

Post Office Board Agenda (CCRC meeting)

Date:	Thursday 19 August 2021	Time	09:00 – 10:30 hrs	Location	Microsoft Teams Meeting/ Finsbury Dials
--------------	--------------------------------	-------------	--------------------------	-----------------	--

Present		Other Attendees	
• Ben Tidswell (in the Chair)	• Zarin Patel (NED)	• Ben Foat (General Counsel)	• Veronica Branton (Company Secretary)
• Tom Cooper (NED)		• Rodric Williams (Head of Legal - Historical Matters)	• Richard Taylor (Group Corporate Affairs, Brand and Communications Director)
		• Alan Watts (Herbert Smith Freehills)	• Nick Vamos (Peters & Peters Solicitors LLP)
		• Eleri Wones (BEIS)	• Lucie Lambert (General Counsel - UKGI)

Apologies: Tim Parker (Chairman), Ken McCall (SID), Carla Stent (NED), Lisa Harrington (NED), Elliot Jacobs (NED), Saf Ismail (NED), Nick Read (CEO), Al Cameron (CFO)

Join Microsoft Teams Meeting

GRO United Kingdom, London (Toll)
Conference ID: 320 102 417#

Agenda Item	Action Needed	Lead
1. Welcome and Conflicts of Interest¹	Noting	Chairman
2. Minutes Minutes from 12 th August 2021	Approval	Chairman
3. Criminal Cases Update	Discussion	Nick Vamos
4. Overtured Convictions Interim payments – decision required on 15 further interim payments applications	Approval	Alan Watts
5. Historical Shortfall Scheme Update on progress	Noting	Alan Watts
6. Three Month Key Activity Timeline	Discussion	Alan Watts/ Nick Vamos
7. Any Other Business	Noting	All

¹ The Minutes from the CCRC meeting held on 05th August 2021 and action log will be carried over to the next scheduled meeting.

STRICTLY CONFIDENTIAL



POST OFFICE LIMITED BOARD MEETING
Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

2.1

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON THURSDAY 12
AUGUST 2021 AT 20 FINSBURY STREET, LONDON EC2Y 9AQ AT 15.00 HRS¹**

Present:

Ben Tidswell	Non-Executive Director (BT) (in the Chair)
Tom Cooper	Non-Executive Director (TC)
Zarin Patel	Non-Executive Director (ZP)
Alisdair Cameron	Group Chief Financial Officer (AC)
Saf Ismail	Non-Executive Director (SI)

In attendance:

Veronica Branton	Company Secretary (VB)
Ben Foat	Group General Counsel (BF)
Rodric Williams	Head of Legal – Historical Matters Legal (RW)
Alan Watts	Herbert Smith Freehills (AW)
Nick Vamos	Peters & Peters Solicitors LLP (NV)
Richard Taylor	Group Corporate Affairs, Brand and Communications Director (RT)

Apologies: Tim Parker (Chairman), Ken McCall (SID), Carla Stent (NED), Lisa Harrington (NED), Elliot Jacobs (NED) and Nick Read (CEO)

Agenda Item**Action****1. Welcome and Conflicts of Interest²**

A quorum being present, Ben Tidswell opened the meeting. The Directors declared that they had no conflicts of interest in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's Articles of Association.

2. Governance - Historical Remediation Committee ("HRC")

Ben Tidswell welcomed everyone and explained that the meeting was being convened as a Board meeting in advance of the Historical Remediation Committee being formally constituted but would only take decisions within the delegated authorities envisaged for that Committee. Everyone confirmed they were comfortable with that position.

BT invited comments on the draft terms of reference and delegated authorities and outlined the next steps before approval would be sought from the Board.

A number of points were raised and addressed:

- Zarin Patel suggested three additions to the general remit of the HRC: 1) a reference to Value For Money (VFM); 2) Consideration of POL's reputation in the round, including through dealing fairly with all matters considered by the Committee and by being transparent; and; 3) Ensuring that the Historical Matters team were resourced properly. Al Cameron reported that we would be bringing back the budget for the Historical Matters Business Unit; he was comfortable with a focus on VFM for the Historical Shortfall Scheme (HSS) and in relation to interim payments but wanted to understand what VFM meant in relation to compensation for individuals who had been wrongly convicted and in some instances had gone to prison; he would very uncomfortable for there to be any direction to seek to curtail compensation which should be rightfully paid. ZP noted that in this instance it would be a question of

¹ Participation in the meeting was entirely via Microsoft Teams from participants' personal addresses. In such circumstances the Company's Articles of Association (Article 64) require that the location of the meeting be deemed as the chairman's location. However, it was not deemed appropriate to record personal addresses on the Company record. As such, the Registered Office is recorded as the meeting location.

