



**POST OFFICE LIMITED BOARD MEETING**  
**PUBLIC**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON TUESDAY 24 FEBRUARY 2026 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 09:00 AM**

<b>Present:</b>	Nigel Railton	Chairman ( <b>NRa</b> )
	Lorna Gratton	Non-Executive Director ( <b>LG</b> )
	Simon Jeffreys	Non-Executive Director ( <b>SJ</b> )
	Amanda Burton	Non-Executive Director ( <b>AB</b> )
	Andrew Darfoor	Senior Independent Director ( <b>AD</b> )
	Brian Smith	Non-Executive Director ( <b>BS</b> )
	Sara Barlow	Non-Executive Director ( <b>SB</b> )
	Emma Branch	Non-Executive Director ( <b>EB</b> )
	Richard Hawkins	Non-Executive Director ( <b>RH</b> )
	Jonathan Slater	Non-Executive Director ( <b>JS</b> )
	Neil Brocklehurst	Chief Executive Officer ( <b>NB</b> )
<b>In attendance:</b>	Tom Lee	Acting Chief Financial Officer ( <b>TL</b> )

**REDACTED: Personal data**  
**REDACTED: Personal data**

**Other attendees as shown against the minutes for each item.**

**Apologies:** John Dillon General Counsel and Company Secretary (**JD**)

**Action**

**Pre-Board NED-only session**

The Board held a NED-only session.

**1.1 Welcome and Conflicts of Interest**

A quorum being present, the Chair opened the meeting. The Chair called for the Directors to disclose any conflicts of interest. BS and SB’s roles as serving Postmasters were noted. The Directors declared that they otherwise 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 TL in his capacity as Acting Chief Financial Officer. As an observer, the Board was aware that all contributions made by TL 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 TL 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 held on 27 January 2026. The Board **RESOLVED** that the Minutes of the Board Meeting held on 27 January 2026 be **APPROVED** as a correct record of the Meetings and be signed by the Chair.

An amendment to the Board Minutes from the Board Meeting held on 12 December 2025 was circulated by email on 10 February 2026. The revised Minutes would be signed by the Chair.

**Matters Arising**

The Board noted the action log and status of the actions shown.

- In relation to action #2, on branch modernisation, the Board asked that a date be confirmed for addressing the action.

## POST OFFICE LIMITED BOARD MEETING

### *PUBLIC*

- The Board also noted that at the January Board, the Chief Financial Officer had indicated that options were being explored in relation to POL's Working Capital Facility and that an action should be added to the log to track the progress on this work.

### 3. CEO Introduction

**TABLED** and **NOTED** was the CEO's Introduction Report.

Neil Brocklehurst presented the paper which provided an introduction to the strategic and annual business planning and budget items being tabled at the February Board; the discussion noted:

- At the Board's strategy day in September last year, the Board had agreed the strategic direction across a number of initiatives which, taken together, would deliver the transformation of the Post Office by 2030.
- Since then, the Executive and their respective teams had completed the detailed work to develop the underlying strategies and to draw up delivery plans.
- Other elements of the commercial strategy would come back to the Board in due course. **REDACTED: Protecting commercial interests.**

### 4. Vision/Mission

#### 4.1 Our vision, mission and purpose to 2030

Charlotte Cool

**TABLED** and **NOTED** was a paper on 'Our vision, mission and purpose to 2030'.

Charlotte Cool, supported by Mark Cazaly, presented the paper which set out:

- Finalising POL's Vision/Purpose statements had been delegated to smaller working groups which included postmasters, POL colleagues and Board members, Brian Smith and Amanda Burton.
- A 'message house' had been developed which set out clear expressions of POL's Vision, Purpose, Culture, Behaviours, Transformation Plans and Mission; it provided the framework for ensuring alignment behind a shared understanding of POL's end state in 2030.

Discussion included:

- Customer facing messaging would be informed by up-to-date customer segmentation analysis and led by POL's newly appointed Digital and Marketing Director.
- While POL's commitment to delivering value for money and for operating efficiently was implicit in POL's aspirations for its culture, the Board agreed these intentions should also be more explicitly referenced in relevant messaging and expressions of POL's plans.
- POL's 'behaviours framework' had not been updated at a headline level, but work was in hand to refresh the underlying descriptors and examples to ensure full alignment to POL's strategic intent.

The Board agreed the 'message-house' provided a credible framework for POL's future strategic outlook; the points made in the discussion would be picked up and included in the more detailed and specific underlying messages, where relevant.

