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NOTE OF INTERVIEW – BEN FOAT

DATE: 16 January 2024

Start Time: 3.05pm

End Time: 4:40pm

Investigator: Marianne Tutin, Devereux Chambers (MT)

Note Taker: Aparajita Arya, Devereux Chambers (AA)

Interviewee: Ben Foat, Group General Counsel (BF)

1 [Introduction]

2
3 **MT:** As you know, I've been instructed by Pinsent Masons to carry out an
4 investigation into certain concerns raised by Jane Davies by way of a Speak
5 Up complaint to you on 4 September 2023. You were the Commissioning
6 Executive but after identifying that you may be a potential witness to events,
7 Karen McEwan, is now the Commissioning Executive, and so I am sat here
8 with you as witness.

9 **BF:** One might make a case, as I had said, to be fair, the CPO role should always be
10 the Commissioning Officer. We did not have one so someone needed to do it.
11 Karen is the Commissioning Officer and that is being updated to the board.

12 **MT:** AA is a barrister and will be taking a note of this conversation. I will send you
13 the notes and ask you to read over them. Let me know if you have any
14 changes by way of tracked changes which I will review. I know I don't need
15 to tell you this, but no recordings are permitted of this meeting. If there are
16 any documents that will be useful for me to see, please do let me know. I am
17 asking for documents from Claire Hamilton, rather than asking the witness
18 for the documents directly. If you think there might have been e.g. an email
19 that I need to see but you can't remember, just let me know the details and
20 I will enquire.

21 **BF:** Sure.

22 **MT:** I've been asked to prepare a report that will be going to Investigations
23 Streeting Group. I will make findings of fact and make recommendations, and
24 whether there have been any breaches of policies and procedures.
25

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1 BF: Ok.

2 MT: This process is confidential, so I ask you to keep this meeting and the notes
3 strictly confidential. The investigation is being conducted on an open basis.
4 However, in the course of the investigation, I have received documents
5 covered by LPP and WP. My understanding is that POL wants to maintain
6 privilege in respect of this information. The process I have suggested is I will
7 not refer to any privileged information in my report. I am not going to refer
8 to any privilege info. I will ask Pinsents to help identify any privileged
9 information. I will send to them at a draft stage to comment on this and this
10 only. Then, if necessary, I will have a privileged annex where I may make
11 additional findings of fact based upon that information which ought to
12 remain privileged. I have not made a decision on whether I want to attach
13 the notes of interviews to my report. If I do append them, they will where
14 appropriate be redacted for privileged information. If they have been
15 redacted, I will provide unredacted copies in a privileged annex. I suggest we
16 proceed on that basis in respect of my questions.

17 BF: In my mind, I am thinking of my duties to the SRA in terms of maintaining
18 privilege, unless POL has waived privilege. Being a witness of fact now, I am in
19 an odd position. If I appear slightly thoughtful and take time to answer, it is
20 because I am trying to work out whether something is privileged or not.

21 MT I understand. Any questions?

22 BF: No.

23 MT: I want to deal with things chronologically, so I will first look at Allegation 2,
24 which is that your recruitment as General Counsel (GC) failed to follow an
25 open recruitment process. You were appointed in May 2019?

26 BF: That is correct that I was appointed in May 2019.

27 MT: Prior to joining POL, you were with Zurich Insurance and before that in
28 private practice?

29 BF: That is correct. I worked for a small law firm during my university studies. After
30 completing my law and arts degrees, I started my admission requirements as a
31 Supreme Court Judge's Associate for a year. Then in my second year, I started
32 my graduate clerkship / articles of clerkship. I'm not sure what the equivalent
33 of that is-

34 MT: A training contract?

35 BF: Yes. I was at a firm called Deacons which got taken over by Norton Rose
36 Fullbright. I worked in private practice and tutored & lectured at university in
37 subjects like business law and politics. Prior to moving to the UK, I had been
38 promoted to Senior Associate at Gadens in their Corporate Risk & Insurance
39 team. Gadens is a top 10 Private Practice law firm in Australia. When I was 29,
40 I moved to the UK. I had already secured a job at Kennedys. I worked there for
41 a year in their insurance team. My specialisation was contentious insurance
42 law and financial services regulation. Zurich had been a client of mine in
43 Australia and at Kennedys. Then an inhouse role came up and I moved to Zurich

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Insurance. I was there for 7 years. I was promoted there to Senior Legal Counsel. An opportunity then came up at POL. Initially, I queried the approach as my area of specialisation was more financial services regulatory and contentious law rather than what I assumed POL to be, just mails. They wanted me to do two things – to advise upon the setting up of a banking framework for finance services in post offices and to set up an insurance intermediary business. I thought this was a good opportunity. Working for an insurance company, like Zurich, it is a sophisticated and mature market. When advising, a lot of their risk framework, governance framework and legal framework is already well known. I thought this was a good opportunity because as an insurance lawyer you do not get to set up things. This was before start up culture that came a few years ago. I started in POL in August 2015 as Head of Legal. A year later Jane MacLeod promoted me to Legal Director. In May 2019, I was promoted to the GC role. Because I was already working there, I understood it to be a promotion. That is broadly my history.

