages high performance, attracts and retains postmasters, and enables the business to be sustainable.
- While the business has had some success in achieving this balance, it is showing signs of strain and the POL leadership has recognised the need to act. POL is currently conducting a thorough review of agent pay.
- The problems in the relationship go beyond pay and the arrival of Nick Read as CEO provides an opportunity to make a fresh start. Nick will also have to deal with a leadership team unhappy at the reduction in STIP bonus at the behest of the Shareholder. Three executives have recently left and there is

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

OFFICIAL-SENSITIVE

the possibility of further departures. Nick's previous experience in refreshing the executive team at Nisa may prove valuable.

- There can be a disconnect between the Board and the department about what matters. In this regard, further engagement with the Permanent Secretary and minister would be welcome.
- POL have accepted that settlement of the litigation is the best option to pursue and work is underway to better understand the magnitude of claims and to develop a settlement strategy.
- POL have also been working through the operational implications of the litigation, identifying specific process changes that need to be made in response. Further changes may be identified when we have the judgement in the Horizon trial which is expected this month. UKGI have proposed that executive bonuses are linked to delivery of the most important changes.

- **Background**

1. The Board discussed Post Office on 9 July and requested more information on the following:
 - The franchise model and the substantive nature of the relationship between POL and postmasters;
 - The fundamental culture in the business, which allowed for the mismanagement of the relationship with postmasters, and specifically culture in the Board, and the governance philosophy of the chair
 - The potential fallout from both the CEO recruitment and the litigation, and how and if UKGI and departmental officials may wish to support specific POL board members.
 - The operational implications for POL of settling, or losing, the litigation, and how POL will deal with them.

The franchise model and the relationship with postmasters

2. The vast majority of post offices have operated as franchises throughout the organisation's 375-year history. The business is now entering the final stages of exiting all its directly-run branches. This makes commercial sense for three reasons:
 - A decline in core markets make it increasingly difficult to make post offices work as stand-alone entities. However, post office services drive footfall which retailers can convert into other business. Improved technology is making it easier to combine post office and other services in one location.
 - POL's heavily-unionised staff means directly-managed branches are considerably more expensive to run and offer shorter opening hours than franchised branches.
 - The basic logic of franchising applies: POL can reap the economies of scale from its brand while leveraging local entrepreneurs' drive and knowledge.

OFFICIAL-SENSITIVE

- 1.
- 2.
3. Taken together, we believe franchising is both sustainable and the only viable model for POL. The real challenge is in managing the model to attract and retain postmasters so as to meet its commitment to a nationwide network, to incentivise performance, and to control costs. Post Office needs to drive efficiency in its own organisation and provide value to postmasters. Their strategy also needs to recognise the different types of post offices – the structure of both costs and revenues are markedly different in urban centres compared to isolated rural branches ('last shop in the village').
4. The business has been successful to some degree. The cost of paying agents has been reduced (from 43% of POL turnover in 2012/13 to 36% in 2018/19) and rebalanced from fixed to variable, while the offer has been sufficiently attractive to postmasters to keep 11,500 branches open and meet stringent access criteria. However, there are increasing signs of strain, with some postmasters unhappy at the decline in revenue from government services, low margins and operational complexity. These were picked up in the BEIS Select Committee inquiry and recent Daily Mail campaign, and is a priority for Kelly Tolhurst.
5. In this context, the business is conducting a review of postmaster pay. Among the most striking headlines from the interim report in July were:
 - Massive underperformance against aspirations. POL's 2012 strategy projected that total agent pay in 2018/19 would be £220m higher than the £349m actually paid. This result has been driven broadly 50:50 by pro-active reductions from POL, most notably a reduction in fixed payments following the Network Transformation Programme, and a market-led decline in the volume of transactions.
 - A failure to deliver on HMG's 2010 promise to make POL "a genuine front office for government at both national and local level". Annual income from Government services fell from £576m in 2005 to £164m in 2012/13 to £99m in 2017/18.
 - Rising costs. While some postmasters have been able to take advantage of cost efficiencies, others have not. At the same time, a rise in the Minimum Wage has increased staff costs.
 - Higher turnover of branches. 464 branches closed in 2018/19, a 40% increase on the 333 in 2017/18. However, this represents less than 5% of the total network and is a similar level of churn found in other franchise businesses.
 - POL is finding it harder to attract new retailers. Over 3,000 retailers have been offered the opportunity to take on a Local branch, with the set-up costs fully funded by POL (approximately £15k per branch). The take-up rate is only 20%.
 - A significant increase in the number of Outreach branches, which can be open for as little as a few hours a week. Since 2014/15 the number of Outreach branches has grown by 9.5% pa to reach 14% of the network (1,638 branches).
6. POL have announced some 'quick wins', namely a 10% increase in fixed remuneration for community branches and bringing forward increases in banking fees. The review will continue to explore options, including the provision of 'benefits' such as holiday cover, and will return to the Board with final recommendations in October. Both UKGI and the BEIS policy team are engaging the team on its work.
- 19.
- 20.
- 21.