### 5. Strengthen the Commercial Proposition/ Ensure Network is Fit for Purpose

#### 5.1 Revenue and Network Plan

Dominic Grounsell, **REDACTED: Personal data**

**TABLED** and **NOTED** were presentations on the 'Revenue Playbook – Driving Growth 2026-2030' and 'Network Strategy – Update on implementation'.

Dominic Grounsell, supported by **REDACTED: Personal data**, presented the slides which set out:

- Significant progress had been made since the directional discussions at the September Board strategy day to confirm the long-term revenue and network strategies.

## POST OFFICE LIMITED BOARD MEETING

### *PUBLIC*

- The planning work had tested the assumptions against the prevailing operating and commercial landscape, assessed the associated technology, capability and capacity implications and helped confirm the prioritisation of initiatives.
- The revenue growth assumptions for the 2026/27 budget and for the longer-term forecast were being refined and would be presented for approval at the March Board.

#### Discussion included:

- The key risks to delivery of the revenue and network strategies included not being able to deliver at sufficient pace, for example, due to a lack of internal capability and/or because of external challenge (such as the recent challenge to the exclusion zone changes).
- In the case of the latter and external challenge, lessons were being learnt to ensure plans were communicated clearly and accurately, with key communications coming direct from POL, rather than relying on a cascade through representative bodies, which risked misrepresentation.
- The three principles underlying the network strategy, around maintaining a customer focus, prioritising the overall health of the network and building commercial partnerships stood up to scrutiny and were aligned to securing the long-term sustainability and success of Post Office and Post Offices.
- However, the principles, when put together, invariably meant that some decisions would have a detrimental impact on certain parts of the network, including individual Post Offices where the postmaster may have invested their own money in good faith. It would be important to understand the impact (execution risks) on the different network formats, and anything that might be done to minimise or mitigate the impact.

#### Actions:

- ‘Must-do’ revenue initiatives to be confirmed at the March Board.
- Network execution impact and mitigation analysis to come to the March Board.

**DG –  
March  
2026**

## **6. Annual Business Plan**

### **6.1 FY2026/27: Overview**

Andy Nice

**TABLED** and **NOTED** was a paper on the Annual Business Plan (ABP).

Andy Nice presented the paper, which set out:

- The current draft ABP focussed on the big-ticket strategic items POL proposed to progress in FY2026/27 under the Transformation Plan.
- The FY2026/27 plans had been informed by a prioritisation exercise which had considered the extent to which initiatives would deliver POL’s strategic, commercial and financial ambitions; initiatives deemed to be of lower criticality would be delivered later in the plan.
- A full cost benefit analysis of initiatives was underway to inform the final FY2026/27 budget and the flow through to the longer-term financial forecast.

#### Discussion included:

- The Executive had determined that the Transformation Plan for FY2026/27 was manageable and the initiatives deliverable, but accepted that it would need to continue to test this and be ready to re-prioritise, as required; initiatives that were not currently proposed to be progressed in FY2026/27 might also be added to the pipeline subsequently, subject to further analysis of the costs and benefits (and having also taken a view on dependencies, prioritisation and capacity).
- The implications arising in relation DBT funding for the Strategic Transformation and Future Technology Programmes were being worked through, including to take account of the parameters government had set for RDEL and CDEL expenditure limits; this analysis would inform the need for any POL funded change expenditure.

- The final ABP for approval in March would include a return on investment analysis (both in terms of any anticipated revenue uplift and non-financial benefits, such as reducing the cost to serve for Postmasters).
- The approved ABP would inform the organisational success measures (as articulated in POL's incentive awards) and the performance management processes underneath that, ensuring there was a 'golden thread' running through the ABP, the organisational objectives and colleagues' personal objectives.

## 7. Management Accounts/ Budget

### 7.1 Post Office Insurance 2026/27 Budget and Updated Three Year Plan

Paul Paddock, Alison Soltani-Davies

**TABLED and NOTED** was a paper on 'Post Office Insurance (POI) 2026/27 Budget and Updated Three Year Plan'

Paul Paddock, supported by Alison Soltani-Davies, presented the paper which set out:

- POL's FY2026/27 budget **REDACTED: Protecting commercial interests** and its forecast under its updated three-year plan **REDACTED: Protecting commercial interests**.
- **REDACTED: Protecting commercial interests**.

Discussion included:

- **REDACTED: Protecting commercial interests**.
- POI would continue to test the outcome from its own strategic review against the prevailing context and changing market dynamics, as appropriate.