MT: When you were in private practice with Norton Rose, what level had you got to in your career before moving in-house?

BF: Senior Associate in the Corporate Risk & Insurance team at Gadens Lawyers; a top 10 Australian private practice law firm. I qualified at Norton Rose, formerly Deacons.

MT: When you were at Zurich, what level did you reach?

BF: Senior Legal Counsel. Over the 7 years my roles evolved. At one point, I reported to EU GC on a [confidential project]. My reporting lines evolved over that time but I had some EU and global work. I did well at Zurich and was given more and more responsibility. I then joined a EU subcommittee on claims. I also sat on the leadership board of Broker Market which involved managing the legal risk for the commercial insurance business issues. I was the global coordinator for the Group Know How Project and during my time was one of 12 lawyers globally, I represented the UK, on the Global Legal Challenger Program. I also Chaired the Diversity and Inclusion GLEE network. I can't remember at what stage, but I was promoted from Inhouse to Senior Legal Counsel.

MT: How many years PQE are you now?

BF: In 2002 I was admitted as a solicitor of the Supreme Court of Queensland. It would be on my practicing certificate. I had also worked in a law firm before that time. I worked almost full time during my 5 years at university, in a law firm, both at counsel's chambers and in a law firm as well. I did not come to my articles of clerkship new.

MT: What managerial experience did you have prior to coming to the GC role?

BF: I have gained numerous years, in fact decades, of managerial experience through a number of my roles including being a Senior Associate at Gadens (which was nearly 20 years ago) and also having been Legal Director for several years and Head of Legal at Post Office where I managed a legal team of over

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20 lawyers with multimillion pound legal budget across a multiline business with varying regulatory requirements. Moreover, I develop significantly better legal operations including management information & reporting and better legal controls to more effectively manage legal risk across the business. I completed my articleship at Deacons and I was Senior Associate at Gadens. By 2021, I have managed a variety of people over the years and a variety of personalities. I have also done courses along the way. Most recently was the Said Oxford University in Strategic Management. I have also coached and mentored people. The other things I learned about management were not related to my legal training. For example, I was responsible for setting up the first LGBT network at Zurich. As chair of that committee, at the time there was no DI network, so I had to get the buy-in from the Swiss parent structure. It was a lot of soft skills of managing non-lawyers. . There is a difference between managing people from different disciplines. As a Legal Director, I managed Heads of Legal for several years in trying circumstances as well. When I started at the company, the company's legal risk framework was not mature.

MT: I hadn't appreciated you worked at POL before starting the GC role. How were you promoted into the role? Who was GC before you?

BF: I started at Post Office in August 2015 as the Head of Legal – Financial Services. The GC that I reported was Jane McLeod.. I was promoted to the Legal Director role in August 2016 following a process with the Group HR and General Counsel. I became the GC in May 2019 following the departure of the previous GC, Jane McLeod. In March 2019 the common issues judgment was handed down by Justice Fraser. It was critical of POL. My predecessor had been heavily involved in the GLO program called Project Sparrow at the time. I had not been. At some point, I remember Jane called me into her room and she said 'the interim CEO has told me I am out', and I was very shocked at that. That was her departure period. A little bit later down the track, later in April, towards the end of April, that was when Al Cameron said I would like to offer you the role. I wasn't part of the GLO programme, because the GLO was a massive separate programme run by Jane and Rod but reporting to a Board Subcommittee and Board . I had actually offered to support her and she refused. One of the things people forget is there is a whole raft of other legal issues for this company to consider that I was earmarked for. Jane exited the business. There is some sensitivity around the messaging about some formal communications around how she was exited from the role that was offered to me. I had an interview with Mohinder Singh who was the CPO, group HR director, together with Debbie Smith who was Chief Retail Officer. This was equivalent of what Martin Roberts would be now. They interviewed me. I don't remember much about the interview. They weren't easy on me. One thing I do remember was that Debbie said 'How do I know that you are commercially pragmatic and are not just going to tell me all risks etc'. I remember thinking 'Oh god', but giving a good response to it. I thought about the banking framework that I put into place. It was such a huge system. You can now go into the Post Office to operate banking services. It all happened very quickly.

