

Monday, 15 July 2024

(12.00 noon)

**Announcement re Phase 7**

**MS PRICE:** Good morning sir, can you see and hear us?

**SIR WYN WILLIAMS:** Yes, I can. Before we start hearing evidence, Ms Price, I have an announcement to make about evidence gathering relating to the final phase of this Inquiry, so I propose to make this announcement now, all right?

**MS PRICE:** Yes, sir.

**SIR WYN WILLIAMS:** As Core Participants and members of the public will be aware, the final phase of the Inquiry, Phase 7, is concerned essentially with the here and now. I will be enquiring into such questions as:

How does the Post Office treat its subpostmasters?

What is the culture of the Post Office like now?

How does that culture compare with the culture prevailing before the Group Litigation?

How do those who are entitled to compensation view their experiences of making claims?

Has the Post Office and Government delivered on its promise to provide compensation which is full and fair?

In order to help me answer these questions, I have commissioned YouGov, an independent research and data analytics firm, to conduct two surveys. One survey is

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when responding to the surveys without fear of repercussions.

I want to make public too that Post Office, at the Inquiry's request, will shortly be writing to all applicants to the Historic Shortfall Scheme inviting them to may have their legal privilege in respect of certain information about the scheme.

The Post Office is taking that step so as to enable it to answer requests for information which the Inquiry has requested it should provide. I urge all applicants to the scheme to respond positively to this letter so the Inquiry is given as much information as possible on how the scheme is running.

The answers which are provided to the surveys will be treated as formal evidence to the Inquiry and they will be analysed by YouGov in a report. Such a report will, I have no doubt, help to make sure valuable lessons can be learnt.

From this week, some 16,000 people will be contacted directly via email. The surveys can be completed online or over the telephone for those who need reasonable adjustments. If you are both a current subpostmaster and you applied for compensation understanding the Horizon Shortfall Scheme, you will receive two separate survey links, one for each survey.

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aimed at current subpostmasters, the second survey is for those who have applied for compensation under the Horizon Shortfall Scheme.

I want to hear from all of those persons to whom these surveys will be sent. As people with direct experience of the topics covered by the surveys, they are best placed to provide me with invaluable information about key issues relating to current practices within the Post Office and how the largest compensation scheme has operated in practice.

To current subpostmasters, let me make one thing clear: I know full well it can be difficult to speak about the challenges you have faced, or still face at work, or in your claims for compensation. Let me assure you that these surveys are in no way connected to the Post Office; they are anonymous and no individual will be identified when the findings are published.

Some of the applicants to the Horizon Shortfall Scheme will have negotiated compensation payments with Post Office on a without-prejudice basis. I am pleased to be able to report that Post Office has agreed to waive the legal privilege which attaches to such negotiations, specifically for these surveys. This means that those applicants who conducted negotiations on a without-prejudice basis can share their experiences

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Let me conclude by saying this: human stories are at the heart of this Inquiry. As will be obvious by now and as I have said from time to time, I have been deeply affected by the accounts of hardship and suffering endured by many. I urge all those who are contacted to complete the surveys and I offer my heartfelt thanks now to all those who take the time and trouble to do so.

Now, Ms Price, we can now resume with the evidence on Phases 5 and 6.

**MS PRICE:** Thank you, sir.

Please may we call Sir Stephen Lovegrove.

**SIR WYN WILLIAMS:** Yes, of course.

**SIR STEPHEN AUGUSTUS LOVEGROVE (affirmed)**

**Questioned by MS PRICE**

**MS PRICE:** Could you confirm your full name, please, Sir Stephen?

**A.** Stephen Augustus Lovegrove.

**Q.** As you know, my name is Emma Price and I will be asking questions on behalf of the Inquiry.

Thank you for coming to the Inquiry today to assist it with its work, and for providing the detailed witness statement which you have in advance of today. You should have a hard copy of that witness statement on the desk in front of you; do you have that?

