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NOTE OF INTERVIEW – BENJAMIN TIDSWELL

31 January 2024

Start Time: 16:00

End Time: 17:28

Interviewer: Marianne Tutin (MT)

Note Taker: Alice Defriend (AD)

Interviewee: Benjamin Tidswell (BT)

MT Thank you for meeting with me again. It's the same process as before. This time I'm joined by Alice Defriend who is also a barrister at Devereux Chambers. She will be the note-taker for this meeting.

I appreciate the circumstances have changed a lot since we last spoke in December. I understand you're going to be chairing Board meetings until an Interim Chair is appointed?

BT Yes, to be clear I'm not stepping up as Interim Chair, I don't have time because of a trial due to start in March I'm doing. I'm still the SID, not Interim Chair, but the SID is in the firing line if the Chair disappears.

MT **Are you going to be stepping down from the SID role?**

BT My term expires in July this year and I have said I won't renew it as I don't have the time going forward. If the new Chair wants to appoint a new SID that's possible, there is a competition to appoint new SID externally. It was advertised and closed on Monday. I suspect the new Interim Chair will be in place for a reasonably long time, as it will take time to find a new Chair.

MT **How soon will the new Interim Chair be appointed?**

BT Indications are in about 6 weeks.

MT As I indicated in my email, I have further questions about the approach to the bonus multiplier. I appreciate you said some of these matters pre-date your time on RemCo. I want to check my understanding of what I've gleaned from the documents since we last spoke.

For FY21/22, the annual bonus of eligible GE members was based upon metrics with an 80% weighting for company measures and 20% weighting for individual measures. Angela Williams put forward a proposal in a paper

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for the 5 July 2022 RemCo meeting with a proposal that the multiplier based on personal performance is applied to the whole element and not just the 20% individual element. That would have the positive effect on the bonus where there was a performance rating of 4 or above. We know from the paper that was prepared for the later RemCo meeting on 26 July that the proposal primarily affected Nick, also Angela and Ben but to a lesser extent. At the first RemCo meeting in July, there was a discussion about Nick's performance. He was approved as a 5, so the proposal was that there would be a multiplier of 1.5x for his bonus. There was a discussion about the issue of whether the multiplier should apply to the personal or whole element. Angela said the scheme rules were unclear and referred to wording in correspondence issued to BEIS. Tom Cooper seemed reluctant to apply the multiplier to the whole of the bonus, he didn't consider it was clearly set it out in correspondence. The upshot was that Paul Wood was asked to explain how the multiplier had been applied historically.

At the 26 July RemCo meeting there were 3 proposals on the table: 1) apply the multiplier to the whole element; 2) apply the multiplier to only the personal element; 3) trim the multiplier and apply it to the whole element. There was a fairly robust discussion between Angela and Tom about applying it to the whole element. Tim Parker and Lisa Harrington appeared to have concerns that Angela's proposed approach had not been communicated clearly to the shareholder.

The minutes record Lisa asking Tom if he would approve the trimmed multiplier approach and payments being made in August. Tom said yes, provided the annual reports were signed before payment. So it seems to have been agreed that the trimmed multiplier would apply to the whole bonus.

BT Yes, that's exactly right. I would only add that there was some argument about alignment with the grades of managers, so there was some force in Angela's point. But it seemed to be being dealt with retrospectively rather than prospectively, which upset Tom. I seem to recall Lisa taking a reasonably hard line on it, thinking it was better not to change anything at first, but then softened. Tim and I tried to find middle ground.

MT **In short, the trimmed multiplier approach was a compromise?**

BT Everyone thought it was a bit unsatisfactory, people knew they were getting less because we'd trimmed it, but that's the way it worked out.

MT **I'm now trying to establish matters around the approval of payments. The outcome of the meeting was approval of the trimmed multiplier approach for GE members, but there could only be a recommendation to the shareholder for Nick's pay for that approach to be applied. Shareholder approval had to be sought for Nick's annual bonus?**

BT Yes, because there was a material change from the arrangement already approved.