² The Minutes of the meeting held on 05th August 2021 and action log will be carried over to the next scheduled meeting.



2.1

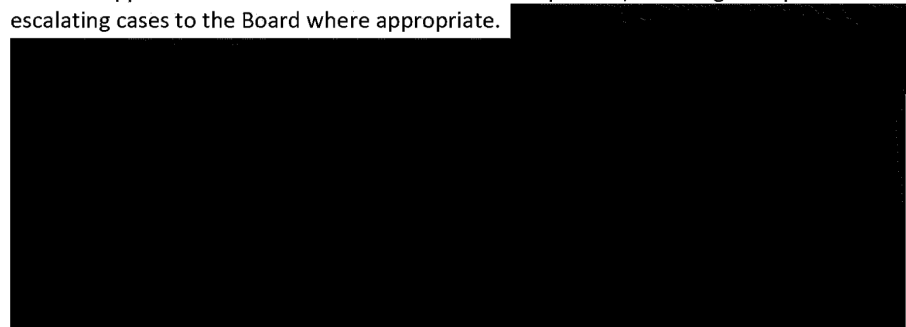
POST OFFICE LIMITED BOARD MEETING

Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

finding the right balance for making fair and rapid payments while being mindful of VFM for taxpayers’ money. It was agreed that we would come back to this topic. Tom Cooper added that obtaining VFM was a POL responsibility which rested with Nick Read as the Accounting Officer. There were examples, such as the sale of the Telco business, where the Shareholder had sought assurance on this point. Our approach to compensation in the criminal cases ought to be similar to the approach we had taken to working through the GLO settlement

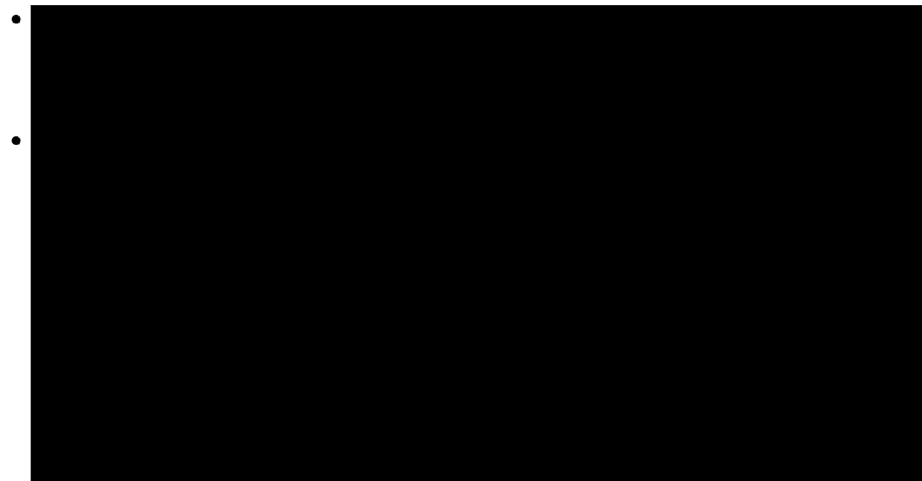
Action:
executive

- TC thought that it ought to be possible for the HRC to approve more matters without seeking Board approval, such as Stamps Scheme cases, test cases for the HSS and potential oppose cases for the criminal cases. TC was also keen to have transparency for management discretion (i.e. matters which did not strictly need to come to the HRC for approval e.g. spend below £5m). BT agreed that it would be sensible for the HRC to consider oppose cases which followed an established pattern, retaining the option of escalating cases to the Board where appropriate.