**A.** I do.

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1 Q. It is dated 14 June 2024. If you could turn to page 56  
 2 of that document, please.  
 3 A. Yes.  
 4 Q. Do you have a copy with a visible signature?  
 5 A. I do.  
 6 Q. Is that signature yours?  
 7 A. It is.  
 8 Q. Are the contents of that statement true to the best of  
 9 your knowledge and belief?  
 10 A. They are.  
 11 Q. For the purposes of the transcript, the reference for  
 12 Sir Stephen's statement is WITN11010100.  
 13 Sir Stephen, your witness statement is now in  
 14 evidence and will be published on the Inquiry's website  
 15 in due course. As such, I will not be asking you about  
 16 respect of that statement, just certain specific issues  
 17 which are addressed within it. Okay?  
 18 A. Understood.  
 19 Q. I'd like to start, please, with your professional  
 20 background and the roles you have held which are  
 21 relevant to the matters being explored by the Inquiry.  
 22 You explain in your statement that, upon graduation, you  
 23 worked as a small management consultancy specialising in  
 24 the media sector, where you remained for around three  
 25 years; is that right?

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1 prominence and extremely severe commercial problems?  
 2 A. That's correct.  
 3 Q. In particular, you say you helped to establish the  
 4 Hooper Review in 2007, which ultimately recommended the  
 5 separation of Post Office Limited from its parent  
 6 company, Royal Mail Group, in 2008?  
 7 A. Yes.  
 8 Q. You remained Chief Executive of the Shareholder  
 9 Executive until the end of January 2013; is that right?  
 10 A. That's right.  
 11 Q. In February 2013, you were appointed the Permanent  
 12 Secretary of the Department of Energy and Climate  
 13 Change --  
 14 A. Yes.  
 15 Q. -- a role you performed until April 2016 --  
 16 A. Yes.  
 17 Q. -- when you were appointed Permanent Secretary of the  
 18 Ministry of Defence?  
 19 A. Yeah -- yes.  
 20 Q. You continued in that role until January -- let me just  
 21 check my dates on that -- until January 2021, when you  
 22 were appointed as a National Security Adviser?  
 23 A. The National Security Adviser, yes.  
 24 Q. You stepped down that role in September 2022?  
 25 A. Yes.

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1 A. That's correct.  
 2 Q. Then from 1993 to 2003 you worked in investment banking  
 3 at the bank Morgan Grenfell, working in its media team?  
 4 A. That's correct.  
 5 Q. In early 2004 you joined the Shareholder Executive,  
 6 working under the then Chief Executive Richard  
 7 Gillingwater; is that right?  
 8 A. That's correct.  
 9 Q. Given your media experience, you say you initially  
 10 worked almost entirely with the Department for Media,  
 11 Culture and Sport; is that right?  
 12 A. That's correct.  
 13 Q. Then in around 2005, you were asked to become the  
 14 director responsible for Royal Mail Group and, by  
 15 extension, its subsidiary, Post Office Limited?  
 16 A. That's correct.  
 17 Q. Was this the first time you were involved in Royal Mail  
 18 Group matters?  
 19 A. It was.  
 20 Q. In June 2007, you became the Chief Executive of the  
 21 Shareholder Executive?  
 22 A. Yes.  
 23 Q. But you say at paragraph 7 of your statement that you  
 24 stayed closely involved with the Government's strategy  
 25 for Royal Mail Group, given you describe as its scale,

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1 Q. You were then the Prime Minister's Adviser on Defence  
 2 Industrial Strategy until December 2022?  
 3 A. Correct.  
 4 Q. Since leaving Government, you have held number of roles  
 5 including being Chair of Rolls-Royce SMR?  
 6 A. Yes.  
 7 Q. Governor of the Wellcome Trust?  
 8 A. Yes.  
 9 Q. Visiting Fellow at Colombia University's School of  
 10 International and Public Affairs?  
 11 A. Yes.  
 12 Q. And a Senior Adviser at an investment bank?  
 13 A. Yes.  
 14 Q. I'd like to turn, please, to the Shareholder Executive's  
 15 responsibility for Royal Mail Group and Post Office  
 16 Limited. Could we have on screen, please, paragraph 17  
 17 of Sir Stephen's statement, which is on page 7, towards  
 18 the bottom. You explain the Shareholder Executive's  
 19 principal purpose, starting in the penultimate line on  
 20 this page, and you say:  
 21 "ShEx's principal purpose was to ensure that  
 22 Government was an effective and intelligent  
 23 shareholding, working with the boards and management  
 24 teams of HMG-owned businesses to ensure that they were  
 25 being run in a way that was commercially effective but

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1 that was also within the clear confines of the  
2 Government's policy objectives."