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MT I have looked at the Articles of Association, which refers to the need for approval for a material change to pay for directors. The Framework Document also suggests remuneration packages for Board members requires shareholder approval. Is there anything about shareholder approval in the terms of reference for RemCo?

BT We had a big debate about this but it's not so much relevant, it's about whether RemCo exercising discretion amounted to a material change. That point didn't matter because we were making a material change. We were all agreed on that. There was no question that any RemCo members thought the original permission was good enough, so we had to go back for approval.

It's clear in the terms of reference we only recommend compensation of executive directors, I think there's something in there about exercise of discretion, not about material change but if there is material change it has to be approved, that follows from the baseline approval requirement.

MT And it was not good enough for Tom as UKGI representative to recommend the bonus, the Secretary of State specifically has to approve it?

BT Yes, that's right. Ministers in the department feel strongly about executive pay, there was no question it had to go to them for approval.

MT But there was no shareholder approval before the payment was made to Nick on 31 August? Approval wasn't obtained until January 2023?

BT Yes, I'm not sure on the January date, I'm happy to send the emails to you but I think that's right. What you get is the issues about when it's paid and approvals are connected, there's this point about when you can pay everybody. The general view is that that is when the accounts are signed because the numbers are not going to be reopened, there's no question of overpayment. We have a fight about this almost every year because the accounts are always late and people want to pay bonuses. Whatever we decided about paying the executive directors, we couldn't pay because we had no approval. It all comes back to the same point, there was no approval, we shouldn't have paid at any time, let alone when there were no accounts.

MT But in Nick's case I have seen payslips which show he received money in his account at the end of August 2022.

BT Yes he did, this is where it all goes wrong. At this point it goes wildly off the rails because payment was made on the basis of RemCo's decision, but no approval was sought. So the payment was viewed as serious breach of public money principles, it all kicked off in a serious way. The first place where I find it comes up, Tom might have been on sabbatical leave or holiday possibly, there was someone called Roshana Arasaratnam, she worked for Tom at the time. She produced a note, and I think Tom was aware of this, indicating there was a serious problem because payment had been made without approval. That turns up in September, I think that's- Have you got these emails?

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- MT** Yes. I have received a lot of documents arising out of our call in December quite recently. Unfortunately, I have a lot of the emails but not the attachments. Whose responsibility was it to obtain approval before payment was made?
- BT** I would have to look at the minutes, either Paul or Angela because there should be a name beside the resolution, there were three different actions in the minutes.
- MT** I'm looking at the minutes where it sets out the resolutions, there are no names next to that.
- BT** In that case Angela or Paul, but ultimately it was Angela's responsibility.
- MT** How does a recommendation made by RemCo translate to a payment going into Nick's account? Who communicated to payroll that payment should be made? Someone within HR?
- BT** Yes, I expect so. Angela comes out of the meeting, there might be some subsequent discussions to get the accounts signed. Whoever gave the instruction to payroll has not distinguished the need to withhold payment to Nick. Other non-executive directors were not getting a bonus. So there's administrative momentum which comes from the instruction to pay everyone else, a requirement to differentiate Nick, or provide a list of who's getting bonuses with Nick on it. It doesn't matter which way you look at it.
- MT** If shareholder approval had been obtained in August, is that something Nick would be notified about?
- BT** I think he probably would have. But I don't know how that would work, whether Angela says the bonus was signed off or whether he would get a more formal notification.
- MT** I will put that to Nick.
- BT** What was the date of payment?
- MT** The date of the payslip is 31 August. The Annual Reports were signed on 17 August.
- BT** It makes sense, that's presumably the payroll period to get it out of the door.
- MT** Going back to correspondence with BEIS, there are two or three emails I'd like you to find as I am missing the attachments. There appears to be an apology letter sent by Lisa Harrington and another letter with a retrospective request for approval. Lisa sends those to the Permanent Secretary, Sarah Munby. There are two emails you're cc'ed into, on 4 October 202 at 7:33pm and 7:34pm.
- BT** That's odd. The letter I've got, I can see the letter from Lisa to Sarah Munby on 5 October at 11:30am. Where did you get that from? Lisa?
- MT** I'm not sure – whoever is providing the documents to me within POL. It might be the IT team.
- BT** I recall Lisa travelling, it might be the time zones.

