

POST OFFICE LIMITED BOARD MEETING

Public

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON TUESDAY 08 JULY 2025 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 09:00 AM

Present:	Nigel Railton	Chairman (NRa) – until 11:00
	Lorna Gratton	Non-Executive Director (LG)
	Simon Jeffreys	Non-Executive Director (SJ)
	Amanda Burton	Non-Executive Director (AB)
	Andrew Darfoor	Senior Independent Director (AD) – Nominated Chair from 11:00
	Richard Hawkins	Non-Executive Director (RH)
	Jonathan Slater	Non-Executive Director (JS)
	Neil Brocklehurst	Chief Executive Officer (NB) – from 9.30
	Preetha McCann	Chief Financial Officer (PMcC)

In attendance:	REDACTED: Personal data	
	Chrysanthy Pispinis	Chief of Staff (Observer) (CP)
	John Dillon	Group General Counsel & Company Secretary (Observer) (JD)
	Gaenor Prest	Interim Chief People officer (Observer) (GP)

REDACTED: Personal data

Other attendees as shown against the minutes for each item.

Apologies:	Brian Smith	Non-Executive Director (BS)
	Sara Barlow	Non-Executive Director (SB)
	Emma Branch	Non-Executive Director (EB)

Action

1.1 Welcome and Conflicts of Interest

A quorum being present, the Chair opened the meeting.

The Chair welcomed **REDACTED: Personal data**, Founder, **REDACTED: Personal data**, who had been engaged by the Chair to undertake a ‘tailored’ Board effectiveness review.

The Chair noted the logistics for the meeting; he was due to attend the publication of Volume 1 of the Post Office Horizon IT Inquiry report and would leave the Board at 11.00, after which Andrew Darfoor, in his capacity as SID, would assume the Chair role.

The Chair noted the session with the Board later in the afternoon on Post Office Horizon IT Inquiry Root Cause Analysis, which would be facilitated by POL’s Inquiry legal advisers.

The Chair called for the Directors to disclose any conflicts of interest. 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.

The Board acknowledged the attendance of **REDACTED: Personal data**, GP, CP and JD as observers at the meeting. As observers, the Board was aware that all contributions made by **REDACTED: Personal data**, GP, CP and JD to the meeting were observations only, and did not constitute advice, recommendations, directions or instructions. The Board confirmed that it would take due care not to be unduly influenced solely by a contribution made by **REDACTED: Personal data**, GP, CP and JD and that it would reach its conclusions based on a balanced and diligent assessment of all the facts available to it.

1.2 Inquiry Confidentiality Undertakings

The Board noted that any attendees without confidentiality undertakings accepted by the Inquiry in place would be excused from the meeting should the need to discuss information confidential to the Inquiry arise.

2. Minutes and Matters Arising

Minutes

TABLED and **NOTED** were draft Minutes from the Board Meeting of 03 June 2025. The Board **RESOLVED** that the Minutes of the Board Meetings held on 03 June 2025 be **APPROVED** as a correct record of the Meeting and be signed by the Chair, subject to the correction of a typographical error.

Matters Arising

The Board **NOTED** the action log and status of the actions shown, including an oral update on the Horizon multi-sourcing strategy action, in the light of which the Board agreed the action could now be closed, alongside the other actions marked for closure.

3. CEO Report

Neil Brocklehurst, Mark Donnelly, Dominic Grounsell, Andy Nice

TABLED and **NOTED** was the 'CEO report'.

Neil Brocklehurst presented the paper which set out:

- The key matters before the Board for discussion and approval.
- Progress updates against POL's five strategic pillars under its Transformation Plan and year-to-date performance across business-as-usual operations.
- A note to mark the tragic events in relation to Air India crash, and the sad loss of a Postmaster and his wife who had been on board.

Discussion included the latest position in relation to:

- The funding outcome for POL under the Government Spending Review, and as part of that, the need for POL to continue to meet DBT's monitoring and evaluation criteria.
- Progress under the DMB franchise programme and as part of that, the anticipated timescales for the completion of the programme and the positive progression of the staff consultations, which the people team were handling sensitively and constructively.
- POL's wider organisational design and restructure.
- Branch technology, including Horizon maintenance and replacement and associated procurement.

Action:

- Board reports to include updates on the culture change journey.

GP – from
September
2025

4. Finance

Preetha McCann, REDACTED: Personal data and REDACTED: Personal data

4.1 Period 2 Management Accounts and Opportunities and Risks Review

TABLED and **NOTED** was the 'P2 FY25/26 Management Report'.

Preetha McCann, REDACTED: Personal data and REDACTED: Personal data presented the update, which set out the P2 month-end financial outturn.

Actions:

- Future reporting to set out the cash position.
- Product revenue/margin table to be simplified, to show the position on Postmaster Remuneration more clearly.

PMcC -
completed

5. Reset Stakeholder Relationships

5.1 Investigations Review

Chrysanthi Pispinis, John Dillon, Gaenor Prest, Mark Donnelly

Mazars: REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Forvis Mazars Investigations Review & Management response'.

Chrysanthi Pispinis introduced the paper and the Mazars team; the team presented the findings from their independent review which set out:

- The context of the Board commissioned independent review of POL's investigation work to identify potential efficiencies, improvements in the operating model and to advise on risk management.
- The findings that POL's investigation model was largely compliant, with no material failures, but that it lacked strategic cohesion across functions and could be improved by a more proportional approach.
- Remediating actions for a revised approach under which POL would do more preventative/risk management/mitigation activity aligned to continuous operational improvement.

Discussion included the next steps in response to the review to:

- Update and simplify relevant policies.
- Consider whether the work of the teams involved in investigations needed to be refocused and the teams re-shaped accordingly.