3 In your view, what was required to ensure that the  
4 Government was an effective and intelligent shareholder?

5 **A.** In the first place, there needed to be a clear and well  
6 articulated set of policy objectives for the companies  
7 in question. In the second place, there needed to be  
8 clear and well articulated set of commercial objectives  
9 also and, to the extent where -- that we possibly could,  
10 we wanted to ensure that the corporate apparatus and the  
11 corporate governance of the assets for which we were  
12 responsible as nearly approximated best practice in the  
13 private sector as we could as well.

14 And in that regard, a lot of the focus was making  
15 sure that the Board was properly constituted, it had the  
16 right kind of skills on it, that the Chair was  
17 responsive to the shareholder and that we kept  
18 a constant dialogue with the management of the asset and  
19 the directors of the asset, such that we would know what  
20 was going on and whether or not Government's objectives  
21 were being fulfilled.

22 **Q.** In the context of government-owned assets, did this  
23 require a balance between ensuring commercial  
24 effectiveness and ensuring that the asset operated  
25 within the parameters of Government policy objectives?

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1 some very specialised businesses in there where the  
2 skills to run them and to recruit the right people to  
3 perform the assets' business would simply not have been  
4 able to have been done within central Whitehall, so we  
5 would set up a -- or typically there would be  
6 an organisation set up at arm's length from Government,  
7 in order to be able to recruit the right people to do  
8 that and often to have certain types of pay freedoms,  
9 which would allow for private sector executives to be  
10 attracted to work for these assets in the national  
11 interest.

12 **Q.** Could we go, please, to paragraph 23 of the statement,  
13 that is page 10 and, in this paragraph, you describe  
14 Post Office Limited's social role. You say this:

15 "POL was an unusual organisation in that it clearly  
16 had its own status and identity as an ALB but was  
17 a wholly-owned subsidiary of another ALB: RMG. As  
18 an ALB, POL had a vital social role in maintaining  
19 branches in remote and rural locations, providing  
20 Government services as well as postal services, and  
21 playing an important role in financial inclusiveness.  
22 The network would always require significant subsidy if  
23 it were to be maintained at the size Government policy  
24 dictated. However, significant elements of POL were  
25 commercial, including the financial services that it

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1 **A.** Yes, it did. If there were no policy objectives at all,  
2 typically what would happen is that the Government would  
3 seek to privatise the business. That would often come  
4 with a degree of regulation because, clearly, that's  
5 important in many businesses but, if there were no  
6 policy objectives that the Government had for the  
7 business, we didn't think that it was a very -- or the  
8 Government at the time did not think that it was  
9 a particularly sensible thing to hold.

10 A good example of that would have been the Tote,  
11 which was a betting business, which, for a variety of  
12 historical reasons, the Government held. There was no  
13 reasonable policy objective in the Government owning  
14 a string of betting shops and, as a result of that, it  
15 was sold.

16 **Q.** You go on at paragraph 18 to say that, "In pursuit of  
17 that objective the model necessarily adopted by  
18 Government was that of ALBs", arm's-length bodies. Why  
19 do you say "necessarily" there?

20 **A.** Because the assets and the companies that fell into the  
21 Shareholder Executive portfolio were typically very  
22 complicated and often quite large, and the idea that  
23 they would be capable of being managed and -- or managed  
24 mainly, actually, within central Whitehall would have  
25 led to very, very inefficient practices. There were

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1 offered and the retail element of most post offices. As  
2 a company it was best run by professional executives  
3 with relevant commercial experience, allied to a clear  
4 understanding of the social role the Post Office was  
5 expected to play."