- AC noted that the Shareholder needed to approve “novel, contentious or repercussive” spend and asked whether the cases we were dealing would become business as usual and therefore part of “normal” spend. It was agreed that we should test this interpretation with BEIS. TC noted that HMT was represented on the SteerCo overseeing HSS matters and there would be another SteerCo to oversee the criminal cases which should provide some comfort to the Shareholder
- BT asked TC whether the ToR and DAs reflected accurately the decisions and consultation points for the Shareholder and TC confirmed that he thought this the case but that in any cases the Operational Agreement for the HSS was in place

Action: AC/
BF



Action: NV

Action: BF/
AW/ NV



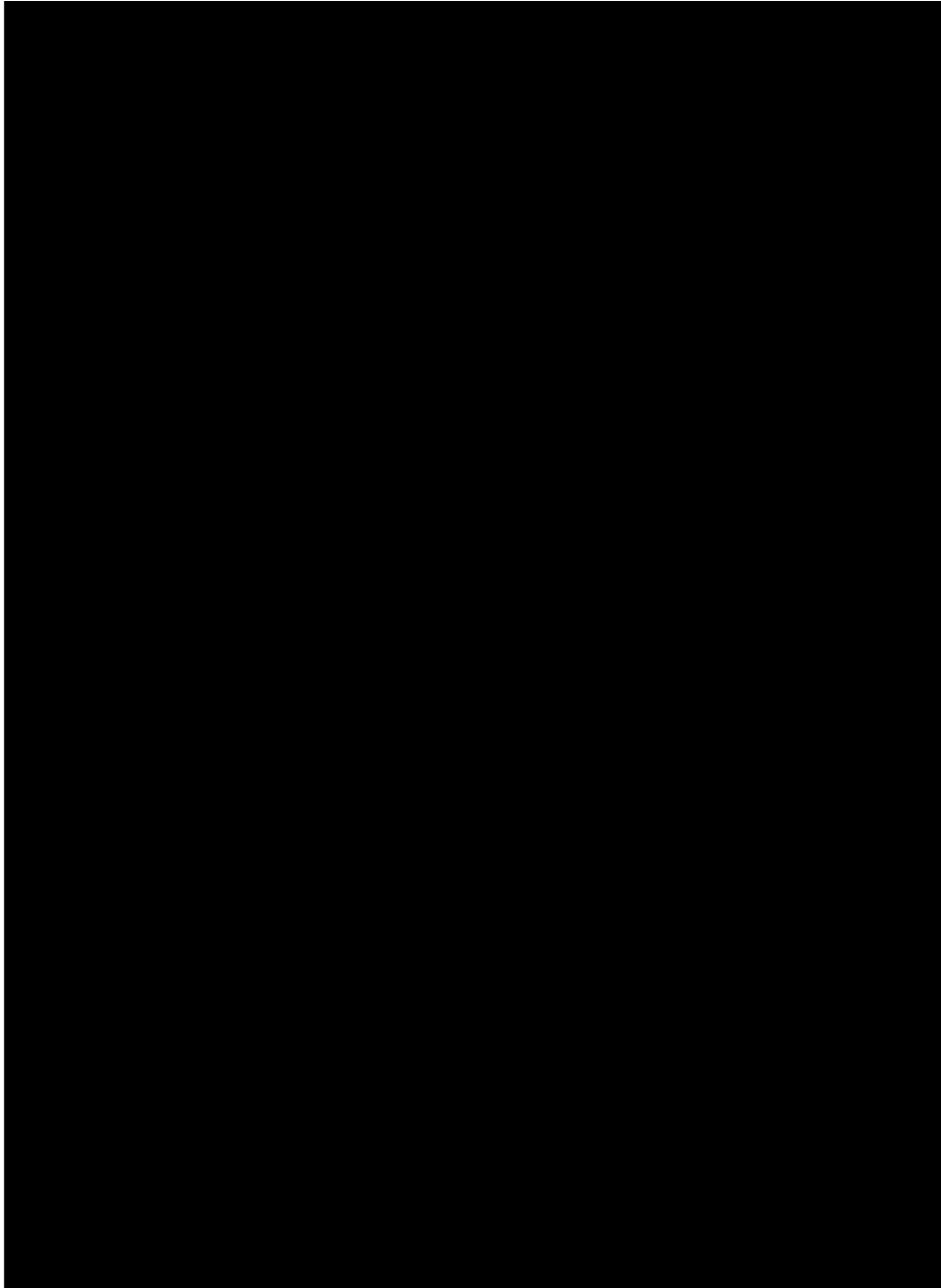
POST OFFICE LIMITED BOARD MEETING
Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

2.1

The draft Terms of Reference and Delegated Authorities would be revised to reflect the comments made and then circulated to the Board and BEIS for approval.