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- MT** There may be two separate emails, one with an apology and another contains a request for approval.
- BT** I've got the apology, 4 October, 8:34am, the email says "BEIS letter of apology" which I will send to you. And then the other thing is-
- MT** It would have been sent at exactly the same time. If it helps, I think it was sent to Roshana earlier in the day at 12:53pm though I don't know if the times might be different.
- BT** Yes I've got that at 1:54pm on 4 October. The letters haven't been sent on 4 October, Lisa sends to Roshana and cc'ed me in, two letters, an apology and a request for approval. She says "please give further suggestions, I plan to send these to the email address kindly supplied". I will forward that. I can't see the retrospective approval letter as it actually went, I'm not sure where that would be.
- I think we split it, I think I was given advice perhaps by David Bickerton that we should split it into two letters. I'll send you the one I think is the right letter which went to Roshana as the final draft and she had no comments, I can't find the letter that went to Sarah Munby.
- MT** I can enquire whether the one sent was different. I see one dated 29 September. It might be a difference between when it was dated and when it was sent by email.
- BT** I assumed they went at the same time but they might not have, it's quite possible. I spoke to David Bickerton on 29 September.
- MT** What did you discuss with him – this issue?
- BT** Yes. We knew we'd dropped the ball really badly, it was a serious problem, the exact thing government would get upset about. We knew we had to make an abject apology, we wanted to make sure we did so in a way that was most effective. I spoke to David for advice about how best to approach it. David was very helpful, he said it was very unfortunate, it had been picked up by UKGI as a problem, flagged as quite a serious problem but perhaps not as bad as suggested, that we should make sure to apologise, set out the position clearly and hope for the best. He was indicating what would be helpful to say about it. He understood it was an admin error. When I explained RemCo made it plain to get approvals, he was quite sympathetic to that, he said these things happen, it's important you don't disregard government's instructions, but make it clear that it was not deliberate.
- MT** Was Nick aware of these ongoing discussions about the apology and request for retrospective approval?
- BT** I'm sure he was aware, not sure how, I suspect Angela told him. He must have been aware because he's the Accounting Officer. Someone, presumably either Lisa or Angela, was obliged to bring this to his attention. He was in an awkward spot, he's the Accounting Officer, he is responsible for a serious breach of public money, but he didn't know about it. There was nothing he could say about it.

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MT In terms of how BEIS became aware, you said it was flagged by UKGI. Did Tom say something about it?

BT No, Tom was away on holiday or sabbatical. Roshana spoke to Lisa on 23 September, I think she explained there was a problem. That was the first time we knew about it. I see she said in her note "I have spoken to Nick", so Nick knows almost immediately, probably before.

MT Can you forward that note?

BT Yes will do that now. I just want to check through it, I suspect it's fine. I will send you that.

MT I did check with Pinsent Masons that they're happy for you to forward me documents.

BT Yes, I wanted to check in case it said some state secret or something. This is a briefing note she, it's interesting because it's headed "Sarah Munby call with Lisa", I suspect Roshana was saying "you need to speak to Sarah because there's a problem". I wonder whether this might be the briefing note, it has a blank page, I wonder if this is the briefing note sent up to the Permanent Secretary. David told me a briefing note had gone to the Permanent Secretary, but I think this is a specific document prepared for Lisa because it says later "have provided briefing note to Permanent Secretary."

MT There's one other document I'm looking for, which is the letter of response from Sarah Munby.

BT Yes, I've got that.

MT Around 7 October?

BT Yes, I found that earlier. The message that came back was she was disappointed. We were pleased with the response because it was expressed as a concern but not in terms of being very unsatisfactory. Lisa had said in her letter we were trying to take steps to ensure it doesn't happen again, enforcing control for the reward team. The letter effectively said to Lisa needed to speak to Sarah about it, Lisa was being summoned effectively for a dressing down.