The Board:

- i. **NOTED** POL's FY2025/26 Q3F.
- ii. **APPROVED** POL's 2026/27 budget.
- iii. **APPROVED** POL's revised 3-year plan (subject to a revised view being presented to the Board under a FY2026/27 6+6 reforecast).

### 7.2 POL FY2025/26 Q3 Forecast

Tom Lee, **REDACTED: Personal data**

**TABLED and NOTED** was a presentation on the 'Q3 Forecast'.

Tom Lee, supported by **REDACTED: Personal data**, presented the slides which set out:

- POL's Q3 Forecast, including:
  - a forecasted year-end view on operating expenditure, compared to budget;
  - a prior year operating expenditure analysis; and
  - a forecasted year-end view on postmaster remuneration, which was expected to exceed the increase target.

Discussion included:

- The imperative of maintaining robust cost controls, albeit some of the cost pressures were outside of POL's direct control.
- The target increase for postmaster remuneration had been expressed as a minimum target, with a commitment to pay further increases if the budget position permitted.

### 7.3 POL FY2026/27 Budget: Initial Review

Tom Lee, **REDACTED: Personal data**, Dominic Grounsell

**TABLED and NOTED** was a presentation on 'FY26/27 Budget'.

Tom Lee, supported by **REDACTED: Personal data**, presented the slides which set out:

- The current iteration of the budget, which showed the baseline position for:
  - Group revenue;
  - postmaster remuneration;
  - operating expenditure (and anticipated cost savings); and
  - security headroom.

Discussion included:

- Between now and March, the budget would continue to be finessed to test the assumptions, including for operating expenditure, where further cost savings were expected to be identified, and for the anticipated revenue uplifts from POL's transformation initiatives (and linked to this, for postmaster remuneration).
- In relation to postmaster remuneration specifically;
  - the Board was supportive of the option recommended by the Executive for increasing postmaster remuneration in FY2026/27 through targeted top-ups, where the current baseline position was some way adrift of the 2025/26 intent and the forward plan for 2026/27; and
  - while POL's long-term intent for postmaster remuneration was based on an approach comprising rate increases and performance improvements to drive higher revenue.

## 8. Transform Technology and Data

### 8.1 End User Compute Services Sourcing Strategy

Paul Anastassi, REDACTED: Personal

**TABLED** and **NOTED** was a paper on 'Strategic Options for the continuation of End User Compute Services'.

Paul Anastassi, supported by Liam Carroll, presented the paper which set out:

A proposal to award a two-year contract extension (under PCR 2015 Reg 72(1)(e)) to DXC for the provision of end user compute services,

- 

Discussion included:

- 

The Board:

- APPROVED** a two-year contract extension (under PCR 2015 Reg 72(1)(e)) to DXC for the provision of end user compute services
- DELEGATED AUTHORITY** to the CTO to agree the contract change and award the contract and to an authorised signatory to execute the contract.

## 9. Reset Stakeholder Relationships

### 9.1 REDACTED: Confidential Inquiry Information

REDACTED: Confidential Inquiry Information

## 10. Matters to be taken as read, no presentation

### 10.1 Green Paper Update

Charlotte Cool,

**TABLED** and **NOTED** was a paper on the 'Future of Post Office'.

Charlotte Cool, supported by REDACTED: Personal data, presented the paper which set out:

- DBT was due to publish its response to the Green Paper consultation on the Future of Post Office, the day after the Board.
- POL had been closely engaged in helping to shape the response, and so was sighted on the outcomes which were positive and aligned to POL's Transformation Plans.

Discussion included:

- The outcomes would be expressed as (5) policy objectives and would form the basis of the annual letter to the Chair from the Shareholder.
- The objectives would provide for a favourable policy environment, although POL would hope for some flexibility in the weighting of the objectives to ensure POL was able to deliver its Transformation Plan objectives.



## POST OFFICE LIMITED BOARD MEETING

### *PUBLIC*

- A second consultation response covering culture and governance would come after (and take account of) the publication of the POHIT Inquiry Volume 2 report.

#### **11. AOB**

##### IR35 HMRC Settlement

Simon Jeffreys noted that a meeting of a sub-committee of the Board, comprising him, the Chair, the CEO and the Acting CFO would be arranged to finalise the terms of the settlement agreement with HMRC in relation to IR35 tax liabilities.

*[The sub-committee subsequently met on 27 February 2026]*

There being no other business, the Chair declared the meeting closed at 12.50.