Commented [BF1]: There is a settlement agreement between POL and Jane and I'd just flag that there may be a more neutral basis in that settlement agreement.

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- 1 **MT:** **The GC role is not a role you can leave open for long.**
- 2 **BF:** At that time, the context was that people were shell shocked by the common
- 3 issues judgment. I think quite rightly they wanted to get on with it. That said,
- 4 other than because I was the candidate, I am not exactly sure of what Mo and
- 5 Debbie did or what they said to Al Cameron. At that time, obviously I was not
- 6 the GC and therefore wouldn't have been privy to those conversations
- 7 **MT:** **Was the vacancy advertised internally?**
- 8 **BF:** I have no idea.
- 9 **MT:** **Did you provide a written application?**
- 10 **BF:** I remember I had to give a CV and remember preparing for the interview. It
- 11 was done so urgently. I remember there being something about... they wanted
- 12 me to do the YSC evaluation and I remember I pushed back on that because I
- 13 had just done one only 6 months before.
- 14 **MT:** **What evaluation are you referring to?**
- 15 **BF:** It's called YSC. As a senior leader in the business, you get 360 degree feedback.
- 16 The 21 page assessment examines Authentic Leadership including
- 17 performance mindset, strategic focus, commercial mindset, adaptive thinking,
- 18 authentic engagement, flexible influencing style, developing others,
- 19 developing high performance teams. Jane, as my line manager, would have
- 20 given me feedback. My direct reports would have given me feedback. 16
- 21 people would have given me feedback about my leadership, management and
- 22 legal skills. A report was done in the not too distant past and I remember them
- 23 saying that we will need to send this through to you. This is off the back of so
- 24 many insights and trainings, and there was some other recruitment exercise
- 25 they had done when I was Legal Director as well. This is just a personal
- 26 observation. I did think they had kind of tested me extensively. There was a 3
- 27 hour assessment as part of the Legal Director process with an organisational
- 28 psychologists so they would have already had that assessment on file as well..
- 29 They knew my work over the 4 year period and during that time I had always
- 30 got an exceeds expectations rating as I also had at Zurich.
- 31 **MT:** **The Recruitment and Onboarding Policy states that it applies to both internal**
- 32 **and external recruits. It indicates that a vacancy should be advertised for 5**
- 33 **days unless the People Director signs off to the contrary.**
- 34 **BF:** I don't remember it being advertised. I equally don't want to say it definitely
- 35 wasn't advertised. The amount of things I have to remember in my role is
- 36 phenomenal. I don't think it was advertised, but I don't know.
- 37 **MT:** **I understand that Nick did not start the CEO role until late 2019. I take it he**
- 38 **was not involved in your promotion?**
- 39 **BF:** No. Nick was not at the company. This chairman was not at the company
- 40 either.
- 41 **MT:** **Were you aware or involved in the recruitment of Zdravko Mladenov, Richard**
- 42 **Taylor or Martin Roberts? They were recruited after you started.**

Commented [BF2]: In fact I have found that YSC... I don't think its relevant but I have the document

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1 BF: I was involved in Richard's recruitment. I interviewed 2 candidates. One, I can't
2 remember her name. And I interviewed Richard. I gave my view to Nick as to
3 who I would select.

4 MT: **Do you remember who else sat on the panel with you?**

5 BF: It wasn't just me. There would have been someone else, depending on the role.
6 Generally, if a CPO was going to be hired, you would probably put your GC and
7 someone outside comms on the panel, because there is a connection to CPO
8 role. Equally with comms, I try to make sure comms and legal work together.
9 That's why I would have been interviewing Richard. That role was advertised.
10 We had candidates. Richard came from externally as well.

11 MT: **Did Nick play any role in the process?**

12 BF: I presume he would have made the choice as it was his direct report.

13 MT: **Do you know if he had an initial conversation with Richard encouraging him
14 to apply?**

15 BF: I can't comment. I don't know.

16 MT: **I want to talk diversity of the GE team, particularly about gender and race. I
17 don't mean to downplay any other protected characteristics; I'm mindful of
18 your experiences elsewhere. However, these are the aspects I need to focus
19 on in the investigation. In terms of the current GE team, it seems there is only
20 one woman i.e. Karen, the new CPO. Is that right?**

21 BF: Yes but there was a restructure last week.

22 MT: **I don't have any details about this. Can you fill me in?**

23 F: So at the moment, there has been a problem. We discussed it at GE about the
24 lack of women and BAME backgrounds at the GE. You can see the minutes of
25 what I said about it at the meeting, at the GE meeting. We all think it was
26 unacceptable. I've spoken to Nick one on one. The current structure of which
27 is Nick, the CEO, and Owen, the deputy CEO. We don't have a COO. Then you
28 have the interim CFO, Kathryn Sherratt, and Karen, who is CPO. And there is
29 Chris, the Chief Transformation Officer. They make the Strategic Executive
30 Group.