MT I'll read what you've sent so far and see if there's anything else to ask you about. Because approval was eventually obtained from the Secretary of State, no changes needed to be made to the Annual Report and accounts?

BT I think that's right, I wasn't involved in that discussion but that would be my understanding.

MT When I looked at the Annual Reports online I couldn't see an amended version for that year.

BT There's an exchange, Lisa sends that letter which you've seen, this is the retrospective approval letter.

MT What date is that?

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- BT 5 October, I'm sure this is the one that, I'm getting this from an email Lisa as Chair of RemCo sent to Carla Stent, Chair of ARC. Lisa says "We sent this out, have a bit of a problem because until we have approval can't publish remuneration report." This wasn't the only reason, but there was a delay in publishing the accounts, one reason was because we wanted to get approval so we didn't have to make a statement about it. We faffed around for ages about that.
- MT **Does that chain end in advice from Andrew Paynter from PwC?**
- BT Yes, but it doesn't end with that, it keeps going. I think it ends with getting approval. Because Andrew Paynter suggested other ways of dealing with it, Tom Cooper says on 8 November, he says "approval with Secretary of State, I'm very optimistic that it's an academic scenario". I think his view was we were going to get approval and did.
- MT **But approval was not granted until the end of January 2023?**
- BT Yes, I think there were other reasons for that because we had a complicated set of provisions for compensation, we would need to look at that carefully. One reason the accounts were delayed was because of this, we got approval, the accounts were filed late. That's my recollection. Have you got evidence of when the accounts were filed?
- MT **No, I'm trying to establish that.**
- BT We'd be looking at January 2023. I don't know I'm afraid. It shouldn't be too difficult to find out, I'm certain Rachel will have that.
- MT **Thank you. I've already asked you about this element but I want to ask further. I asked you if the resignation of Paul Wood was linked to this matter. I've since ascertained that Paul resigned on 17 October 2022. It is around or just after these discussions, particularly between Lisa and Sarah Munby. Now you've refreshed your memory of this correspondence, can I ask you again if you think his resignation was linked to this matter? I haven't interviewed him or seen any resignation letter yet.**
- BT When I read back on the last set of notes I was wondering whether I should try and clarify. To be clear, I don't know why Paul resigned. I was told he found it increasingly difficult to work in the environment, in that team. I wasn't sure whether that was because he didn't get on with Angela, found Lisa to be hard work or something else. I never heard a suggestion that this incident led him to resign. I would be surprised he went because of something he didn't do here. I could be wrong about that. Angela may have said "you absolute idiot you're gone". But I never heard that and that wasn't my impression.
- MT **This element pre-dates your involvement. Do you know what approval had been obtained from the shareholder about the 2021/22 bonus? I understand in September to October 2021 approvals were sought for the 2021/22 bonus going forward. Was any of that correspondence with BEIS was provided in the packs when considered by RemCo in 2022?**

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- BT There's a quote in the paper, that's all I ever saw. I don't think there would be any reason to give us any more than that, that was history. The only relevance was the paragraph quoted.
- MT **Is that in the paper produced for the 26 July meeting?**
- BT I would have to check, it probably was. One of them has this quote from that letter, which is ambiguous, I thought it was and so it was therefore dangerous to suggest that it amounted to consent.
- MT **I'm not sure which quote you mean.**
- BT I'll log into my board pack and find it again. We are talking about July 2022 aren't we?
- MT **Yes, there were meetings on 5 and 26 July.**
- BT I think the paper was on 26 July. Have you got that?
- MT **Yes, I've got the agenda and the complete set of papers.**
- BT Page 4 at the bottom of the paper, it says "With regard to the BEIS letter", my understanding is that that's the letter we sent BEIS.
- MT **I can't see that, I've got the minutes of the meeting of 5 July at p.4.**
- BT Have you got access to Diligent?
- MT **No.**
- BT It will be p.24. It's the 26 July paper on the subject and p.27 in particular. My understanding, I think this is right, I've always understood that that was issued by POL to BEIS. If you look at the wording, obviously the company is saying this is what we're doing, explaining how the 20% personal performance works.
- MT **There's no reference to the bonus multiplier?**
- BT No, it seemed to me then and now that there was no approval of the multiplier. I think my view at the time was that would be completely inconsistent with the way Angela presented it to us, she acknowledged it was not the way it was previously done. There may have been a suggestion that we had approval but I never thought it was a serious suggestion, it was clear to me and every other RemCo member that approval needed to be requested.
- MT **From your perspective sitting on RemCo in 2022, the only information of what approval had been provided previously was that quotation?**
- BT Yes, though I would assume as a matter of course, you get reminded what the structure is. It tells you what the structure is. I would assume we couldn't get approval granted on those terms, I have no idea how that approval had been approached originally, I never saw correspondence.
- MT **How was this issue was eventually resolved with BEIS? Do you know why it took until January 2023 for shareholder approval to be obtained, when approval was requested in early October 2022?**

