



Position Specification

Post Office Ltd

Non-Executive Director

Background

With over 11,500 branches, Post Office has the biggest retail network in the UK. 99.7% of the population live within three miles of a Post Office and 4,000 branches are open seven days a week.

A publicly owned company, the majority of our branches are run in partnership with retail partners on a franchise basis. We play a key role in communities, often as a central hub for towns and villages, providing an important source of social interaction, access to essential services, and supporting local economies and small businesses in addition to more vulnerable members of society.

Post Office offers a vast range of products and services, however it is simplifying its proposition with a focus on its [cash and banking](#); [mails and parcels](#); [foreign exchange](#); and [bill payments](#) services.

We continue to play a key role on the high street, with [research](#) indicating that visits to the Post Office help drive another 400 million visitors to other shops, restaurants and local businesses, equating to an estimated £1.1 billion in additional revenue for High Street businesses.

Our Everyday Banking services in partnership with over 30 banks, building societies and credit unions means that 99% of customers can access their High Street bank account securely and conveniently over the counter at their local Post Office for cash withdrawals, deposits and balance enquiries. Post Office is also committed to safeguarding 1,400 free-to-use ATMs across the UK, helping anyone who wants cash to get it whichever way is most convenient.

Transformation is essential to our future. We are the only retailer with a presence in each nation and every community across the UK and we need to adapt our branch network to reflect the way people live their lives today. Prioritising strong, trusting and rewarding relationships with all our Postmasters will be critical to this.

We will grow our network, making sure we have the right branches in the right locations nationwide. We will innovate in Mails, working with more carriers and delivering more of what customers want and small businesses need.

We will secure free, convenient and reliable access to cash in every community. We will build commercial partnerships, to launch new products and services in our branches and online. We will invest in new branch technology for Postmasters and online for their customers. And we will create value for our shareholder with a successful, sustainable and efficient business.

The Board

The Post Office Board currently consists of the Chairman, four independent Non-Executive Directors, a Shareholder appointed Non-Executive Director, a Chief Executive Officer and a Chief Finance Officer. The Board has also announced the appointment of two Postmaster Non-Executive Directors who will join the Board in June 2021. *Biographies for the Board can be found in Appendix I.*

The Board now wishes to appoint an additional independent Non-Executive Director with a legal background. The term of office is 3 years.

The Role

The primary role of the Non-Executive Director will be to:

- Demonstrate commitment to Post Office's role as a commercial business that delivers a social purpose and is seeking to build a modern franchise in partnership with its Postmasters and multiple partners
- Participate in the development of Post Office's strategy and oversee its implementation
- Contribute positively to the Board's discussions and decision-making, applying intellectual rigour, considering the impact of decisions on different stakeholders and providing constructive challenge and support to management
- Bring knowledge, experience and expertise to shape how the business develops
- Provide oversight of and receive assurance on the operation of the business, its compliance with law and regulation, risk management and internal controls
- Provide leadership on the values and culture the company seeks to promote, including its engagement with Postmasters, clients, customers, employees, suppliers and shareholder
- Monitor the performance of management in meeting agreed targets and objectives
- Demonstrate the high standards of integrity and behaviour expected of a director of a government owned company (<https://www.gov.uk/government/collections/public-bodies-non-executive-directors-principles-and-standards>)
- In addition, we are looking for the post holder to chair a Board Committee which will have oversight of the management of the compensation schemes flowing from the settlement of the Group Litigation Order in December 2019 and addressing the historical errors associated with Post Office's role as a private prosecutor.

Candidate Profile

The candidate will need to be a corporate lawyer with governance experience, including the management of compensation schemes, and experience with litigation. They will need to demonstrate an excellent approach to stakeholder management and have the gravitas, experience and communication skills required to address the needs of claimants and to engage with Government and wider stakeholders, such as the media.

The candidate will need an understanding of the retail market and bring a commercially focussed outlook together with a commitment to delivering Post Office's social purpose. Strong analytical skills,

resilience and enthusiasm will be critical to supporting the development of a modern franchise in partnership with our Postmasters and multiple partners.

Time Commitment

There is an estimated time commitment of around two days per month but additional meetings may be convened where required and additional time may be associated with chairing responsibilities.

Board dates for 2021/22 are listed in Appendix II.

How to apply

In order to apply, please submit a CV and cover letter which encapsulates the aspects of your experience relevant to the required criteria.

The preferred method of application is online at www.odgers.com/82782

If you are unable to apply online please email your application to 82782@odgersberndtson.com

All applications will receive an automated response.