31 MT: **Is there a wider GE group as well?**

32 BF:  An
35 outcome of that restructure, the diversity of gender rapidly improves on the
36 GE. If they formalise and agree that, that is helpful from a D&I perspective.
37 From a membership level, you have 40% gender split. Two advisors, of whom
38 one is an openly gay man. The other is a cis-gendered female. That is a helpful
39 outcome. It was not deliberate. But I think altogether, it is a better situation
40 than what you have noted, as a contrast between what I saw in 2018, there
41 was more representation on that GE level.

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1 **MT:** In terms of racial diversity, I don't want to make any assumptions about
2 people's backgrounds. How diverse is the Strategic Executive Group? Are
3 there any individuals from BAME background?

4 **BF:** I don't think so. But like you, I don't know their backgrounds.

5 **MT:** And in terms of the senior leadership group?

6 **BF:** There is a SLP group of 104 employees, where there is better diversity. In my
7 function, there is good representation among my lead team on both the BAME
8 and gender split. But in SLP, it gets better but it is still not sufficient. That fact
9 is well known. We have had presentations at GE and quite animated
10 conversations that we need to do better on it.

11 **MT:** When did those GE meetings take place at which you had those
12 conversations?

13 **BF:** Yes, there was one not so long ago. I would say in November or December.
14 Juliet Lang will be able to give details, along with Ben Spencer White. He is the
15 D&I Manager who reports to Juliet, who reports to Karen. I feel comfortable in
16 that arena, I encourage conversations amongst others. There had been a
17 number of things, like race talks, to help improve matters. There have been
18 commitments in the year before about what we are trying to achieve. They
19 aren't set in stone metrics. Some have been achieved but some have not been
20 met.

21 **MT:** What EDI training is given to GE members and does it differ from what is
22 offered to POL employees?

23 **BF:** There is EDI training, but I don't know if it's different to others. Ben Spencer
24 White would be better placed to answer that. I have done the training but I
25 don't know what's rolled out. We did a recent survey again on EDI back in
26 November and there was an external company that came in.

27 **MT:** Was that the Institute of British Ethics?

28 **BF:** Yes.

29 **MT:** Whilst we're on the topic, do you know if there is any EDI training for non-
30 executive directors?

31 **BF:** I can't remember off the top of my head.

32 **MT:** I understand there was employee survey and SLG feedback in October 2022
33 which may have raised the issue of diversity?

34 **BF:** It gets done every year. The issue did not just come to us last year about the
35 diversity of the GE. It was over time. When I became GC, the CPO was Mo. He
36 was of BAME background. He resigned. Lisa Cherry became CPO. Then Angela
37 Williams became CPO. Then Jane, and now Karen.

38 **MT:** I have seen extracts of the survey and feedback from JD which suggests there
39 are concerns about the lack of diversity in SLP. You mentioned that was a
40 matter that was discussed with Nick?

41 **BF:** Yes.