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- BT That's not unusual, it takes months to get anything like this through government. The sequence was that Lisa sends her letter, gets a letter back from Sarah about seeing her, sees Sarah and gets a roasting there. It was deeply unpleasant for her but she apologises. I think the message to us was "this is your problem, we're not going to hurry it." It had to go to a minister, the minister doesn't like executive pay. I don't remember the feedback but the minister wouldn't have liked it.
- MT **Henry had meetings with Grant Shapps at around this time, although he couldn't recall any discussions about the bonus. From what he remembered, there were discussions about base pay, but not the bonus. Was there any further debate with BEIS after these letters before approval was given in January?**
- BT No, other than the correspondence we've looked at. We're just sitting there knowing we have to wait. I thought someone would have said "this is a problem, it's holding up our accounts". Otherwise we were just waiting. To give a sense of this, once we got to this point it became more of an audit committee problem, not a RemCo problem, RemCo had done all it could. Carla got much more involved. I didn't have visibility of that other than I was copied on emails. The reason why you see me actively involved me in the correspondence was I wanted to help Lisa, I wanted to bring my skills to drafting the letters to BEIS. She wanted someone to bounce it off because she felt vulnerable, it was a bad position to be in, it was not her fault but she had to stand up and get criticised. I wanted to step up and help her. Once that was done it was just a question of see what happens, I had very little involvement after that.
- MT **In respect of the FY22/23 bonus, a different approach was taken? It was based on company measures only with the multiplier reflecting personal performance.**
- BT I think we've moved to what was the basic case, we apply the multiplier to everything.
- MT **But the individual element has now been removed?**
- BT Yes, you can see this as transitional thing, the problems arises on execution. Angela says the objective is to move from transition.
- MT **That is the approach to the bonus for senior leadership?**
- BT Yes. They had moved the treatment of groups of people around, there were plans to move around, the risk that with that sort of approach it is that people feel they have lost out, it's different to what they were expecting.
- MT **Thank you, I have no more questions about the annual bonus. Can I ask further questions about the commissioning of the investigation into Jane?**
- BT Yes. Before we do, I did find a couple of emails about Angela's double employment. I don't know if you've seen it, there's an email from Nick to Lisa on 24 April, he explains Angela's supposed to be leaving, it says "I've agreed

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she'll stay on in an interim capacity". Lisa comes back and says "I'm supportive of Angela but when are you going to get on with finding a replacement?". Nick says he wouldn't until the incumbent on parental leave has resigned. He says it's not ideal but it's fine. Shall I send you that?

MT Please do, I haven't seen that correspondence.

BT I think that demonstrates that Nick raised it to Lisa in her role as RemCo Chair to make sure it was registered. It's not an approval, but an "I told you what was going on."

MT Thank you. You sent me some correspondence at the end of our last meeting about the commissioning of the investigation into Jane, which was very helpful. I'm looking at an email John Bartlett sent you on 6 April 2023, where he copies in Ben Foat and Sarah Grey, entitled "Project RoseOne". I want to understand a comment in the fourth paragraph. JB says, "we had arranged for Nick Read to have oversight but have reports that he may be a material witness". What involvement did Nick have in the decision for the investigation to go ahead? It seems he was involved initially, but then taken out and you were allocated to have oversight instead?

