POST OFFICE LIMITED NOMINATIONS COMMITTEE MEETING
Strictly Confidential

MINUTES OF A MEETING OF THE NOMINATIONS COMMITTEE OF POST OFFICE LIMITED HELD ON TUESDAY 6 JUNE 2023 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 09:30 AM

Present:

Henry Staunton	Chairman, PO Limited **(HS)**
Ben Tidswell	Non-Executive Director **(BT)**
Lorna Gratton	Non-Executive Director **(LG)**
Saf Ismail	Non-Executive Director **(SI)**

In attendance:

Rachel Scarrabelotti	Company Secretary **(RS)**
Nick Read	Chief Executive Officer **(NR)**

Apologies:
Jane Davies

Action

1. Welcome and Conflicts of Interest

A quorum being present, the Chairman opened the meeting. The Chairman 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.

2. Minutes and Matters Arising

TABLED and **NOTED** were draft Minutes from the Committee Meeting of 9 March 2023. The Committee **RESOLVED** that the Minutes of the Committee Meeting of 9 March 2023 be **APPROVED** as a correct record of the Meeting and be signed by the Chair.

The Board **NOTED** the action log and status of the actions shown.

RS spoke to action item 1, advising that a paper would need to be provided to the Committee setting out options in relation to the appointment of successor Postmaster Non-Executive Directors to the Board. The Committee noted that the terms of appointment for the Postmaster Non-Executive Directors were due to expire concurrently and agreed the need for a staggered step down. LG contributed that staggered appointment dates for the incoming Postmaster Non-Executive directors could be considered also. **ACTION** NR requested that [redacted] be invited to present options at the next Committee meeting. The Chairman asked that [redacted] engage with Committee members on this issue ahead of the meeting. [redacted]

NR noted that the position of the Postmaster Director, who was also a full time Postmaster, was also being recruited for. NR had recommended that the job be job share given the commitment. There could be cross over in terms of the Postmasters who applied for this role and the Postmaster Non-Executive Director appointments. **ACTION** NR requested that [redacted] update the Committee in relation to the recruitment of the Postmaster Director at the next Committee meeting. [redacted]

3. Committee Evaluation Report

TABLED and **NOTED** was a paper, 'Nominations Committee Evaluation Report 2022/23'.

RS spoke to the Report advising that whilst overall the Evaluation was positive, that participants to the Evaluation questionnaire had commented that at times the Committee had functioned more on a procedural level, partly due to the absence of a full time CPO for much of the year. Participants to the Evaluation questionnaire had also commented that the Committee needed to spend more time focusing on succession planning for the Group Executive. The Chairman referenced the action that had been discussed at the Board previously for a Board level discussion on succession planning and suggested that a session be scheduled the afternoon ahead of the October Board meeting.

4. Appointments

4.1 Appointment to Board Committee

TABLED and **NOTED** was a paper, 'Appointment to Board Committee'.

The Committee **RESOLVED** to **APPROVE** for **RECOMMENDATION** to the Board the appointment of Ben Tidswell as a member of the Committee effective 2 June 2023.

4.2 Other Appointments for Noting

TABLED and **NOTED** was a paper, 'Appointments for Noting'.

The Committee **NOTED** the appointment of L Harrington as Chair of the Board of Directors of Rungway Limited.

5. Any Other Business

SI offered to attend the DBT Select Committee with those called to show support. LG confirmed that T Cooper had received confirmation from the DBT Select Committee parliamentary clerk that T Cooper would be called. LG noted the option of submitting written evidence to the DBT Select Committee ahead of the hearing and queried whether it would be helpful to write in relation to the status of the compensation schemes the Company was administering including interim payments. The Chairman noted this option.

There being no further business the Chairman closed the meeting at 9:55.

6. Date of Next Meeting: 26 September 2023.

[redacted]

03/10/2023 12:31

Chairman

Voting Results for POL NomCo Minutes from 06.06.2023 (approved on 26.09.2023)

The signature vote has been passed. 1 votes are required to pass the vote, of which 0 must be independent.

Vote Response	Count (%)
For	1 (100%)
Against	0 (0%)
Abstained	0 (0%)
Not Cast	0 (0%)

Voter Status

Name	Vote	Voted On
Staunton, Henry	For	03/10/2023 12:31