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- 1 **MT:** **When you discussed these matters, did you think Nick took the issue**
 2 **seriously?**
- 3 **BF:** Yes. He does recognise that these are serious matters. I think he is probably
 4 conscious of the fact that he himself does not come from that background or
 5 is not able to speak with authenticity about their issues. For example, many of
 6 my heterosexual counterparts are nervous about speaking to me about what
 7 it is like to be a gay man. I advocate to ask the ignorant questions. Until you
 8 ask, you can't give the knowledge. I think Nick recognises the importance of it.
 9 It think he is weary about being seen a cis white heterosexual male leading
 10 without authenticity. He speaks positively about this. On a personal note, that
 11 probably is also why the others around the table do not. This is why I take on a
 12 more talkative role on that issue because I had Chaired the LGBT network and
 13 worked with the D&I team.. Importantly, the reason for instructing the survey
 14 and providing the session to GE was to ensure that GE is better trained and
 15 understands the issues **more**. You saw the diversity of thought in the feedback
 16 that came through. Why did some people think everything was fine and other
 17 answers were not necessarily fully aligned? It is good that the organisation has
 18 done that. You need people to engage and then get your experts in and ask
 19 what does that mean and what are we going to do about it. It is not a secret
 20 around the GE table, when we have said year after year to have a look around
 21 the table. The problem for GE is you can't change the constitution of GE unless
 22 someone leaves. You can't just engineer it. That is why it is not as rapid. Other
 23 decisions you can make with pace.
- 24 **MT:** **If the issue of underrepresentation was discussed at the GE meetings, were**
 25 **any proposals to improve diversity put forward at those meetings?**
- 26 **BF:** I have not prepared for the details of these questions. I thought there were 4
 27 questions to answer. There will be minutes with Juliet and Ben, who will have
 28 actions out of that, saying what is the plan and what they need to do. A number
 29 of them are powerful changes. On a personal level, the race talks about
 30 people's personal experiences and listening to them is what actually shifts
 31 perspectives. It is my view that knowledge is the antidote to ignorance. It is
 32 listening to people authentically affected. That wasn't this year. It was the
 33 previous year. Even Al Cameron, going back 3 years, I remember him being
 34 extremely vocal about us just not doing enough. We have got to do more. Al
 35 was a bit... he wanted to defund all the other groups and just do this. He was
 36 well meaning. Everyone thinks EDI is simple. It is not as simple as people make
 37 it out. It is complex and nuanced. Al was very well meaning. But you do have
 38 to make sure you have grassroot networks and have to roll it up to
 39 organisational policy and strategy. You can't treat each group as the same as
 40 the other. Literature in this area is about intersectionality. For example, being
 41 a gay black man is a different experience to being a gay white man. We spoke
 42 about ally-ship. There have been lots of initiatives. There is also funding.
- 43 **MT:** **Thank you. I want to move on to Allegation 3. Jane says a meeting took place**
 44 **in January 2023 to review candidates for RemCo Chair at Green Park. That**
 45 **was attended by Jane and Henry from POL. She said three things broadly: (1)**

Commented [BF3]: Just reworded so it makes sense.

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1 she said that Henry asked questions about the origin of one candidate and
2 said words to the effect of "she doesn't look coloured, where does she come
3 from?" (2) he referred to anyone who looked young as girl and older women
4 as ladies. (3) when talking about a particular candidate, he said he had a
5 female CEO who refused to employ women as they were a pain in the arse. I
6 appreciate you were not at the meeting of 25 January. This may be a difficult
7 question, but I would appreciate your thoughts. Have you heard Henry use
8 sexist or racist language before?

9 BF: ...I don't think there has been any occasion where I have heard him use racist
10 language. I am trying to think of examples...

11 MT: Is there any use of language by Henry that sticks in your mind?

12 BF: I guess he will get to see all of this?

13 MT: Not necessarily, the report is going to ISG, not to Henry. If you don't want to
14 answer the question and you feel it puts you in a difficult position, that's ok.
15 To reassure you, you're not the only person I've put this question to.

16 BF: It's not just this.

17 [short break]

18 MT: My last question was blunt. Let me put it this way: have you heard Henry
19 used old-fashioned or possibly insensitive language in respect of women or
20 individuals from a BAME background?

21 BF: No. I can't think of any specific examples. The answer has to be no. He's a very
22 animated Chairman. He does use colourful expressions.

23

24 MT: Would you describe any of the colourful expressions that he has used as
25 crossing a professional line or unacceptable in a workplace?

26 BF: I can't think of specific examples or actual examples presently. But my feeling
27 is he can be very assertive and powerful in his expressions that I wouldn't
28 employ. And I do use colourful descriptions, but maybe because of my
29 background, I am mindful of it. How do I say it? We are of different
30 generations.

31 MT: Henry is in his 70s, I understand?

32 BF: Yes. I think that's a poor answer because I should have taken more time to
33 reflect.

34 MT: I am not asking about specific examples here, so I understand. Would you
35 describe him as old fashioned or of his generation?

36 BF: Yes.

37 MT: Has anyone had a conversation with him about his colourful expressions or
38 old fashioned language which he uses?