6 Was the maintenance of Post Office Limited's social  
7 role a Government policy objective?

8 **A.** Yes, it was.

9 **Q.** Put simply, was it the case that, even if it did not  
10 make financial sense to keep Post Office branches open  
11 in rural areas, the social value of doing so justified  
12 that?

13 **A.** That is definitely the case and there were -- well,  
14 there was at least one very wide public consultation on  
15 the size of the Post Office Network, which happened  
16 while I was at the Shareholder Executive, to ascertain  
17 the exact size of that network. And I should say it  
18 required a Government subsidy to keep the network at the  
19 size that Government policy dictated.

20 **Q.** Would it be fair to say that subpostmasters running  
21 branches in rural areas, as well as their staff and Post  
22 Office employees employed in such branches, played  
23 an integral part in delivery of Post Office Limited's  
24 social role?

25 **A.** Yes, it certainly would.

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1 **Q.** In other words, the social role was not possible without  
 2 people willing to run and staff Post Office branches  
 3 across the country?  
 4 **A.** Correct.  
 5 **Q.** Would you agree, therefore, that how those people were  
 6 treated by Post Office Limited was directly relevant to  
 7 a key Government policy objective for Post Office  
 8 Limited?  
 9 **A.** Yes, I would.  
 10 **Q.** Post Office Limited was a 100 per cent owned subsidiary  
 11 of Royal Mail Group pre-separation, and you observe in  
 12 your statement that, in normal circumstances, there  
 13 would not have been any supplementary Government  
 14 oversight of a subsidiary of a government-owned company.  
 15 Do I summarise your evidence at paragraph 24 of your  
 16 statement correctly in this way: the fact that there  
 17 was, unusually, direct oversight of Post Office Limited  
 18 pre-separation was a consequence of the social function  
 19 that Post Office Limited Network was expected to  
 20 perform?  
 21 **A.** Yes, you would be correct in saying that. I should say  
 22 that the oversight of the Post Office was a mixture.  
 23 Because of the nature of its -- its subsidiary nature,  
 24 it was a mixture of oversight of POL directly, and  
 25 conversations with POL Management and Board directly,

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1 much of the management information that the executives  
 2 and the board of the asset were using to run the  
 3 company, to assist us in our own oversight of the asset.  
 4 **Q.** Would you agree that the reason for this -- and that is  
 5 the fact that there is monitoring of operational  
 6 performance and there isn't a clear-cut distinction  
 7 between operational and policy -- is that there may be  
 8 times when the way in which an ALB conducts itself at  
 9 an operational or contractual level can cause concern  
 10 for ministers at a policy level?  
 11 **A.** Yes.  
 12 **Q.** Particularly where, as a matter of policy, there is  
 13 a social role performed by a Government-owned asset, or  
 14 in this case a subsidiary of a Government-owned asset,  
 15 would you agree that it is vital that there is effective  
 16 oversight of key operational and contractual matters?  
 17 **A.** Yes.  
 18 **Q.** Would you also agree that, in order for oversight to be  
 19 effective, the Government must have access to adequate  
 20 information about key operational and contractual  
 21 matters?  
 22 **A.** Yes.  
 23 **Q.** In particular, it was important, wasn't it, that  
 24 operational or contractual matters which gave rise to  
 25 risk were identified and monitored at every level of the

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1 and conversations with the Royal Mail Group's management  
 2 and Board members as well because, of course, as the  
 3 parent -- as the corporate parent -- they had  
 4 responsibility for the Post Office.  
 5 **Q.** Indeed, you say in your statement that Royal Mail Group  
 6 was expected to discharge its ownership responsibilities  
 7 towards Post Office Limited in a manner consistent with  
 8 the Government's policy objectives?  
 9 **A.** That's correct.  
 10 **Q.** You observe at paragraph 31 of your statement that the  
 11 types of decisions that were for ALBs to take, rather  
 12 than ShEx or the Government, would include matters which  
 13 are sometimes described as "operational" or  
 14 "contractual" but you say that, in your view, this  
 15 terminology does not always help to distinguish between  
 16 those matters in which Government became involved and  
 17 those in which it did not; is that right?  
 18 **A.** That is correct.  
 19 **Q.** You also make clear that the Government had a role in  
 20 establishing policy goals and monitoring operational  
 21 performance, so, in short, it would not just set the  
 22 strategy for an asset and leave it to it?  
 23 **A.** That is correct. I mean, the strategy for an asset  
 24 would be set in cooperation with the executives and  
 25 board of the asset, in most instances, and we would use