The deadline for applications is: Wednesday 12th May @ 5pm

For a conversation in confidence, please contact: Rachel Slattery
Rachel.slattery@odgersberndtson.com

Board dates for 2021/22 are listed in Appendix II.

Appendix I - Board Biographies

Tim Parker - Independent Chairman Joined the Board 01 October 2015.

[Chairman of the Nominations Committee and member of the Remuneration Committee]

Tim has been CEO of several well-known companies: Kenwood, Clarks, Kwik-Fit, the AA and Samsonite. He has served as a Non-Executive Director on a number of FTSE 100 companies: Legal and General, Alliance Boots and Compass Group, and has been a Board member of the Audit Commission and the South West Regional Development Agency. He has been an Industrial Partner at CVC Capital Partners. Tim is the Non-Executive Chairman of Samsonite Corporation, Non-Executive Chairman of National Trust and Chairman of HM Courts & Tribunals (HMCTS).

Ken McCall – Senior Independent Director Joined the Board 21 January 2016

[Chairman of Remuneration Committee and member of both the Audit, Risk and Compliance and the Nominations Committees]

Ken joined Brambles as a Non-Executive Director in July 2020. Ken's background is primarily in global network management, international logistics and supply chain, with leadership positions including Chief Executive, DHL Express UK & Ireland, from 2008 - 2010, and MD, Networks and Operations, DHL Express Europe, which consolidated his strong understanding of continental Europe. He lived and worked in China during his time with TNT NV, as CEO TNT China, 2004 - 2007, and CEO TNT Asia, Middle East, Africa & Indian Subcontinent, 1996 - 2004. More recently, Ken served as Deputy Group CEO at Europcar Mobility Group from 2010 - 2019, where he led delivery of record results and substantial profitable growth. Previously, he held roles including Group Chief Operating Officer, Director, Global IT Systems and Group Managing Director for the UK Group. Ken also has 10 years' experience as a Non-Executive Director. He served on the board of FTSE250 retailer SuperDry plc from 2010 to 2016 and was a member of Audit and Remuneration Committees. Ken is a member of the Chartered Institute of Transport and Logistics, Singapore.

Tom Cooper – Non-Executive Director Joined the Board 27 March 2018

[Member of the Audit, Risk and Compliance Committee, Nominations Committee and the Remuneration Committee]

Tom Cooper was appointed a Director at UKGI and started in November 2017. He is also a Non-Executive Director of OneWeb. Prior to joining UKGI he was Global Co-Chairman of M&A at Deutsche Bank where he spent 8 years. In addition to advising clients and working with them on transactions, he chaired the Fairness Opinion Committee in EMEA and was a member of the committee responsible for approving franchise lending to Deutsche Bank's corporate clients in EMEA. Before joining Deutsche Bank, he worked at UBS Investment Bank for 21 years. He had various roles including working with UK clients, Nordic Coverage, Transport, Utilities and M&A. He finished his career at UBS as Head of European M&A. He started his career at KMPG.

Carla Stent - Non-Executive Director Joined the Board 21 January 2016

[Chair of the Audit, Risk and Compliance Committee]

Carla, a qualified Chartered Accountant, has held a number of senior positions in banking, private equity and in retail industries. She has had direct responsibility for corporate finance and post-merger integration, strategy, business operations, brand development and management and business transformation. Carla has worked at Board level for organisations including Barclays Bank plc and Virgin Group. Carla is currently a Non-Executive Director of JPM Morgan Elect plc, Smith and Williamson Group, Power to Change Trust and Marex Spectron

Group (which she also chairs).

Zarin Patel - Non-Executive Director Joined the Board in December 2019*[Member of the Audit, Risk and Compliance Committee]*

Zarin is currently on the Board of Anglian Water Services Limited where she chairs their Audit and Risk Committee and sits on the Nomination Committee. She sits on the Board of Trustees of the National Trust and chairs its Audit & Risk Committee. She is a Non-Executive Director of Pets at Home and chairs their Audit Committee. She is also an Independent Member of the Audit & Risk Committees of both HM Treasury and John Lewis Partnership plc. Zarin was most recently the Chief Operating Officer of The Grass Roots Group PLC, a customer and employee engagement specialist. She was the BBC's Chief Financial Officer and member of its Board from 2004 to 2013 during which time she helped to transform the BBC into a fully digital broadcaster. Prior to the BBC she spent sixteen years at KPMG working on FTSE quoted conglomerates in a variety of sectors. Zarin is a chartered accountant.