39 BF: People have raised the issue of behaviour with him. Not race or gender issues.

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1 **MT:** **Who has raised it?**
2 **BF:** Karen, Amanda Burton, and Lorna all have.
3 **MT:** **What issues were raised about his behaviour?**
4 **BF:** Well, there are several issues. One is how investigations ought to be
5 conducted. The appropriateness of following due process. The things you
6 would expect a GC to guide people back into the right position. That's probably
7 more technical points around speak up, governance and due process. And then
8 I have raised the behavioural issues, which is the manner in which he
9 communicates his frustrations with certain people.
10 **MT:** **I have never met Henry.**
11 **BF:** He can be very affable.
12 **MT:** **What kind of mannerisms are you talking about?**
13 **BF:** He can be very aggressive. His behaviour is...
14 **MT:** **Not what you might want from a Chairperson?**
15 **BF:** And I have raised this as GC.
16 **MT:** **I understand this must be hard for you to discuss.**
17 **BF:** I have formally raised it. Not on a gender or race issue. I have raised his
18 inappropriate views on technical areas that in my view is not consistent with
19 what normally a Chairman should espouse. And also, put it this way, I would
20 never dare communicate in the manner which he thinks it is appropriate to talk
21 to people. I appreciate we are from different backgrounds, but we have
22 different styles.
23 **MT:** **Jane said that she raised concerns about how Henry spoke at the meeting on**
24 **25 January at Green Park with you. Did she do so?**
25 **BF:** No.
26 **MT:** **Did she ever raise any concerns generally about Henry with you?**
27 **BF:** My impression was that they actually got along really well. They had a very
28 good rapport with each other. So no. Certainly not in the course of her
29 employment did she speak to me about concerns with Henry. She had a very
30 different style in terms of...she would have lots of conversations with just her
31 and the Chairman. I actually thought they got along very well.
32 **MT:** **Did she ever come to you and suggest whether there needs to be onboarding**
33 **or EDI for non-executive directors?**
34 **BF:** I don't recall. I remember speaking about EDI either to her or her team. But I
35 don't remember. I can take that one away. I might have it somewhere in an
36 email.
37 **MT:** **Perhaps you can consider that. Jane has shown me excerpts of the personal**
38 **notes she took. One of the agenda items for her following the meeting was**
39 **to talk about EDI issues with you and Nick, which she said she followed up in**

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1 conversation. If you can check through your emails and any notes, it would
2 be helpful to know to if you might have had a conversation with her around
3 that period of time. Let's now discuss allegation 4. This concerns Nick's
4 alleged behaviour towards Jane. She says Nick patronised her. When I asked
5 for an example, she said you were assigned to work alongside her when you
6 should not have been. She said that Nick sent both you and Jane an email
7 from Roshana from UKGI. I'm hoping you know who that is?

8 BF: I know who she is.

9 MT: Do you know her last name and what she did?

10 BF: You know how Lorna is the shareholder on our board? She is the executive
11 equivalent who coordinates everything. She is gone now and someone else
12 plays that role. She is the executive director of UKGI. It is Roshana
13 Arasaratnam.

14 MT: Jane says Nick sent both of you an email from Roshana regarding a mentoring
15 opportunity from high performing candidates. I am not sure about the date
16 but we know it must have been in the first half of 2023. I know you must
17 receive hundreds of emails, but do you recall that?

18 BF: Perhaps. I can take it away and check. I remember an email where he did write
19 to say can you just work with Ben on something.

20 MT: Jane also says she sent you a message on Teams saying this looks like a
21 people matter and not a legal matter, and so you didn't need to be involved
22 to which you agreed. Could you check your Teams messages to see if there
23 was any such dialogue?

24 BF: Yes.

25 MT: Would you have any concerns if Nick had sent an email to you from Roshana
26 about mentoring opportunities?

27 BF: I am happy to check and forward. It wouldn't surprise me if he included me. At
28 that point in time, when Jane was here, I was the GC of POL, and I was also
29 sponsor for the historic matters unit, which is now the remediation unit matter,
30 which is also dealing with the Inquiry. As a result, there is a lot of work that I
31 do with Roshana's team. It is unsurprising. There is a whole raft of different
32 lawyers and civil servants. More often than not, I intersect with UKGI and BEIS
33 in that period. It wouldn't be Jane. That's probably why because most of the
34 subject matter expertise would be with me. What we are trying to do is to
35 remediate and ensure legal compliance and governance and risk analysis.
36 That's why, in the absence of seeing anything, it probably would not surprise
37 me. Me or Tim McInnis.

38 MT: Do you have any views as to whether Nick respected Jane?

39 BF: My view is that her and Nick got along as well. She seemed very chummy with
40 the Chairman. I thought they did have quite a good rapport with each other. I
41 thought one of the reasons why he probably wanted her not working in
42 isolation was that she did have a idiosyncratic approach to being CPO. She

Commented [BF4]: I cant find any email where she mentioned EDI training for NEDs. There are emails on EDI and Laurence Head of Legal in my team advised her on successes of EDI.

Commented [BF5]: Yes found the email but it is nothing like Jane has characterised it as...