BT I think, I don't actually know but my understanding was that this had come up through the Speak Up process, is that right?

MT Yes.

BT Nick wouldn't have any authority, well he might have authority but wouldn't go near it because the view of Ben would be, it's a Speak Up investigation, misconduct point. It may not be what you've observed in other aspects of this. But my expectation is that this was driven by Ben because we have to do this because it has come through Speak Up. I don't think this is a situation of anyone going to Nick saying "what do we do here?" and Nick saying "we have to do that". I think that's right.

MT Was Nick involved in suggesting there should be an investigation or whether it should be a matter for JB?

BT The latter. The initiative for it came from the investigation team. There's a unit in the investigation team, which is the Speak Up unit, ran by a few people. There was an existing employment claim already being dealt with by Pinsents, but it was not the impetus for the investigation, it had been ongoing for a while. It would have come through the Speak Up channel. I expect Ben would have said to Nick "this has happened and we're going to investigate", Nick would have said it was unfortunate but we've got to do it. Nick seems to have been involved in some of the meetings and conversations and needs to have been taken out of it.

MT So the decision you took in consultation with Ben and JB was to approve an external investigation, rather than making the decision to investigate the complaints in the first place?

BT Yes, there was no question we wouldn't investigate. The allegations were quite serious and came through Speak Up.

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MT Presumably if you thought it was not appropriate for there to be an investigation at all, you could have said that?

BT Yes, and Nick could have, no doubt he would have. We've had that conversation at Board level before. This business, there have been serious whistleblowing complaints made from time to time. Sometimes there's discussion about whether, the way I look at this and the investigation team looks at it, it's reasonable to distinguish between things going to conduct and things going to the competency of a person. As an example, and this is a bit sensitive, we've had whistleblowing complaints in relation to the way we're putting a computer system in to replace Horizon. Some go to serious issues about people about progress, there's conduct, it goes into Speak Up and then to investigation. Some is about whether Nick has proper oversight of this, that goes to competence rather than investigation. We're certainly alive to, we considered it open to us to decide something wasn't a whistleblowing complaint. My view and that of the Board, absent what has happened recently with Henry, as confirmed in discussions I had with the Board on Sunday, is when it's whistleblowing which raises conduct issues, it has to be investigated.

MT Can you help me understand what has happened or is happening with Al Cameron? I had understood he was still in place as Group CFO but I have since learned there's an interim CFO, Kathryn Sherratt.

BT Al is on long-term sick leave, the doctors signed him off in summer last year. The best place to find that is through the company secretariat. He hasn't been back to the business since. He's just been signed off again, he's got another doctor's note signing him off for another 3 months. I think he first went on sick leave in May, under the articles he goes to half pay for 6 months, which happened around November, I think, so he must have signed off in May and he is now signed off for at least another 3-4 months. The position is he remains an executive director and an employee of the company, but he's not attending the office or going to Board meetings. He receives everything he should receive in those capacities, I have no interaction with him. Kathryn was appointed as an interim measure, but no one is quite sure about how far we need to go to cover the situation, there's been debate about whether she needs to be an alternate director, interim CFO, or something else. There's a lot of uncertainty.

MT I'm still trying to get to the bottom of what formal complaints have been made, if any, in respect of Al. If someone had submitted a formal complaint about his behaviour from his team, who would decide whether those complaints are investigated? The CPO, CFO or someone else? Let's assume for these purposes it's not a Speak Up complaint.

BT I don't know, I don't really know what the structure was prior to my arrival. I don't know when they started Speak Up, it's more sophisticated now than when I arrived. I can't help with that. I do know that a member of Al's team left, it was plain she left because she felt she had been bullied by him. That

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happened in 2022. I know it was not the first occasion where a complaint was made about him. I would have thought it would be on his personnel file.

MT Some documents have been provided but I can't access them yet.