Lisa Harrington - Non-Executive Director Joined the Board in April 2020*[Member of the Nominations Committee and Remuneration Committee]*

Lisa is a tech executive and diversity advocate. She has spent 25 years growing and transforming business across the Professional Services, Education, Technology, Utilities and Telecommunications sectors. She started her career Accenture in Ireland and UK. Later, she joined British Telecom (BT) where she spent 10 years in a range of leadership positions including Divisional CIO, Group Managing Director of Transformation, and Managing Director Service Operations. In her final role she was Chief Customer Officer BT Group, reporting to the CEO. Most recently, Lisa was Managing Director of QA Ltd, the biggest tech and cyber skills provider in the UK. Lisa is a well-known advocate for diversity in STEM (Science, Technology, Engineering and Maths) and founded the BT TechWomen programme to reframe the diversity dynamic in BT. She is an industry advocate for mental health in the workplace and was recently invited to become a mentor for the UK Cabinet Office REACH programme. Currently, Lisa provides independent, business advisory services. She specialises in digital transformation and is particularly interested in high growth/ fast turnaround businesses. Lisa has held a number of non-executive posts including terms on the boards of Southern Water and West London NHS Mental Trust.

Nick Read – Group Chief Executive Officer Joined the Board in September 2019

Nick joined Post Office as Chief Executive Officer in September 2019. Nick was most recently Group CEO at Extra Energy and prior to that CEO at Nisa Retail Limited where he led the stabilisation and transformation of the business ahead of its sale to the Co-Op in 2018.

Nick has over 25 years of consumer and commercial experience and has previously held senior roles at Tesco, Vodafone, HBOS, Lloyds Banking Group and Thomas Cook. In his earlier career, Nick was a Consumer and Retail Strategy Manager at Deloitte Consulting, a Purchasing Director for Aldi UK and spent 4 years as a Captain in the 4th/7th Royal Dragoon Guards, H.M. Forces.

Alisdair Cameron - Group Chief Finance Officer Joined the Board 28 January 2015

Al became the Chief Financial Officer of Post Office in January 2015, subsequently becoming Chief Finance & Operations Officer. He served as Interim CEO from April to September 2019. He is also a Non-Executive Director of the Dover Harbour Board. From 2002 to 2014, Al worked in a variety of roles for Centrica plc, a FTSE 100 company, including Director of Audit & Risk, Group Financial Controller, Finance Director of British Gas and Managing Director of British Gas Enterprise.

Previously he was a partner with Arthur Andersen. He has served as a non-executive on the Board of Oxford University Hospitals and the e-Learning Foundation.

Appendix II – Board and Committee Meeting Dates**2021**

Date			Time	Meeting
Thursday	03 June	2021	09.30 – 15.00	Board
Thursday	03 June	2021	15.00 – 16.00	Nominations Committee
Thursday	03 June	2021	16.00 – 17.00	Remuneration Committee
Tuesday	29 June	2021	10.00 – 12.00	Additional ARC (for ARA)
Monday	26 July	2021	09.00 – 11.30	ARC
Tuesday	27 July	2021	09.00 – 13.00	Board
Tuesday	27 July	2021	13.30 – 18.00	Board Strategy Away Day – 1
Wednesday	28 July	2021	08.30 – 16.30	Board Strategy Away Day – 2
Tuesday	28 September	2021	09.00 – 11.30	ARC
Tuesday	28 September	2021	11.45 – 16.15	Board
Tuesday	28 September	2021	16.15 – 16.45	Nominations Committee
Tuesday	28 September	2021	16.45 – 17.30	Remuneration Committee
Tuesday	26 October	2021	09.00 – 14.00	Board
Tuesday	30 November	2021	09.00 – 11.30	ARC
Tuesday	30 November	2021	11.45 – 16.15	Board
Tuesday	30 November	2021	16.15 – 16.45	Nominations Committee
Tuesday	30 November	2021	16.45 – 17.30	Remuneration Committee

2022

Date			Time	Meeting
Monday	24 January	2022	15.00 – 17.30	ARC
Tuesday	25 January	2022	12.30 – 17.00	Board
Tuesday	15 February	2022	10.00 – 11.00	Nominations Committee
Tuesday	15 February	2022	11.00 – 12.00	Remuneration Committee
Tuesday	29 March	2022	09.00 – 11.30	ARC
Tuesday	29 March	2022	11.45 – 17.00	Board

All the above dates are confirmed although the timings may change slightly.