OFFICIAL-SENSITIVE

The culture in the business

7. The management has recognised the need for a better relationship with postmasters. Debbie Smith, head of retail, initiated significant changes when she joined POL 18 months ago. The interim CEO also publicly recognised this in his remarks when stepping up to the job (Annex 1). The arrival of Nick Read as permanent CEO on 16 September is a further opportunity to reset and renew the relationship.
8. The way that postmasters have been treated by POL is a legacy from the days of ownership by Royal Mail. Historically postmasters have not been treated as partners, but rather as counterparties. The effect of this behaviour was made plain in the litigation judgment and POL believes the culture in the business has changed and is now good. Having said that they also acknowledge that long-standing behaviours can take a long time to eradicate and more work still needs to be done.
9. The recent revisions to the Corporate Governance Code's emphasise the need for the Board to fully engage the workforce (which includes agency workers such as Postmasters). POL have responded by asking Senior Independent Director Ken McCall to lead this work. This arrangement is in its early stages and we will need to see how it develops. If it is not effective, a longer-term option to consider would be a direct representative of the workforce on the Board.
10. The team will speak further on the Board and Executive culture at the meeting.

Leadership transition

11. POL is in the midst of a major transition in its leadership. This has included:
 - Resignation of Paula Vennells as CEO in April 2019. Her permanent replacement, Nick Read, will start work on 16 September.
 - CFO Al Cameron stepped up to interim CEO, and POL failed in its efforts to recruit an interim to fill his position. Al will revert to his CFO role when Nick starts and there is a significant risk that he will chose to move on.
 - Departure of General Counsel, Jane McLeod, following the adverse outcome in the litigation and criticism of POL's legal strategy.
 - Resignation of COO Rob Houghton (30 August) and HR Director Mo Kang (1 October).
 - Departure of NEDs Shirine Khoury-Haq (due to conflict of interest, July) and Tim Franklin (expiry of second term, September).
12. In addition, there is some unhappiness in the executive following Remco's decision to reduce STIP bonuses by 20%, following intervention by the Shareholder. POL had exceeded its stretch target and bonuses were due to pay out in full, but the Permanent Secretary asked Remco to reconsider in light of the litigation outcome. Some of the remaining executives feel they are paying the price for something that not only wasn't their responsibility but also, in the case of behaviours towards postmasters, something they have been proactively working on changing. They are also concerned that litigation outcomes will also be used as a pretext for reducing bonuses in 19/20. Flight risk has increased.
13. Nick Read comes to the job with relevant experience. At Nisa his first job was to undertake a major refresh of the leadership team.

OFFICIAL-SENSITIVE

14. The minister has signalled her desire to attend a POL Board meeting and we will seek to facilitate this at the earliest opportunity.