BT Nick will know the answer about that, but he might not know about every investigation. Al has a long history at POL, Nick only arrived in 2019, he's been in the business for 3-4 years. When he arrived I suspect there were problems before that he was made aware of. I understand there have been complaints made, whether formally, whistleblowing, I don't know. I can't recall the name of the woman in his team. I can probably find out. My understanding was she left because of the way he treated her. There were discussions about it but I had no involvement at the time. I don't know whether it was elevated to disciplinary discussions, but I believe issues were addressed with him directly, there ought to be some record.

MT Were any external investigations carried out or were they all internal?

BT I don't know, I'm not aware of any internal or external investigations. **GRO** was the woman.

MT Thank you, I'll look into that. I also asked you in the last meeting whether you'd heard Henry use any language you considered old-fashioned or insensitive. With the benefit of time or in light of his departure, is there anything you want to add to the answer you gave me?

BT The answer is no in those terms. It's a tricky question, not because the answer is unclear but the consequences of events of last two weeks is I've learned a lot about what Henry's been doing and I'm not sure quite how that fits into your investigation. There were things which made me feel uncomfortable. I'm guided by you, but I don't want to give you material which you feel isn't the right material for you to have. They're different sort of things but go to his character.

MT That's the difficulty, these issues may be potentially relevant but until I know the answers I don't know how relevant.

BT This is material which would be immensely damaging if it ever saw the light of day, the Secretary of State has gone on TV and refused to say why Henry has left.

MT Pausing there, in terms of confidentiality of this process, I did have a discussion with Amanda and Lorna about the possibility of not appending the notes of these discussions to my report and keeping them entirely confidential. However, they may become disclosable for other purposes. I can't make any cast iron guarantees that others won't see them. However, for the purposes of my investigation, they are the only two individuals within POL who might see the notes.

BT I'm not concerned by that. One of the things that became apparent over the course of the last few weeks has been that Henry was very keen to avoid you reaching conclusions in your investigation, so that it became clear it was not

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his approach that whistleblowing allegations have to be investigated and processes have to be followed properly, as I described earlier. I don't know precisely why the Secretary of State made her decision, but the information provided to her about Henry will I believe have included that feature.

Not only was it failing to recognise whistleblowing and proper investigation of conduct issues, but it was also an inability to identify a conflict of interest and act in accordance with that. Does that tell you anything about what he might have said in the meeting? Can you draw inferences? I leave that to you.

In terms of your direct question, I hesitated over the wording in the last note, I wondered if I was being too generous. I think I have heard him use language like "girls" and I thought he shouldn't say that, it's not helpful, but I am certain that I have not heard him use language about the ethnic origin of a person and women being a "pain in the arse", I've never heard him express those views.

I thought the way he dealt with Lorna at Board meetings was sometimes not very appropriate. It wasn't clear to me whether that was because she was young, a woman, worked for government, or some combination of those, but I thought he gave her less time and was less respectful to her than to other Board members. That's the extent of what I can say about this issue. I've got no interest in favouring Henry, but I don't want to suggest something that's not correct.

MT **Were you aware, or have you since become aware, of someone having conversations with Henry about any inappropriate behaviour before he was dismissed this weekend?**

BT Someone in POL?

MT **Yes.**

BT Yes - another example of concerns that arose in relation to Henry over the course of the last 5-7 weeks, probably since before Christmas, and ancillary to his desire to disrupt the investigation, was his treatment of some people central to that. The worst of that was in relation to Ben Foat, when he behaved quite disgracefully and was aggressive. I heard about that directly from Ben. I saw correspondence about it. I spoke with Karen about it. Amanda and I had a long discussion with Karen about it two weeks ago. I suspect that also factored into the Secretary of State's decision.

There was an incident in relation to a conversation Henry had with the two postmaster directors in which he reported feedback on Ben Foat and Martin Roberts in a very unattractive way in an email headed "Project Pineapple", and by inadvertent error that was made available to a wider group of people. I saw Henry's summary of the conversation with the two Postmaster directors, it was very unflattering and unpleasant, not what I would expect of the Chairman of a company. It was a very material factor for government to be aware of, it seemed to be an important piece of information for them to

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know about. Was Henry given feedback? He was certainly made very aware that the Project Pineapple email was inappropriate.

