



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

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON MONDAY 25 MARCH 2019 AT 20 FINSBURY STREET, LONDON EC2Y 9AQ AT 08.30 AM**

Present:	Tim Parker	Chairman <b>(TP)</b>
	Alisdair Cameron	Chief Finance Officer <b>(AC)</b>
	Ken McCall	Senior Independent Director <b>(KM)</b>
	Tom Cooper	Non-Executive Director <b>(TC)</b>
	Tim Franklin	Non-Executive Director <b>(TF)</b>
	Shirine Khoury-Haq	Non-Executive Director <b>(SK-H)</b>
	Carla Stent	Non-Executive Director <b>(CS)</b>
In Attendance:	Jane MacLeod	Company Secretary <b>(JM)</b>
	Veronica Branton	Head of Secretariat <b>(VB)</b>
	Julie Thomas	Network Operations Director <b>(JT)</b> (item 10.)
	Debbie Smith	Chief Executive - Retail <b>(DS)</b> (items 3., 12. & 13)
	Owen Woodley	Chief Executive - FS&T <b>(OW)</b> (items 4., 5. & 6.)
	Cathy Mayor	Finance Director, Retail <b>(CM)</b> (items 12. & 13.)
	Tom Moran	Network Development Director <b>(TM)</b> (items 12. & 13.)
	Martin Kearsley	Banking Director <b>(MK)</b> (item 7.)
	Glenn Hall	Norton Rose Fulbright <b>(GH)</b> (item 10.)
	Ruth Cowley	Norton Rose Fulbright <b>(RC)</b> (item 10.)

Apologies were received from Paula Vennells, Group Chief Executive.

**ACTION**

**1. Welcome and Conflicts of Interest**

A quorum being present, the Chairman 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. Minutes and Matters Arising**

2.1 The minutes of the Board meeting held on 29 January 2019 were **APPROVED** and **AUTHORISED** for signature subject to correction of typographical errors.

2.2 Progress with the completion of actions as shown on the action log was **NOTED**.

**3. Banking Framework 2**

**IRRELEVANT**

<sup>1</sup> Subject to a Framework Fee cap being applied at 30m transactions.



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

**IRRELEVANT**

4. Bank of Ireland (BoI) and Credit Card negotiations

**IRRELEVANT**



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

**IRRELEVANT**

5. PO Insurance

**IRRELEVANT**

---

<sup>2</sup> Shirine Khoury-Haq would talk with Owen Woodley about other consultancies that were deeply embedded in the insurance industry which would be able to comment on PO Insurance's wider strategy.



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

6. Telecommunications

**IRRELEVANT**

7. Global Payments Agreement

**IRRELEVANT**

8. Branch Hub

**IRRELEVANT**

9. CEO report



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

Al Cameron introduced the report and invited questions:

- since the report had been issued an IT error had affected the Horizon system; this had been fixed overnight but we needed to understand the root cause

**GRO**

**IRRELEVANT**

- our response to the Judgment fitted with our existing business drive and narrative on supporting agents more. The tempo of this work would be critical.

A number of points were raised, including:

- what was the mood of the executive? AC noted that the mood was positive. The top 40 leaders' group had met the previous week; they were a strong group of individuals who held the key strategic and people roles within PO Limited and worked well together. The GE were having open conversations as a whole but with clear authority to operate within their sphere of responsibility. The work we were undertaking with McKinsey's assistance was driving us to look ahead at the capabilities and roles needed in the medium term. It was **AGREED** that a discussion on succession planning should take place at Board, looking at future structure needs as well as how we would manage if a senior individual we to leave in the short term<sup>3</sup> (*post-meeting note: this item has been scheduled as an item for the additional Board meeting on 30 April 2019*). It was noted that GE members had broad remits and it was important to have a "plan B" in place for all the senior people. There needed to be strong group of individuals at the tier below GE. It was noted that there were not natural successors in all instances but the span of some roles, such as Rob Houghton's on assuming the COO role<sup>4</sup>, was recognised

Mo Kang

**IRRELEVANT**

10. The discussion on the Group Litigation Order is at Appendix 1.

11. Finance

11.1 Financial Performance Report

**IRRELEVANT**

11.2 Draft 2019/20 Budget and Strategic Plan

Al Cameron reported that we were not seeking approval of the 2019/20 Budget and Strategic Plan today because of the re-prioritisation work needed following the publication of the Judgment on the Common Issues Trial.

**IRRELEVANT**

<sup>3</sup> This needed to cover how we would manage in the short term if a GE member left, which individuals could step into roles on an interim basis, how potential successors could be developed to take on GE roles and the shape of their development plans, and the external recruitment options and timeframes.

<sup>4</sup> We were seeking to address this through hiring a head of IT with a view to that person being a potential successor to the COO.



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

**IRRELEVANT**

12. Network reporting

**IRRELEVANT**

13. Retail Network Plan

**IRRELEVANT**



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

**IRRELEVANT**

14. Items for Noting

14.1 Sealings

**IRRELEVANT**

14.2 Health & Safety Report

**IRRELEVANT**

14.3 Future Meeting Dates

The future meeting dates were **NOTED**.

14.1 Forward Agenda

The forward agenda was **NOTED**.

The meeting closed at 12.30 pm.

**GRO**

Chairman

02/07/2019  
Date