Implications of losing the litigation

15. POL's leadership has moved towards recognising that a settlement is the best option. POL's legal advisors have been making preparations for a potential mediation, including work to understand and verify the magnitude of potential claims. UKGI and BEIS have established a Working Group with HMT to discuss the necessary preparations from a government perspective. Pursuing a settlement would require HMT agreement on the funding envelope and the source of funding.
16. Meaningful engagement on mediation is unlikely before the courts hand down two verdicts. First, the judgment on the second trial, which focused on the reliability of Horizon, POL's electronic point of sale and accounting system. Second, the Court of Appeal's decision on whether to grant POL permission to appeal on elements of the first 'Common Issues' trial that focused on the terms and interpretation of the contract.
17. Meanwhile POL has been taking steps to assess the impacts of the Judgment across all operational processes, with the most detailed reviews deliberately focussed on the following areas: (i) onboarding of Branch Operators (ii) loss recovery processes (including loss prevention, audit, investigations, loss recovery and transaction queries); (iii) suspension; and (iv) termination.
18. POL's Budget identified £10m of additional funding to support postmasters, as well as £12m of additional opex to improve agent relationships.
19. Remco is currently considering the structure of performance pay for POL's senior management. UKGI have proposed linking bonuses to delivery of the most important operational changes. Bonuses will also be dependent on the delivery of key financial metrics and individual objectives. In recent years, POL's core financial metric has been EBITDAS, which has been effective in focusing management on the turnaround and restructuring. We have proposed moving away from EBITDAS as the financial metric because it doesn't capture change spend very well or balance sheet efficiency and moving to free cash flow and Return on Average Equity.
20. Separate to the Horizon case, 123 Postmasters have commenced proceedings in the Employment Tribunal claiming "worker" status. If successful there are variety of rights that "worker" status would bring, including holiday pay, pensions and an entitlement to the national minimum wage. POL might be required to make back payments of holiday pay and other entitlements. If the ruling extended these rights to **all** postmasters, the effects on POL would be profound, significantly raising their cost base and putting the whole franchise model in doubt. The case is still at an early stage and is currently expected to be heard by the Employment Tribunal in May 2020.

OFFICAL-SENSITIVE

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

Annex A: Al Cameron speech to POL leadership team, March 2019

PO was separated from Royal Mail because we would ruin the privatisation. We had no independent governance. We were losing £120m and getting £400m a year from Government. Our IT, provided by Royal Mail, was old, expensive and vulnerable. We had thousands of shops with no retail, open 9-5 Monday to Friday, unable to support the people who ran them. Our culture was that of a victim: everything was worse; nothing could get better; it was someone else's fault.

And out of that, through will, collaboration and focus, Paula has led us to be a profitable, confident business that can believe in a stronger future. She has done it without ever being arrogant or focused on herself. If anyone exemplifies the Sandhurst motto, that to lead is to serve, it is Paula.

I also owe Paula a huge personal debt for hiring me, for working with me in a real spirit of partnership, for her honesty and for the best 4 years of my working life. Many of you will have similar stories. We are finding a fitting time and place to hear them.

Let's look forward. We are an interim Executive. We may work like this for weeks or months or years. And you know, that makes **no difference to us at all**. We are leading as a permanent team. We have known Paula was leaving and that Owen and I will throw our hats in the ring for the permanent job since November. And no one noticed any change in our behaviour. Because there was none.

We are united around one priority: to hand the business over – whenever that happens - in better health than it is today. And that is getting harder because of the remarkable, expectation smashing progress you have made over the last six years.

The world is changing very fast. So we aren't going to waste a day. Some things will stay the same, some change we must accelerate and some things will be different.
So, what will stay the same?

As an executive team, we are here because we want to be. Not tied to a career gamble or share options. **Here because we want to be**. We all have our individual stories and while the details vary, the principles are the same.

When I was looking for a job, back in 2014, recruitment consultants would ask what I wanted. It can be big, complicated, lots to do, I would say, but it must have a team with a shared sense of urgency and do something more than make money. I talked to lots of companies, all paying more, but my wife told me after the first meeting that I would come here. She was right – you had me, **heart and soul**.

Why? Because no one else runs a real business in competitive markets to deliver a social purpose. No one. Profit making companies pretend to social responsibility. Hospitals pretend to be commercial businesses. We are both and we matter. We are the last retailer standing where others retreat. We are the only national network. We provide for people with urgent business **and** for the lonely, for the digital **and** the

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

UKGI-BP-372a

paper based, for the consumer **and** the small business. If you have a phone, a bank account and a PO you can trade with the world.

What we do matters more now than it used to: just look at cash. We are already the last retailer or bank standing in 3,500 communities. If we leave a community, we damage it. If we have to cut branches to hit a target, we have failed our customers. So what stays the same is our purpose, being there for every customer in every community.

We matter more, so it is more important and more urgent than ever to support ourselves from our trading. We have to make enough profit, generate enough cash to reinvest in our technology and our products, in our branches and our people to keep developing ahead of the market.

The Government doesn't want to give us more money. They have been incredibly generous. £2b and counting. So it is down to us. How should we feel about that? Should we grumble? No, we should be proud and excited. In our first year as an independent business we used £400m of government funding. In 2020-21 it will be £50m. I hope it can reduce to zero. If we can deliver for our customers while releasing £400m a year for schools and hospitals then we have achieved something amazing.

