

Post Office Limited Governance

Shareholder Executive (ShEx) - BIS

Executive directors:
Paula Vennells (CEO)
Chris Day (CFO)

POL BOARD
Chairman: Alice Perkins
2 executive directors
5 non-executive directors

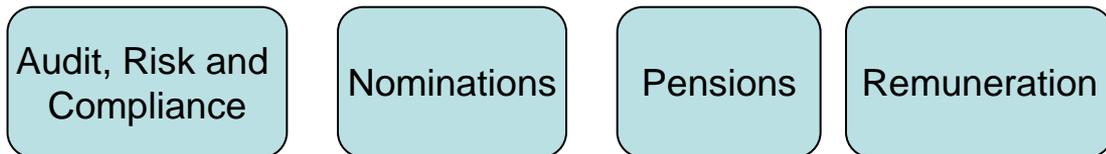
Non-executive directors:
Neil McCausland (SID)
Virginia Holmes
Alasdair Marnoch
Susannah Storey
(representative of ShEx)
1 director to be appointed

Delegated authority

**Executive Committee
(ExCo)**

The Board has delegated authority to the executive team for day to day management of the business. ExCo is made up of the CEO and the direct reports who head up the main operating and support divisions

Board committees



Committees deal with particular areas of focus for the Board (including Audit, Risk and Compliance, Nominations, Pensions and Remuneration). Each committee is chaired by a non-executive director and has its own Terms of Reference

Shareholder Executive (ShEx)

All companies are required to seek approval from their shareholders for major decisions. In the same way, Post Office Limited must seek consent from its Government shareholder in a number of circumstances. The types of decisions for which the shareholder's consent is needed, and the formal mechanisms for interaction between Post Office Limited and its shareholder, are set out in the Articles of Association.

Examples of proposed Post Office business decisions which must be approved by the Shareholder Executive include entry into any new business outside the previously agreed 5 year Strategic Plan, substantial borrowings, any transactions requiring a commitment of more than £50 million and the appointment of any Chairman, Chief Executive or Director.

The Board

The Board of Directors of Post Office Limited is chaired by Alice Perkins CB. As Non-Executive Chairman she is independent both of the executive management of Post Office Limited and of its shareholder.

The CEO and the CFO are executive directors who work in the business and are directly employed by Post Office Limited. By contrast, non-executive directors are not employees but bring to the Board extensive experience of business gained elsewhere.

The duties and responsibilities of non-executives and the terms of their engagement are set out in individual letters of appointment.

The non-executives contribute independent thought and judgment and are important members of Board sub-committees. Committees are set up to undertake more detailed review of matters such as audit, risk and compliance, appointments to the Board and the remuneration of senior executives and areas of technical complexity, such as pensions.

No director can be appointed to the Board without the consent of the shareholder. All have the same legal responsibilities and duties, as set out below.

Directors' duties

The Companies Act 2006 sets out clearly the duties of directors. These principles apply to all directors of Post Office Limited.

A director of a company must act in accordance with the company's constitution, and only exercise powers for the purposes for which they are conferred.

A director has a duty to promote the success of the company and a duty to exercise independent judgment. He or she must exercise reasonable skill, care and diligence in performing his or her duties.

A director of a company must avoid a situation in which there may be a conflict between personal interests and those of the company. A director must not accept a benefit from a third party which is offered or given because of their position as a director of the company, or because they may be able to influence Board decisions.

Directors must also disclose any interest which they have, or may have, in any contract involving the company.

The Executive Committee

The Board has delegated authority for operational day to day management of the business to the Executive Committee, which is headed by the CEO and is made up of the heads of each division and support area. The Executive Committee remains accountable to the Board for its close management and supervision of the business.

The Executive Committee meets at least twice each month to receive reports and to review performance, to consider proposals for major investment and new business initiatives and to co-ordinate the efforts of people across the business.

The current members of the Executive Committee are listed [here](#).