Action: VB

3. Criminal Cases



do: RW

It was **resolved** that where the figures for the more concrete components amounted to more than £150k, the interim payment figure would as a rule of thumb remain £100k but

Action: AW

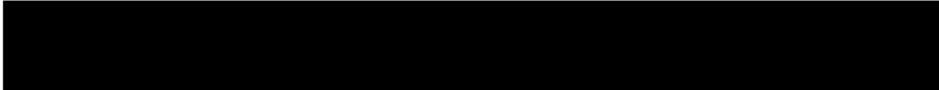


POST OFFICE LIMITED BOARD MEETING

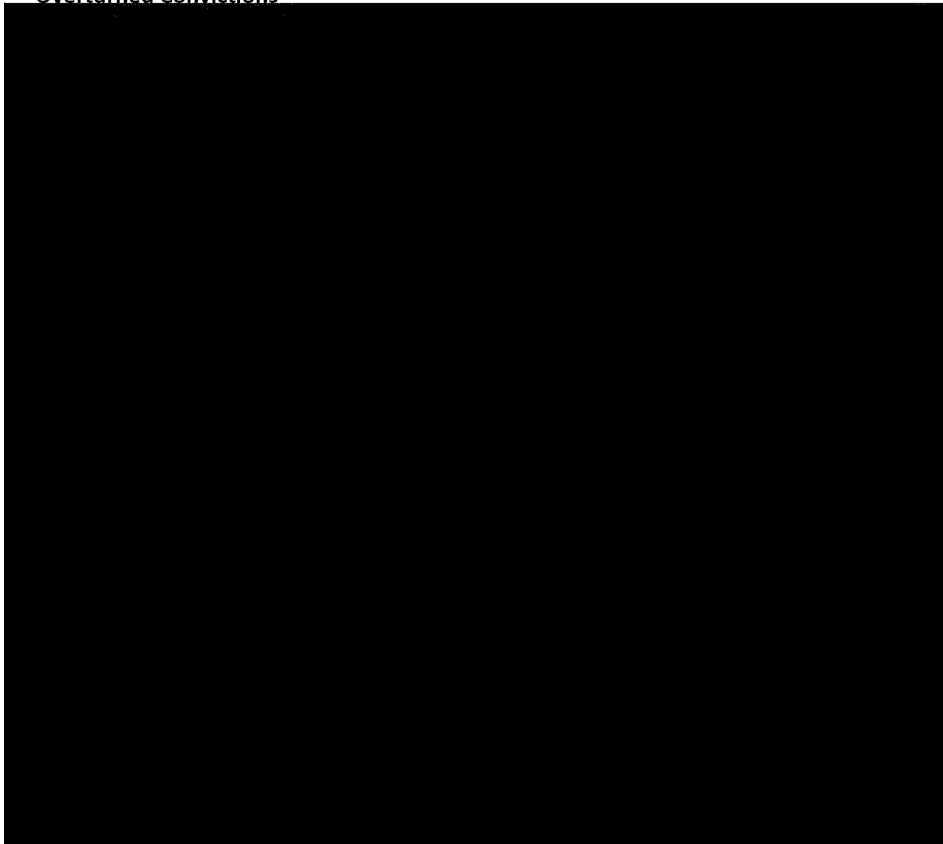
Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

2.1

below that we might consider a lower interim payment of, say, £75k. BT requested that the claim summaries should include the figures for the more concrete claims (shortfalls repaid, loss of remuneration/stigma, exemplary and aggravated damages, interest due on these sums and legal costs) so it was easy to see whether the £150k threshold for the full £100k interim payment was met.