MT Have you seen that email?

BT Yes.

MT Does it make any reference to anyone's personal characteristics? If you don't feel comfortable answering that-

BT No I'm completely comfortable, I understand why you're asking me that. I don't think so. It's an awful document, I can send it to you.

MT Please could you forward it to me? I'm not appending any documents to my report.

BT I will. I think, you have a look at it. It's very unpleasant, but your question did not previously occur to me. It questions motive and behaviour, not personal characteristics. I will send that to you. Are you happy if I copy and paste it rather than send the whole email?

MT Yes, that's fine. Whilst waiting for that to come through, I want to go back to what you said. It is potentially relevant if Henry was taking steps to limit me or stop me from making findings of fact about him. What did he say in that respect and to whom?

BT You could ask this of Amanda and Lorna, they were both people who he put under pressure to change the scope of or stop the investigation. Just to put it in context, one of the ways he did this was to treat it as a problem with Nick. He said "Nick's under investigation, it's very difficult for him, that's got to be stopped." He somehow perhaps thought that would stop it against him as well. I never heard him say it had to stop against him but I understand he tried to shut it down. I understand he did say to Ben and also Karen that the investigation should be stopped. I'm a bit reluctant to say that with certainty. I think you need to speak to them, starting with Lorna and Amanda is not a bad idea, I think they were on the frontline. I know he was abusive and tough on people involved in the investigation, like with Ben, where he characterised it as a witch-hunt. I think he tried to get Karen to stop it and asked the interim Finance Director to take steps to stop the investigation.

MT Those comments weren't made to you directly?

BT He did have a conversation with me, he said generally that the investigation was difficult for the business and shouldn't be pursued, I said that's just how it works. Two weeks ago I had a conversation with him, I had been the person to tell him about the allegations against him specifically at the end of last year. We had a stormy conversation, he said it was all rubbish. We revisited this about two weeks ago, he wanted to speak to me. He wanted to try and reduce the scope of the investigation into Nick, he said we shouldn't be doing this, we should stop. I did say we should think about whether all allegations against Nick needed to go to final conclusion, one suggestion was to ask you to reach a conclusion about the multiplier without talking to Nick about it. I

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said we would float it with Amanda, that was something we were considering. The way Henry presented it was that Nick was under enormous pressure, he couldn't find time to prepare to see you. And about Angela being a good leaver, I said we could ask the Board about whether wanted it investigated, it was not a conduct point. During our discussion he expressed not wanting the investigation, I said there was a conflict of interest here and that he needed to be careful, he got very cross. He made it plain to me he was trying to avoid the investigation going ahead. He knew I couldn't agree to it, it was not a serious attempt. But he might have said something to Lorna and Amanda

MT Thank you. I hope this hasn't been too difficult for you.

BT It's all sordid and awful, it's embarrassing, when you look at this email, it's horrible.

MT I've got the email now. I don't have any questions to ask you about it. I did speak to Ben around that time. It was clear he was under immense pressure and now the context is more apparent.

BT Not only is the email offensive but also inaccurate. It's not entirely clear how much it's Henry being his conspiracy self and how much actually came from the two postmaster directors.

MT When did Ben become aware of the correspondence? When it was shared?

BT He became aware the next day I think. That was on Sunday, Henry sent it to the Board on Tuesday, along with some other material about postmaster dissatisfaction. He asked Nick to follow up on that latter point. Nick forwarded the material to Ben and Martin, not realising it had this email attached, and Nick also copied it to other people. It's an unfortunate and unhappy story.

MT Those are all the questions I had for you.

BT I hope it's helpful, if you need anything else please do ask. It's become very complicated and messy.

MT I'm speaking to Nick next week. I'm making good progress and hoping I should be able to, depending on when I can get the documents, I'm hoping to be able to conclude interviews and my report soon. Do you have any questions for me?

BT No.

MT I will send the notes through to you.

BT Thank you.

[Ends]

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Signed	
Dated	