And of course being commercially sustainable is more than just making money. We have to continue becoming stronger.

We must keep making it safer for our people or no one will go to work with confidence and delight. Investing in IT, investing in security – we have a great CIO and he will continue that journey. And while it may not be sexy or on the agenda of many CEOs, we will work constantly on 4 Cs - cash, controls, costs and compliance. Companies that do these things well do them every day. And if you don't, you are Carillion, Patisserie Valerie, and all the others. These are core muscles. We won't be strong and focused if they fail. Better never stops.

It is, of course a cliché to say the world is changing faster than ever. And it's true. Not one of our products and markets looks stable over 5 years and we will have to be the most flexible business to thrive. We cannot waste a day. We must focus our attention on what matters, judging everything we do against three questions. Will it be better for customers? Will it be simpler for agents? Will it make us stronger? And if it's no to all three – let's stop....

So if that's what carries on, what do we have to accelerate?

Customers are the people who pay the bills. Without them, we have nothing. But we are a franchise business. We don't serve customers, our agents and their people do.

We have to make it easier for Postmasters to make more money for less effort and in a better spirit of partnership. More flexible models, more trust in their retail judgment, more practical help and advice, encouraging them to share best practice, support services that are obsessed with helping Post Offices serve customers, more automation, better data to identify and solve issues, less paperwork. Enabling digital

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

UKGI-BP-372a

to be a valued partner service not a competitor. And communicating in language and through channels that everyone understands.

And look at the opportunity, 12,000 Post Offices, supported by 1,000 simple pick up and drop off parcel shops and 14,000 Payzone outlets is an achievable and startling network and it's within our grasp.

Debbie is building an exceptional team, unlocking talent that is already here as well as recruiting, working brilliantly with Operations. Of course we should all understand life in branches and for customers – but the Retail Lead Team must drive this with both data and anecdote so we know exactly what matters most to make it better for customers and simpler for agents.

The period after 2021 will bring new challenges, some of which aren't visible yet. We must be fittest if we want to thrive. This is our second area of acceleration. As you know we have started work on a 2-3 year view of that journey. How do we best work together, how do we avoid duplication and confusion, which capabilities are lacking? It is so much more than cost. But we also have to be clear that less fixed cost and lower costs overall will be critical. Tackling our supply chains, creating synergies with partners, automating the way we work, driving out repeats, managing suppliers more strongly will all create value. To achieve this we will need to make a step change in automating and digitising the business, for customers, agents and ourselves and back that up with better data, much better understood.

The third area of acceleration is how we unlock our talent. Making better decisions, devolving power and growing our talent pool. Bringing care, challenge and commit to life.

As an executive team, we are re-framing our agendas to focus on the bigger, strategic decisions. This isn't different from the North Star but we may need to focus more. We expect to spend more time on these strategic decisions and it will be entirely normal for us to have three goes at a big choice: framing the questions and the data we need; challenging our assumptions at a mid-point; and then reaching a decision or a recommendation for the Board.

GE must always be a generous and supportive place to come. But we must all, also be open to challenge and debate – prepared to disagree, to argue, to iterate....we must even give each other permission to get upset. I was upset when Angela Duncan in the safety team was the first person to point out to me that the reason SC safety had dipped a couple of years ago was, in spite of our determination not to let this happen, because we had taken our eye off the ball while we restructured. When you are upset, there's a reason, so pay attention. She was right, we accepted it. Fixing the problem suddenly became easier. Honesty always helps. So disagree, challenge, speak up – if we don't know what the issue is, we will never fix it.

Everyone needs to feel comfortable challenging upwards. We are not there yet and in some places we have a great deal of progress to make. For every one of us that has the privilege to lead a team, we must remember that to lead is to serve. I hear stories of people being criticised by their boss for asking questions and that just won't do. We want to make a real change here, across the business, working with

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

UKGI-BP-372a

every leader of people. We will all have an objective to develop and bring the best out of our teams and we are working to have that scored by the people who work for us.

Let's worry less about hierarchy and the way things have been done before. Let's listen most to the customer, the agents and our front line staff, in a permanent rebellion, solving their issues before we make life easier for ourselves, prioritising money and effort accordingly. That's why we have restructured this team away from reporting lines, GE-1, towards the big people and strategy roles, towards the customer and away from central functions.

