

Message

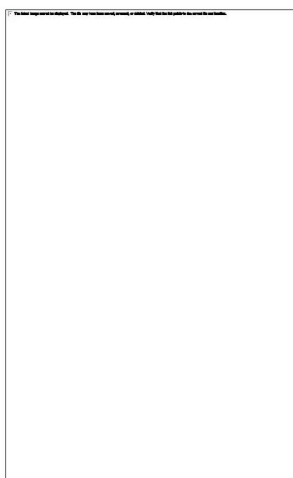
---

**From:** Calum.Greenhow [GRO]  
**Sent:** 28/11/2019 13:13:42  
**To:** Sharon Merryweather [GRO]  
**Subject:** Re: Grant Framework Agreement [AS-MATTERS.FID3111944]

Hi Nick,

I appreciate things have been rather hectic lately for the PO legal team but are you aware of a response in relation to the Grant Framework?

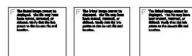
Calum



Calum Greenhow  
**Chief Executive Officer**  
**The National Federation of SubPostmasters**

Evelyn House, [22 Windlesham Gardens](#)  
[Shoreham-by-Sea, West Sussex BN43 5AZ](#)

T: [GRO]  
M: [GRO]  
E: [GRO]  
W: [www.nfsp.org.uk](http://www.nfsp.org.uk)



This email (and any attachment) is confidential, may be legally privileged and is intended for the addressee only. If you have received it in error please inform us immediately by email responding to the sender and then delete this message. Please do not copy it, disclose its contents to any other person or use it for any purpose. Thank you for your cooperation.

We have taken reasonable precautions to ensure that this email and any attachments have been scanned for software viruses. We cannot accept liability for any damage sustained as a result of software viruses and would advise you to carry out your own virus checks before opening any attachment.

You can view our privacy policy online at [www.nfsp.org.uk/privacy](http://www.nfsp.org.uk/privacy)

National Federation of SubPostmasters is a company limited by guarantee (incorporated in England, company number [9771284](#))

On 9 Oct 2019, at 12:29, Sharon Merryweather [GRO] wrote:

Dear Nick

We have consulted our lawyer in light of the comments made by the Judge, highlighting a number of clauses within the GFA which it considers demonstrates that the NFSP is not “independent”. However in addition, the judgement also states more generally that

- a. <!--[if !supportLists]--><![endif]-->because the funding is subject to stringent and detailed conditions it allows the Post Office to restrict the activities of the NSFP
- b. <!--[if !supportLists]--><![endif]-->the fact that the primary source of funding is the PO and there are clawback provisions which if enacted would cause NSFP serious financial issues

As a result of judgement of the court case, our legal advice suggests that the NSFP could not be considered as independent from PO.

We discussed the minute of amendment with them and they feel that it does not address the specific clauses which were raised as the judgment effectively raised clauses 5, 17 (in particular in relation to clawback) and 26. However, in their opinion to achieve the level of independence suggested by the Court, the basis of the grant funding would require to be significantly altered. They suggest that this would mean that there is in effect an Annual Payment which is not subject to any control by the PO with the balance for specific projects potentially subject to approval.

In summary, the advice we have received in relation to the amendment agreement has raised concerns that the revised agreement does not address the specific points set out in the judgement not to mention the wider issues set out by the court. Attached is the suggested amendments to the agreement which try to reflect the principles of the judgement. It also tries to balance this with the fact that PO are still a funder and will be interested in what the money is being spent on. They have also removed the clawback provision which was a specific issue in the judgement. This is on the basis that if NSFP commits a material breach, then PO can terminate the GFA and could also claim damages for breach of contract as long as the principles of Clause 31 have been followed.

Further to this under Background, Clause c, we suggest the following wording:

*“PO has the right to manage and ensure the effective delivery of services to its customers. The NFSP is the recognised representative of subpostmasters and on their behalf has the right to negotiate, support and promote its members’ interests.”*

We would be happy to meet to discuss.

Regards  
Calum

Calum Greenhow  
**Chief Executive Officer**  
**The National Federation of SubPostmasters**

<image001.jpg>

Evelyn House, 22 Windlesham Gardens  
Shoreham-by-Sea, West Sussex BN43 5AZ

T: **GRO**  
M:

E: **GRO**  
W: [www.nfsp.org.uk](http://www.nfsp.org.uk)

<image002.jpg> <image003.jpg> <image004.png>

This email (and any attachment) is confidential, may be legally privileged and is intended for the addressee only. If you have received it in error please inform us immediately by email responding to the sender and then delete this message. Please do not copy it, disclose its contents to any other person or use it for any purpose. Thank you for your cooperation.

We have taken reasonable precautions to ensure that this email and any attachments have been scanned for software viruses. We cannot accept liability for any damage sustained as a result of software viruses and would advise you to carry out your own virus checks before opening any attachment.

You can view our privacy policy online at [www.nfsp.org.uk/privacy](http://www.nfsp.org.uk/privacy)

National Federation of SubPostmasters is a company limited by guarantee (incorporated in England, company number 9771284)

---

<\_AGREEMENT\_155020741(6)\_Deed of Variation 2019 (clean)(22475972\_1).docx>