Commented [BF6RS]: The BEIS partnership team wrote to Nick Read for nominations around a Lead Reviewer role - to review ALBs. Nick forwarded the email and wrote to both Jane and I saying "Both, Do you want to give this some thought...we may choose not to send anyone but conversely it might be an interesting opportunity for one of our colleagues". Nick

To which Jane replied copying Nick in:

"Ben,

I'm unsure whether you or I should take the lead on the nominating process here. It feels like a people development opportunity, but let me know, happy to step aside.

Jane"

To which I relied:

"Good morning Jane,

Happy for you to take the lead and support where you think appropriate

Kind regards

Ben"

I have previously emailed Nick and Jane on leadership behaviours and given the role/opportunity was more in my domain of expertise and generally GE and colleagues are suppose to work collaboratively together I genuinely do not think Nick did anything wrong her. There was an overlap of responsible persons and hence he wrote to both of us.

Commented [BF7]: See above comment

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1 didn't work collaboratively. As a Legal Director or anyone in support functions
2 in an organisation, you have to work collaboratively. You cannot work in silo. It
3 is like she came in with a mission. And she did have a mission. But it was the
4 oddest approach. She seemed to do it in isolation without investigation or data.
5 There was one occasion where I spoke to Ben Tidswell about this. Jane said she
6 want access to the external legal panel without letting me know. I said I am
7 accountable for the management of legal risks and services, and unless I am
8 conflicted, in all other cases, I am GC and ultimately accountable in respect of
9 the external legal services to POL. If I don't know what is going on, I can't be
10 accountable if I don't see it. I raised this accountabilities and governance issue
11 with Ben Tidswell but Nick agreed with her. Based on that decision and their
12 general rapport, I thought they broadly got along quite well. He did seem to
13 reflect her views in messages. So, I speculate that writing to both of us for the
14 BEIS reviewer role may have been to try to get her to work collaboratively. The
15 other oddity was that you can't come into an organisation you don't know
16 much about and take people on a cultural journey at that pace without
17 evidence or data or taking the people with you. It was unorthodox approach.

18 **MT: I would like to ask about the commissioning of the external investigation into**
19 **Jane's behaviour. Who actually took the decision to commission the**
20 **investigation into Jane? Ben Tidswell suggested he had taken the discussion**
21 **along with you and John Bartlett.**

22 **BF:** I did not take a decision as I advise as GC. Ben Tidswell, yes. It is not usual that
23 you get multiple speak up allegations against CPO. We wanted to do it
24 appropriately in accordance with our policies. I spoke to Ben Tidswell. It was
25 decided because it involved a very senior GE member and it wasn't just about
26 conduct issues. If it is conduct issues, we have a conduct policy. Speak up issues
27 would require an external investigation. This is the advice the decision maker
28 would get from my team. There can be an overlap. The best way to describe it
29 is that if a line manager bullies an individual, that is probably a conduct issue. If
30 it is bullying that is discriminatory, then that could amount to a speak up. That
31 is all set out in our policies. On this particular issue, I genuinely feel that we
32 followed the right process. Jane had received multiple speak up and conduct
33 allegations about her. This is all set out in the correspondence by the Head of
34 Investigations, the Speak Up Manager reports into him. The Head of
35 Investigations reports into the Legal Director. I sit separately on this so that I
36 can be free to take instructions to the business and get legal advice for the
37 business.

38 **MT: We do not need to discuss Jane's dismissal as such. The point I would like to**
39 **know more about is the commissioning of the investigation itself.**

40 **BF:** It was discussed and agreed that is appropriate that in this context it would be
41 appropriate to have an external investigator. With my GC hat on, we had
42 Pinsent Masons advise on the legal risks. It means investigator could do a
43 factual review. Then there was separate advice that Pinsents did that went to
44 NomCo.