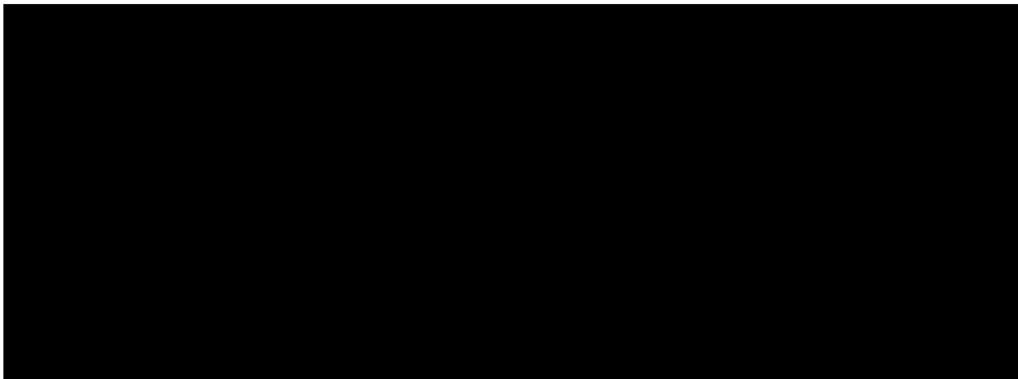


4. Overturned Convictions



To do: BT/
VB

5. Historical Shortfall Scheme

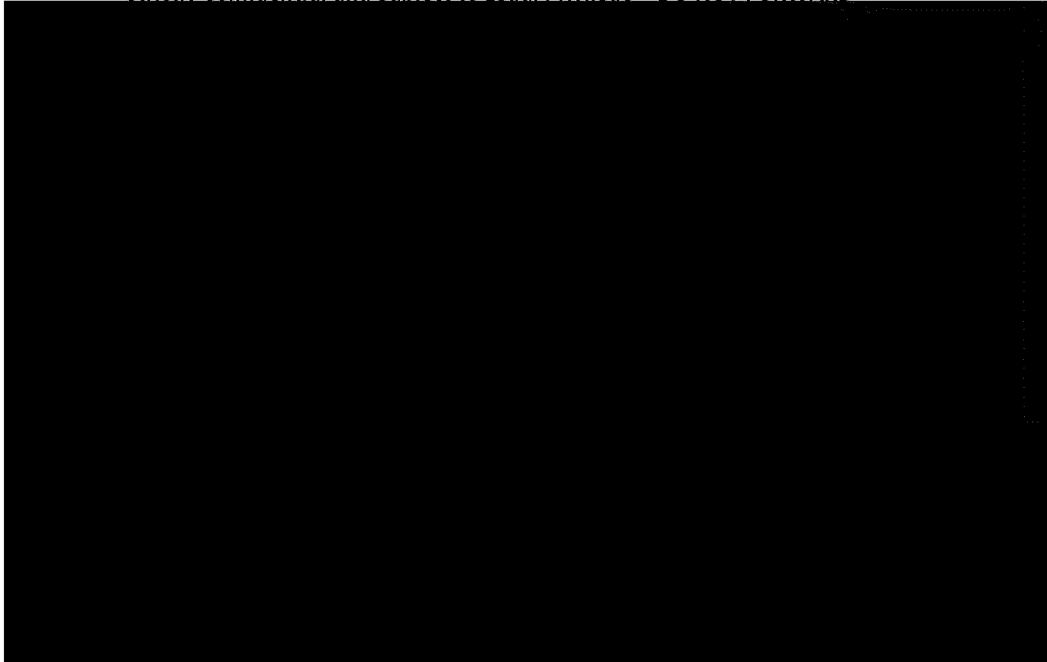




POST OFFICE LIMITED BOARD MEETING

Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

2.1



It was **resolved** that:

- as part of the settlement claim letters for the Historical Shortfall Scheme each Applicant would receive an index listing the key documentation on which the offer was based/key supporting documents, explaining that the Applicant could request one or all if they wished
- the updated Shortfall only test case packs could be provided to the Independent Advisory Panel
- the interest calculation for shortfall payments would be calculated from the date at which the shortfall had been repaid and not from the mid-point. A Mid-point calculation would be required where we did not know when the shortfall had occurred
- the amendment to the Independent Advisory Panel's Terms of Reference to allow the inclusion of Distress and Injury awards would be recommended to the Board as follows:
"In formulating its recommended offer, the Panel may recommend the making of an offer to the postmaster ~~for the whole or part of the sum they have claimed~~ if, guided by broad considerations of fairness, the Panel considers that doing so would produce a fair result in all the circumstances of the particular case. *For the avoidance of doubt, in doing so, the Panel's discretion will not be confined solely to the specific heads of Consequential Loss claimed by the postmaster but will take into account any facts and matters which the Panel considers will produce a fair result on the facts of a particular case.*"

6. **Any Other Business**

Meetings

The timings of meetings of 19th and 26th August would be reviewed because of diary clashes.

To do: VB



2.1

POST OFFICE LIMITED BOARD MEETING
Strictly Confidential and Subject to Legal Privilege – DO NOT FORWARD

Suspension payments

Zarin Patel asked when suspension payments would be revisited and Ben Foat explained that there had been a number of meetings on this topic which would be considered again at the next scheduled Board Meeting.

There being no further business Ben Tidswell declared the meeting closed at 4.20 pm.

Chairman

Date

