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**From:** Sarah Bell [GRO]  
**Sent:** 13 June 2024 17:22  
**To:** Gratton, Lorna - UKGI  
**Subject:** RE: Post Office governance report

Commercial in Confidence

Hi Lorna,

Thanks for this, we had not been provided with a copy so will amend the report to reflect this and review the content. I will send you over the corrections, highlighted in the report for your review to ensure it accurately reflects the role and associated scope correctly.

Apologies for any confusion.

S

Sarah Bell  
Partner - Advisory  
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**From:** Gratton, Lorna - UKGI [GRO]  
**Sent:** Thursday, June 13, 2024 3:15 PM  
**To:** Sarah Bell <[GRO]>  
**Subject:** Post Office governance report

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Dear Sarah,

I was re-reading the report on Post Office governance that your team produced on POL. I just wanted to check with you whether your team had received a copy of my appointment letters as part of the documents you had reviewed? The report mentions on page 42 that you hadn't seen it, and were therefore unsure whether I have the same fiduciary duties as other directors (also raised on page 9). I've attached a copy in case helpful. The report also notes on page 5 though that I (and the PM NEDs) do have the same fiduciary duties as other board members. It would be very helpful if this could be made consistent in any finalisation.

I was also struck that that on page 9 that you note that my role 'appears to be one of insights with limited ability to make many decisions on behalf of the shareholder'. I was a bit surprised by this as I thought we had discussed my role when we originally spoke. For clarity, I don't have any ability at all to make decisions on behalf of the

shareholder – that is not the purpose or intention of my role. The Shareholder is the Secretary of State for the Department for Business and Trade (DBT) and decisions for the shareholder always go to DBT for approval – the shareholder representative does not approve on their behalf. A case helpful there is an extract from [UKGI's opening statement to the Inquiry](#) that provides a bit more colour on this. I'm also very happy to have a chat about what my role does and doesn't do if that would be helpful.

Best wishes,  
Lorna

*21. Unlike other NEDs on the POL Board, the Shareholder NED is not appointed to the POL Board to provide specific subject matter expertise. Rather, the officials that perform the role of the Shareholder NED are primarily appointed for their ability to bring a government perspective to aid the POL Board's decision-making. It is also important to note that the Shareholder NED is only one of a number of members of the Board, and their responsibilities, as set out in the Companies Act 2006, are the same as those of their fellow directors. The Shareholder NED participates in collective decision making around the Board table, in the same way as their colleagues, and does not have any powers to direct the actions of the Board or override decisions of which they do not approve.*

*22. Although the Shareholder NED had, and continues to have, the same legal obligations and responsibilities as other NEDs on the POL Board, the discharge of their functions also involves regular interactions with Government, in keeping with the purpose of their role in enhancing Government's visibility of activities within POL.*

Lorna Gratton | Director

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