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- 1 **MT:** I understood from email correspondence I've seen that Nick originally had
2 oversight of the investigation and it was then passed over to Ben Tidswell. Is
3 that right? Why was there a change?
- 4 **BF:** I can't remember. I would have to go through my emails. It might be that it
5 pertains to direct reports. I can check it..
- 6 **BF comment:** Nick initial had conduct of the matter right at the beginning when
7 **GRO** resigned from the company and made a complaint about Jane's
8 behaviours. At that point it was a conduct issue and therefore appropriately it
9 would be for the CEO. However, at the point, shortly thereafter when speak up
10 matters and further conduct issues arose it was necessary to advise the SID and
11 Board investigations champion to oversee the investigation.
- 12 **MT:** Do you know if Nick was involved in the commissioning of the external
13 investigation into Jane's behaviour?
- 14 **BF:** I thought it was a Board decision. He was aware of it. Did he actually approve
15 it? Sorry I should know but I can't remember.
- 16 **BF comment:** He agreed that it should go externally.
- 17 **MT:** In terms of your discussions with Ben and JB, did Nick ever ask or suggest that
18 an investigation should be commissioned? Did he get the ball rolling?
- 19 **BF:** I felt it was JB and my team that was really driving it forward. They reported it
20 to me. I don't think it was Nick driving the investigation per se. He would have
21 been aware of it. But no. That's not what we would normally do either.
- 22 **MT:** Can you recall any conversations between yourself and Nick regarding the
23 commissioning of the investigation?
- 24 **BF:** I don't remember but I am sure we would have. I can look through my emails
25 and notes. I will go back and look at meetings with the Board overseeing it.
26 There was the investigator, Pinsents, the Board, JB, and myself. I need to check.
27 I query if Nick was even part of that.
- 28 **MT:** Finally on this point, Jane says that she complained to you about being
29 treated differently by Nick because of her gender, the day before 26 April
30 2023 when a Post Office conference took place. Can you recall any
31 conversation with her about those concerns?
- 32 **BF:** I remember she was upset that we had commissioned an external
33 investigation. I don't remember if she referenced gender. She may have. I can't
34 remember.
- 35 **MT:** I understand this was just an oral conversation, but perhaps you could check
36 any emails or notes?
- 37 **BF:** Yes.
- 38 **MT:** Do you recall any other conversations with Jane where she said she felt like
39 she was being treated differently because of gender?
- 40 **BF:** No.

Commented [BF8]: Yes I updated both the Chairman and Nick of the status of the matter and oversight by Ben Tidswell, SID and Board investigations Champion.

Commented [BF9]: I cant see anything in my emails. There is a 19th April email and my response and then she wrote to me on 27th...happy to show any emails etc if that would assist

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1 **MT:** I have one more allegation to discuss with you but I am running out of time
2 and need to leave for a meeting elsewhere. Let me ask you this briefly. Were
3 you aware of a paper that Angela Williams put forward to RemCo in July 2022
4 dealing with the recommended STIP for the GE team in FY21/22?

5 **BF:** This is the issue that Amanda Burton and Simmons and Simmons looked into?
6 Those reports say that I haven't been involved.

7 **MT:** Which reports are you referring to?

8 **BF:** So there was a huge issue with Post Office bonus multiplier. It is on the Post
9 Office website. There are a number of governance problems with RemCo. I
10 don't sit on RemCo. I have asked three CPOs that I should have oversight. But
11 generally it is not industry practice for GC to sit on it. The usual practice was
12 that they took a paper-

13 **MT:** I know the reports you're referring to; you're talking about the inquiry
14 metrics in respect of the annual bonus. This is a different issue about the
15 approach taken to the bonus multiplier. I'll have more questions to explore
16 with you in that respect. I need to finish now, but it would be very helpful if
17 we could arrange a further meeting to finish off these questions and you can
18 use the time to check those matters we discussed. I'll highlight the points for
19 you to consider. We'll need about 30-45 minutes and we can speak by Teams.

20 **BF:** I am not privy to that allegation about bonus and don't understand it the
21 allegation.

22 **MT:** I do not understand this to be allegation that you have done anything wrong.
23 The allegation is about an error of approach in the multiplier derived from
24 the performance rating which was applied to 100% of the STIP and not just
25 20% of the personal element. Jane says it should have applied to the personal
26 element and not the whole.

27 **BF:** I don't understand that assertion.. My GE pay would be identical to every other
28 GE members.

29 [BF comment: Jane assertion is wrong. When a person is given a rating 4 the
30 rating is applied across 100% of the element. That has been the practice at both
31 Zurich and Post Office. There were 5 corporate metrics which measured 100%
32 and then the rating 4 is applied to the corporate performance. I am not aware
33 of this 20% but Remco is better placed to answer this. I would say that if they
34 did do this that it would have been an unorthodox approach and isn't
35 consistent with usual practice and I don't believe it was communicated to me
36 on that basis.]

37 **MT:** You were affected by this, along with Angela and Nick, because you were the
38 only ones who received 4s or a 5 in the performance rating, meaning that the
39 bonus was increased by way of the multiplier.

40 **BF:** All I know is what performance ratings I receive. I don't sit on RemCo.

Commented [BF10]: There was no personal element - 100% business factors and then my 4 rating...

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- 1 **MT:** Understood. Let's discuss this further at the next meeting. I'll liaise with your
2 **PA** about a time to speak. Would you like me to send the notes of our meeting
3 directly to you?
4 **BF:** Yes.
5 **MT:** Thank you for your time. I appreciate the information you have given me.
6 **BF:** Thank you.
7 **[End]**

Signed (Interviewee)	
Dated	