Of course if the executive team is focusing on the big decisions, then running the business and making the day to day choices is down to you and your teams. We have to bring decisions closer to the front line. Having inherited the most command and control area in PO, I think Russell and the Supply Chain team, who have started to make some progress, have two lessons for us. To empower effectively, we must be very clear on the outcomes we care about and then we have to get out of the way. Russell has given more control to depots because he is clear on outcomes. We provide POs with the cash to keep trading. We do it when we say we will so the Postmaster is happy. We keep our people safe, our cash secure, our costs low and our compliance high. After that, it should be up to them – they know the best way to work – so we can let them get on with it. In addition, Supply Chain removed two layers of management when they restructured. The depots run themselves because they have to....there is no one else.

Those outcomes, across our business, must be explicit, measured and should be the basis for incentives. They will be the foundation for the GE's other responsibility: clear performance management. But this is not about generating hundreds of new plans and targets. We must go into next year with a rigorous focus on what matters and how it gets better over time. Budgets are for financials and change benefits. Operationally, the focus has to be on getting better every month, not arguing about the plan. Better never stops.

And then talent. The PO is diversity. Every customer is welcome – you have to behave very badly to be turned away from a single Post Office. And every gender, race, sexuality, colour, health status and religion will be represented in our 50,000 people. We must catch up with our business. Having a diverse team with role models for more people genuinely matters and this focus will continue. Changing the way we work matters even more. We will make it easier for everyone to be themselves and fulfil their potential, starting with how we recruit and promote. We don't say this out of political correctness. We are telling no one what to think. It is simply this: if we unlock the talent already inside Post Office or able to join we will have an extraordinary competitive advantage.

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

UKGI-BP-372a

And what needs to be different?

None of our markets are stable beyond the next 2-3 years. We have decisions to make – where do we invest, own, partner or sell? How much of the value chain should we control? Making those decisions will be a key area to focus on.

Secondly, across our markets, we need to up our ability to influence commercial performance. If I talk to a Proctor & Gamble product owner, maybe three years out of University, she could tell me the size of the market for her product, her market share and how it's changing, the product's strengths and weaknesses, what consumers care about, what marketing works and what the return is, what causes complaints and how to fix them, how to communicate and listen on social media.

I know the argument that we don't usually own our products. It's an excuse not a reason – we can strive to influence them.

We have threats and opportunities and we have a duty to avoid classic incumbency traps in Travel and in Mails and we have a generational challenge in who uses and cares about us. We have the opportunity to become consistently great commercial managers and we must seize it. GE will now be reviewing a product every month.

Thirdly, there are new opportunities we need to assess. We may have an opportunity to expand banking beyond withdrawals and deposits to place ourselves at the heart of how the UK manages cash. There may be a place for a digital payment proposition that replaces POCA and Post Orders and current accounts and more. We could completely re-work how we identify, understand, service and sell to our customers.

So in conclusion...

We will trade hard, be more commercial, generate more cash and invest it in our business, focusing relentlessly on the outcomes we care about and the decisions that matter. We will help our agents serve customers better, making more money for less effort. We will unlock talent and get stronger, making decisions closer to the front line. We will get more resilient.

Better for customers, simpler for agents and making ourselves stronger.

So we can serve every customer whoever and wherever they are. Without needing to take money from schools and hospitals. Securing a national service for our customers in every community. What an opportunity. Let's lead to serve our customers, our communities, our agents and our people.

When your grandchildren or your friends' grandchildren ask what you did at work, you saved the PO, everywhere, for another generation. It's such a privilege. Let's seize it, let's deliver for our customers and let's have the time of our lives along the way.

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-373

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: MOD – departmental relationship review
Date: 5 September 2019
Author: Richard Callard
Email: **GRO**
Endorsed by: Henry Lloyd
Ref: UKGI-BP-373, UKGI-BP-373a
Category: Paper circulated, for discussion

The Board is asked to note the paper appended at UKGI-BP-373a

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

Official - Sensitive

UKGI-BP-373a



UKGI (DEFENCE)

