



**POST OFFICE LIMITED BOARD MEETING  
PUBLIC**

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF POST OFFICE LIMITED HELD ON TUESDAY 25 NOVEMBER 2025 AT 100 WOOD STREET, LONDON, EC2V 7ER AT 11.00 AM**

- Present:**
- |                   |  |
|-------------------|--|
| 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> ) – via Teams |
| 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> )            |
| Preetha McCann    | Chief Financial Officer ( <b>PMcC</b> )          |
- In attendance:** REDACTED: Personal data      REDACTED: Personal data
- Other attendees as shown against the minutes for each item.**
- Apologies:** John Dillon      Company Secretary and General Counsel

**Action**

**Pre-Board NED-only session**

The Board held a NED-only session, addressing an observation from the external Board evaluation that holding such sessions were good practice.

**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.

**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 29 September 2025 and notes from the Strategy Day held on 30 September 2025. The Board **RESOLVED** that the Minutes of the Board Meeting held on 29 September 2025 be **RATIFIED** as a correct record of the Meeting, having approved them via email in the interest of timely clearance for publication.

**Matters Arising**

The Board noted the action log and status of the actions shown and agreed the actions marked for closure.

**Action**

- Actions marked as ongoing to be given clear deadlines for closure and/or marked as closed if there were clear documented plans to address them against an agreed timeframe.

**Co Sec –  
January  
2026**

**3. CEO Report**

Neil Brocklehurst, Mark Donnelly, Dominic Grounsell, Andy Nice (via Teams), Gaenor Prest **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, including the work that was in hand to develop the more detailed implementation plans to execute the underlying strategies discussed at the September board away day.
- Year-to-date performance across business-as-usual operations.

Discussion included:

- The progress being made in relation to the DMB exit programme and relationship building with POL's strategic and scale partners.
- Commercial performance, **REDACTED: Protecting commercial interests** and a number of wider commercial opportunities that were being explored.
- Staff engagement and POL's commitment to its Inclusion Strategy, with particular reference to an inappropriate anonymous comment that had been made after a recent staff network event, how this was being addressed (with the Board emphasising its full support for the zero-tolerance stance that was being taken) and the implications for culture change.
- Postmaster engagement, with particular reference to recent exchanges with postmaster representative groups and the work that was in hand to develop a new postmaster inclusion/engagement strategy (with critical friend support from Non-Executive Director, Jonathan Slater).

#### 4. Finance

##### 4.1 Q2 Forecast/ Period 7 Management Accounts

Preetha McCann, **REDACTED: Personal data**

**TABLED** and **NOTED** were updates on the 'Q2 Forecast' and 'P7 FY25/26 Management Report'.

Preetha McCann, **REDACTED: Personal data** presented the updates, which set out:

- POL's financial performance against the Q2 Forecast.
- An updated view of financial performance as at P7.
- A forecasted year-end view on the operational expenditure risk to budget.

Discussion included:

- The current cost pressures and the steps being taken to mitigate the risks, including through colleague engagement and by maintaining disciplines around releasing uncommitted spend.
- The underspend position in relation to marketing and the strategic re-set plans.

##### 4.2 Working Capital Facility: Increase for 2025/26 Peak Trading Period

Preetha McCann, **REDACTED: Personal data**

**TABLED** and **NOTED** was a paper on 'Working Capital Facility Increase for peak trading period FY25/26'.

The Board **APPROVED** a temporary increase in the utilisation level of the £950m DBT Working Capital Facility from £750m to £850m, effective from the start of December 2025 to the end of March 2026; the Board noted the facility was increased temporarily every year, in advance of the peak trading period.

##### 4.3 **REDACTED: Protecting commercial interests/conduct of affairs**

**REDACTED: Protecting commercial interests /conduct of affairs**

##### 4.4 2024/25 Annual Report and Accounts (ARA)

Preetha McCann, **REDACTED: Personal data**

**TABLED** and **NOTED** was a paper on 'the 'FY24/25 ARA approval'.

Preetha McCann and **REDACTED: Personal data** presented the paper which set out:

- The Audit, Risk and Compliance Committee had approved the ARA for submission to the Board, noting that the external audit work and associated assurance activities were largely complete.
- The main outstanding items included:
  - obtaining signed assurances/documents from DBT regarding funding and support;
  - completion of the Executive Management attestations; and
  - PwC's final audit clearance.