Actions:

- Plan for the 'end state' to come to the Board in September (principles to be agreed off-line with Andrew Darfoor, as the 'critical friend' NED).
- Final 'end state' and revised investigation policies to come to the Board.

MD –
September
2025
MD –
November/
December
2025

6. Strategy

6.1 Green Paper Principles

REDACTED: Personal data

TABLED and **NOTED** was a paper, 'Green Paper Update'.

REDACTED: Personal data presented the paper, which set out:

- DBT was expected to publish a Green Paper consultation on the future of POL in mid-July.
- POL had engaged constructively with DBT to help inform the consultation and the different options it would explore.
- POL was now developing its thinking on its response and proposed to do so against a set of principles which had been informed by POL's transformation ambitions for a more sustainable and commercial proposition, with Postmasters at the centre.

Discussion included:

- Long term sustainability would require a more favourable and flexible policy/objective framework within which POL was able to operate.
- Postmaster alignment to POL's policy position and response would be crucial, with a balancing view to take account of commercial imperatives and customer needs.
- Significant aspects of POL's change ambition did not rely on the outcomes of the Green Paper and POL would continue to take forward its transformation agenda in the meantime.

Action:

- Board strategy session in September to consider the strategic position in relation to the network **REDACTED: Protecting commercial interests**

Nigel Railton and John Dillon left the meeting to attend the publication of Volume 1 of the Post Office Horizon IT Inquiry report; Andrew Darfoor assumed the role of Chair.

7. Strengthen the Commercial Proposition

Dominic Grounsell

7.1 Parcels & Mails: 25/26 Initiatives & Next Steps

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Parcels & Mails: 25/26 Initiatives & Next Steps'.

REDACTED: Personal data presented the paper, which set out:

- Progress under the 2025/26 mails and parcels initiatives within the Annual Business Plan.
- Proposals to accelerate initiatives (with additional investment) during 2025/26.
- The longer-term vision and plan for mails and parcels under the broader transformation strategy to 2030, which would form part of the Board away day in September.

Discussion included:

- The rapidly changing mails and parcels landscape and the need to continue to explore the 'art of the possible' in terms of the evolution / revolution of POL's mails and parcels offer.
- The need for a holistic commercial plan and cross-functional working, breaking down silos and taking account of the automation, optimisation and technology dependencies across initiatives.
- The quantum of the investment required for the longer-term strategy and the execution risks would be considered at the September Board awayday.

Action:

- Board discussion in September to be clear on:
 - Return on investment
 - Assurance assessment on execution risks.

DG –
September
2025

7.2 Banking Hubs: Progress Update & Next Steps

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Banking Hubs 2 Contract Agreement/ Cash Access UK Negotiations: Progress Update & Next Steps'.

REDACTED: Protecting commercial interests

The Board:

- **APPROVED** the high-level terms for the new Banking Hubs 2 deal.
- **DELEGATED AUTHORITY** to the Chief Revenue Officer to complete and sign the deal.

7.3 ATM Managed Services: Contract Modification

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Modification of Automated Teller Machine (ATM) Managed Services Contract (Value)'.

The Board:

- i. **APPROVED** the ATM Managed Services contract modification, in line with the terms and total contract value, as presented.
- ii. **DELEGATED AUTHORITY** to the Executive to finalise the contract and to any authorised signatory to execute the contract.

8. Ensure the Network is Fit-for-Purpose**8.1 Health & Safety Report**

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Health & Safety'.

8.2 Facilities Management (Hard & Soft Services): Sourcing Strategy

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Sourcing Strategy – Combined Facilities Management Procurement'.

The Board:

- i. **APPROVED** the Combined Facilities Management Services sourcing strategy, in line with the terms and total contract value, as presented.
- ii. **DELEGATE AUTHORITY** to the Executive to finalise the contract and to any authorised signatory to execute the contract.

9. Reset Stakeholder Relationships (Continued)**9.1 Verbal Update on the publication of Volume 1 of the Post Office Inquiry IT Inquiry Report**

REDACTED: Personal data

The discussion was deferred to the later Board session on the Post Office Horizon IT Inquiry Root Cause Analysis.

10. Governance Items**10.1 Board Committee reports (Verbal Updates)**

The Committee Chairs provided updates on the business for their respective Committees since the last Board meeting.

10.2 Committee Appointments

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Board Committee Appointments'.

On the recommendation of the Nominations Committee, the Board **APPROVED** the appointment of:

- i. Jonathan Slater to the Remuneration Committee.
- ii. Simon Jeffreys to the Transformation Committee.

Both appointments were effective from 1 July 2025.

10.3 Delegated Authorities

REDACTED: Personal data

TABLED and **NOTED** was a paper on 'Financial Delegations and Contract Approvals'.

The Board:

- i. **DELEGATED AUTHORITY** to the Transformation Committee to review and approve the pipeline for strategic sourcing strategies (those with a proposed total contract value of £15M or above).
- ii. **APPROVED** the introduction of 20% tolerance threshold for contract modifications where the initial total contract value exceeds £15M, or where the modification takes the total contract value over £15M.

11. Board Effectiveness, to include**Feedback on papers**

The Board noted:

- The ongoing improvement in paper quality.

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- The meeting had a better balance of strategically focused papers.
- Presenters should be clear at the outset on the purpose, the strategic alignment/business imperative and intended outcome from the discussion.

Date of next extraordinary/ scheduled meeting: 29 September 2025

Future Meeting Dates

The future meeting dates were **NOTED**.

12. Papers requested to be taken as read, no presentation

The following papers were **TABLED** and **TAKEN as READ**:

- i. 'RU Performance, Transformation and Transition'; and
- ii. 'Assurance and Complex Investigations (A&CI) Report'.

There being no other business the Chair declared the meeting closed at 13:40.