UKGI BOARD MEETING

17TH SEPTEMBER 2019

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

Contents

UKGI-BP-373a



IRRELEVANT

Official - Sensitive

2

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

UKGI-BP-373a



Ministry
of Defence



UK Government
Investments

1. Update since the last Board

IRRELEVANT

Official - Sensitive

3

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

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

IRRELEVANT

UKGI-BP-373a

ent

IRRELEVANT

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

UKGI-BP-373a



Ministry
of Defence



UK Government
Investments

Appendices

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

Official - Sensitive

6

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

Government
statements

IRRELEVANT

7

UKGI-BP-373a

ment

IRRELEVANT

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

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

ment

IRRELEVANT

Official - Sensitive

9



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-374

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Governance Update

Date: 3 September 2019

Author: Candida Morley

Email: **GRO**

Ref: UKGI-BP-374

Category: Paper circulated for discussion

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



UK Government
Investments

Update on Governance & Portfolio Plan

UKGI Board, September 2019

Candida Morley

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

The UKGI Governance & Portfolio Plan

IRRELEVANT

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

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

IRRELEVANT

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

IRRELEVANT

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

IRRELEVANT

IRRELEVANT

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

IRRELEVANT

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

November UKGI Board Update

IRRELEVANT

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

IRRELEVANT

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-376

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: UKGI Project Review - NDA

Date: 4 September 2019

Author: David Long

Email: **GRO**

Endorsed by: Alex Howell

Ref: UKGI-BP-376

Category: Paper circulated for information

IRRELEVANT

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

OFFICIAL-SENSITIVE



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

OFFICAL-SENSITIVE

IRRELEVANT

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

OFFICIAL-SENSITIVE

1.

2.

IRRELEVANT

12.

13.

14

15.

16.

17.

18.

19.

20

21.

UKGI-BP-377

Company No. 9774296

**UK Government Investments Limited
(the "Company")**

27/28 Eastcastle Street, London, W1W 8DH

Paper for the UKGI Board

Topic: Litigation summary
Date: 9 September 2019
Author: Richard Watson (General Counsel)
Ref: UKGI-BP-377
Category: Paper circulated for information

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

At their meeting on 9th July 2019 the Board asked for a summary of all major litigation affecting UKGI assets or projects to be presented to the next meeting.

Assets



Post Office Limited

Bates and Others v Post Office - Group litigation claim brought by former postmasters

This claim involves over 500 postmasters who claim they were wrongly held liable for losses which they say were caused by POL’s Horizon accounting system. The litigation was the subject of a detailed briefing and discussion at the 9th July Board meeting.

Judgment in the first (Common Issues) trial was handed down in March and was highly critical of POL. The second trial concluded in July and concerned the reliability of the Horizon accounting system. Judgment is expected soon. POL also await a decision from the Court of Appeal on whether they have permission to appeal the contractual interpretation findings in the Common Issues trial. A hearing has been scheduled for 9th October where the parties will make their submissions about whether permission to appeal should be granted. A decision would be expected shortly afterwards. A third trial has been scheduled for March 2020 to consider whether certain heads of loss are recoverable in principle, subject to proof of breach and causation in due course. Further trials might necessary to consider individual claimants cases.

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

Both sides are looking to explore mediation in November but that is unlikely to take place until it is known whether POL have permission to appeal the Common Issues judgment and judgment has been handed down on the Horizon trial.

POL is continuing to develop their litigation and settlement strategy. Richard Watson (UKGI General Counsel) now sits as an observer on the POL Board litigation sub-committee. Nigel Boardman (BEIS Board member and ARAC Chair) is providing some additional assurance to BEIS Ministers on POL's litigation strategy. An internal BEIS, UKGI and HMT group has also been established to consider a settlement approvals process.



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

IRRELEVANT

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-378

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Audit and Risk Committee

Topic: UKGI Portfolio and Project Review Process Refresh

Date: 6 September 2019

Author: Jon Ingram and Andy Butterworth

Email: GRO

Ref: UKGI-BP-378

Category: Paper circulated for information

IRRELEVANT

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

OFFICAL-SENSITIVE

UKGI-BP-378



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

OFFICIAL-SENSITIVE

UKGI-BP-378

IRRELEVANT

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

OFFICIAL-SENSITIVE

UKGI-BP-378

Appendix



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

OFFICAL-SENSITIVE

UKGI-BP-378



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

OFFICIAL-SENSITIVE

UKGI-BP-378

IRRELEVANT

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

OFFICIAL-SENSITIVE

UKGI-BP-378

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

IRRELEVANT



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-379

Company No. 9774296

UK Government Investments Limited

(the "Company")

27-28 Eastcastle Street, London W1W 8DH

Paper for the Board of Directors

Topic: Dashboard – September 2019

Date: 13 September 2019

Author: Sally Ash

Email: **GRO**

Endorsed by: UKGI ExCo

Ref: UKGI-BP-379, 379a

Category: Paper circulated, for information

The September dashboard is at paper reference, UKGI-BP-379a

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

OFFICIAL - SENSITIVE

UKGI-BP-379a

UKGI Dashboard

September 2019

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

OFFICIAL - SENSITIVE

UKGI-BP-379a

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

UKGI Objectives

1.