The Board:

- i. **APPROVED** the Annual Report and Accounts for the year ended 30 March 2025 for signing, subject to final approval at a Board sub-committee once all the outstanding matters had been resolved.
- ii. **DELEGATED AUTHORITY** to a Board sub-committee comprising the CEO, CFO, ARC Chair and Chairman to authorise the signing of the ARA.

#### 4.5 **2026/27 Postmaster Remuneration Intent**

Dominic Grounsell, **REDACTED: Personal data**, Charlotte Cool

**TABLED** and **NOTED** was a paper on '2026/27 Postmaster Remuneration changes'.

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

- Proposals for a new approach to Postmaster remuneration to replace top-ups with permanent product//service rate changes, alongside the introduction of a simpler remuneration system which incentivised commercial and operational performance.
- Proposals to remove the mains/locals rate differential.
- Planned staged communications, with an initial announcement to update Postmasters on the new approach and rate changes in January 2026, with a follow up communication in March 2026 to provide indicative trading guidance for FY26/27 and any further rate increases.

The discussion included:

- The feedback from the different Postmaster engagement/consultation forums in relation to:
  - removing the mains/local rate differential, with some taking the view that this should be phased over two years; and
  - the desire for more concrete trading forecasts.
- The need to ensure that the communications and updates to Postmasters included the wider context of the branch modernisation programme and planned investment.

The Board was supportive of the proposed approach whereby rate increases would form the basis of Postmaster remuneration uplifts and for the two-stage communication plans, however, it agreed that further engagement with Postmasters was needed to settle the position on the approach and timeline for removing the mains/locals rate differential.

#### **Action:**

- Additional Board to be arranged in December for a final decision, informed by further engagement with the Postmaster NEDs and postmaster engagement/representative groups and a clear communications strategy.

Co Sec –  
completed  
(Board call  
was held on  
12  
December  
2025)

#### 5. **Reset Stakeholder Relationships**

**REDACTED: Subject to legal professional**

**REDACTED: Subject to legal professional**

**6. Governance Items****6.1 Board Committee reports (Verbal Updates)**

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

**6.2 Sealings Report**

**REDACTED: Personal data**

The Board **APPROVED** the affixing of the Common Seal of the Company to the documents set out against items numbered 2367 – 2379 and 2381 - 2402 inclusive in the Register of Sealings.

**6.3 External Board Performance Review – Action Plan**

**REDACTED: Personal data**

**TABLED** and **NOTED** were the following papers on:

- (i) 'Board Effectiveness Review 2025: Action Plan – Cover Paper'; and
- (ii) 'Appendix 1 – Board Effectiveness Review Action Plan'.

**REDACTED: Personal data** presented the papers which set out a draft action plan for addressing the key recommendations from **REDACTED: Personal data** tailored Board effectiveness review.

The discussion noted:

- **REDACTED: Personal data** had presented her report and recommendations at the September Board.
- The Board had agreed the main areas on which it would wish to target efforts to enhance its effectiveness/performance and had asked for a short and actionable plan to be drawn up to address the key findings.
- The Deputy Company Secretary had drafted an action plan which the Company Secretary and Chair had agreed for submission to the Board.

The Board **AGREED** the action plan for addressing the key recommendations from **REDACTED: Personal data** Board effectiveness review.

**7. Papers requested to be taken as read, no presentation**

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

- (i) 'Health & Safety Report';
- (ii) 'RU Performance, Transformation and Transition';
- (iii) 'RU/Inquiry Funding: 2026/27';
- (iv) 'HSS Cases Update';
- (v) 'A&CI Report';
- (vi) 'Future Meeting Dates'; and
- (vii) 'Forward Agenda'.

**8. AOB**

There being no other business the Chair declared the meeting closed at 15:15.