To prepare and execute all significant corporate asset sales by the UK Government

2.

Act as shareholder for, and lead establishment of, UK Government arm's-length bodies, as required and in line with HMT priorities

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.

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

Asset Sales (1/2)

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

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

Asset Sales (2/2)

IRRELEVANT

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

OFFICIAL - SENSITIVE

UKGI-BP-379a

Governance - Shareholder (1/7)

IRRELEVANT

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

OFFICIAL - SENSITIVE

UKGI-BP-379a

Governance - Shareholder (2/8)

IRRELEVANT

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

Governance - Shareholder (3/8)

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



BEIS

UKGI's overarching objective: Shareholder oversight to ensure it delivers on its strategic objectives of (i) maintaining a network of post offices above the 11,500 branches (ii) compliance with the minimum network access requirements and delivery of Services of General Economic Interest, while (iii) operating as an increasingly profitable commercial business aspiring to zero subsidy post 2021.

Outlook – key issues/upcoming risks, including reputational:

- The new CEO is due to start on 16 September. Transition is complicated as the interim, who will revert to CFO, is disappointed not to get the job and is a flight risk. The current COO and HR Director are to leave the business too and will need to be replaced.
- Following intervention from the Perm Sec, Exec bonuses are to be cut by 20%, which may add to flight risk for remaining execs.
- New NEDs are required to replace Tim Franklin whose term expires in September 2019, and Shirine Khoury-Haq, who is stepping down due to a conflict of interest. Interviews scheduled for September.
- Litigation: POL awaits a decision on its application for leave to appeal the judgment in the 1st trial ('Common Issues', concerning the terms and interpretation of the contract between postmasters and POL). Judgment on the 2nd trial is expected in September or October. A reformulated legal team (new General Counsel, external advisors and QC) reviewed POL's litigation strategy and contingency planning and discussed this with Minister Tolhurst and the Perm Sec on 24 June. POL, UKGI and BEIS are working together to explore the issues to be resolved should a settlement be pursued.
- Negotiation of contract with Bank of Ireland is in its final stages. Negotiations with Royal Mail are due to restart in September, with the current contract expiring in January 2022.
- All 28 banks are now committed to the new Banking Framework, with Barclays uniquely choosing not to sign up to the whole package, excluding themselves from the 'cash withdrawal' service.
- POL continues to consider strategic options for its Telecoms business.
- POL want to complete a corporate restructure to accommodate financial regulation, and which we have tied to agreement of a Framework Document and revision of the Articles of Association.
- A process for validation of POL's service provision across its network agreed, POL currently carrying out a system audit, with draft report expected in early September.
- Continuation of the DMB franchising programme may cause some negative stakeholder interest.
- The BEIS Select Committee inquiry on Post Office heard evidence in June and may issue a report. Postmaster pay was flagged as a major issue and POL are currently undertaking a review.

C	G	T	D	F	B
NC					NC
RA/High					

Tom Cooper

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

C Company Relationship	G Governance	T Quality of Management Team & Board	D Departmental Relationship	F Financial Performance	B Balance Sheet & Risk
-------------------------------	---------------------	---	------------------------------------	--------------------------------	-------------------------------

OFFICIAL - SENSITIVE

UKGI-BP-379a

Governance - Shareholder (4/8)

IRRELEVANT

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

OFFICIAL - SENSITIVE

UKGI-BP-379a

Governance - Shareholder (5/8)

- 1.
- 2.
- 3.

IRRELEVANT

OFFICIAL - SENSITIVE

UKGLBP-379a

IRRELEVANT

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

IRRELEVANT

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

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

1.
2.

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

1
2

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

1.

2.

IRRELEVANT

OFFICIAL - SENSITIVE

LIKGLBP-379a

1

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.
- 9.
- 10.
- 11.
- 12.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.
- 19.
- 20.
- 21.
- 0

IRRELEVANT

OFFICIAL - SENSITIVE

LIKGLBP-379a

1

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

1

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-379a

IRRELEVANT

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



OFFICIAL - SENSITIVE

UKGI-BP-379a

1.
2.

IRRELEVANT

OFFICIAL - SENSITIVE

UKGI-BP-378a

IRRELEVANT

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



OFFICIAL - SENSITIVE

UKGI-BP-379a

1.
2.

IRRELEVANT

8.
19.
20.
21.



OFFICIAL - SENSITIVE

UKGI-BP-379a

Corporate Finance Advice – Appointments (2/2)

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	Lead
BEIS Performance and risk panel	BEIS	<p>The Performance and Risk Challenge Panel reviews risks across BEIS and decides what should be escalated to ExCo level. It requires 1.5 hours circa every 6 weeks with circa 2 hours preparation. The panel is chaired by a Grade 3 and is made up of mainly Grade 5 participants representing each directorate in BEIS. It is low-maintenance and a good opportunity for UKGI to participate in discussions on risk at a departmental level. UKGI's priority contribution is to provide input on the BEIS areas on which we work (IRRELEVANT) Post Office, (IRRELEVANT) etc.). Our challenge / input is welcome on any other area. There are no obvious risks to UKGI being involved and there are benefits to us feeding in formally to the risk process through this avenue.</p>	September 2018	Jonathan Ingram

IRRELEVANT



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

OFFICIAL - SENSITIVE

UKGI-BP-379a

IRRELEVANT

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



OFFICIAL

UKGI-BP-380



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: NED project assignments

Date: 19 August 2019

Author: Jane Bannan

Email: **GRO**

Ref: UKGI-BP-380

Category: Paper circulated, for information

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

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

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

IRRELEVANT

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

IRRELEVANT

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

UKGI Board and Committee meeting planner – 2019/20

UKGI-BP-381

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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-382

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: September 2019
Author: EDRM Relationship managers
Ref: UKGI-BP-382, 382a
Category: Paper circulated, for information

Please see the updated EDRM summaries at paper reference, UKGI-BP-382a.

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

IRRELEVANT

1.

2.

3.

4.

5.

6.

7.

8.

9.

10.

11.

12.

13.

14.

15.

16.

17.

18.

19.

20

21.

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a



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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a



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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a



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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a

IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a



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

OFFICIAL SENSITIVE

UKGI-BP-382a



IRRELEVANT

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

OFFICIAL SENSITIVE

UKGI-BP-382a



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



UK Government
Investments

OFFICIAL-SENSITIVE

UKGI-BP-383

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: 28 August 2019

Author: Oscar Waller

Email: GRO

Endorsed by: Charles Donald

Ref: UKGI-BP-383

Category: Paper circulated, for information

IRRELEVANT

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

OFFICAL-SENSITIVE



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

OFFICAL-SENSITIVE

IRRELEVANT

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

Annex A: Draft Transactions Committee meeting minutes, 23 July 2019

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 at

1 Victoria Street, London, SW1H 0ET

On 23rd July 2019 at 1:00pm

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

C
J
A

Apologies: Mark Russell
Caroline Thomson

In attendance: Holger Vieten
Simran Dhillon

IRRELEVANT

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

OFFICAL-SENSITIVE



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

OFFICIAL-SENSITIVE

IRRELEVANT

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

OFFICAL-SENSITIVE

IRRELEVANT

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

OFFICIAL-SENSITIVE

Annex B: Draft Transactions Committee formal call minutes, 7 August 2019

Company No. 9774296

**UK Government Investments Limited
(the "Company")**

27/28 Eastcastle Street, London, W1W 8DH

Minutes of a formal call of the Transactions Committee held at

1 Victoria Street, London, SW1H 0ET

On 7th August 2019 at 9:00am

Present: James Leigh-Pemberton (*Chair*)
Charles Donald
Jitesh Gadhia
Robert Swannell
Claire Hollingsworth

C

Apologies: Mark Russell
Jane Guyett
Robin Lawther
Andrew Duff

J

A

In attendance: Holger Vieten
Martin Madsen
Daniel Okubo
Simran Dhillon
Charlie Mitchell
Kieran Hyatt
Oscar Waller

IRRELEVANT

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

OFFICAL-SENSITIVE



IRRELEVANT

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

OFFICAL-SENSITIVE

IRRELEVANT

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