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1 governance structure?  
 2 **A.** Yes.  
 3 **Q.** So those levels being: the Post Office Limited Executive  
 4 level; the Post Office Limited Board level; the ShEx  
 5 level; and the Government Departmental level?  
 6 **A.** All of those, although you miss out the Royal Mail Group  
 7 in that. You would have expected risks and operational  
 8 performance measures for POL to have been included in  
 9 the Royal Mail and risk registers and, you know,  
 10 management packs as well.  
 11 **Q.** Indeed. Can you help at all with what, if any, training  
 12 was given to ShEx employees about the circumstances in  
 13 which operational or contractual matters might be  
 14 relevant to wider policy or strategic considerations?  
 15 **A.** I'm not sure that, in the precise terms in which you  
 16 talk about it, we had specific training like that.  
 17 There would certainly be an induction period when  
 18 a civil servant would find themselves being assigned to  
 19 a particular asset, they would learn about it, they  
 20 would learn about the policy objectives, they would  
 21 learn about the commercial objectives, they would learn  
 22 about the asset in general and, clearly, there were  
 23 plenty of people in Shareholder Executive, certainly  
 24 towards the end, who had experience of helping people  
 25 through.

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1 So it was more of a conversation, really, than  
2 a specific programme.

3 **Q.** Do you believe that ShEx's employees understood that the  
4 distinction between operations and strategy or policy  
5 was not always clear-cut?

6 **A.** Yes. I mean, there was a very fuzzy line between these  
7 things sometimes and there continues to be in every  
8 organisation I've ever been involved in.

9 **Q.** Before we come to the information sharing and risk  
10 identification and management mechanisms, which were in  
11 place for Post Office Limited, I'd like to deal, please,  
12 with the question of who held the shareholder role  
13 relating to Post Office Limited and who held the policy  
14 role relating to Post Office Limited. Could we have on  
15 screen, please, paragraph 26 of Sir Stephen's statement,  
16 that is page 11. At the start of paragraph 26, you say  
17 this:

18 "In general, ShEx would oversee the shareholder  
19 function and usually the Department (or another  
20 department if that was where the policy objectives sat)  
21 would oversee the policy function, though in some cases  
22 this would sit with ShEx instead."

23 Why was the general position as you describe it?

24 **A.** The Shareholder Executive was aiming to bring  
25 a distinctive capability to Government which did not

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1 **Q.** Is it right that, for the whole time you were at the  
2 Shareholder Executive, ShEx held both the shareholder  
3 and policy roles relating to Post Office Limited?

4 **A.** Yes, it is.

5 **Q.** Is it right that this was in contrast, as you refer to  
6 at paragraph 26 a little further down, to other assets  
7 where the policy role may have been with ShEx in the  
8 early days but it transferred to the relevant Government  
9 Department thereafter?

10 **A.** That's correct and, in the Royal Mail's case, we  
11 inherited -- when there was a lift and shift,  
12 effectively, of the whole of the Royal Mail and postal  
13 services team into Shareholder Executive, along with  
14 that came the team that looked after the things such as  
15 the requirement for a six-day universal service in the  
16 Royal Mail. We felt that gave rise to complications  
17 that were difficult to reconcile within Shareholder  
18 Executive, so we moved that back into the main part of  
19 the Department.

20 **Q.** As far as you're aware, why did the policy role for Post  
21 Office Limited stay within the Shareholder Executive?

22 **A.** I'm afraid I don't really recall, at this time, and  
23 I wouldn't like to speculate, actually. I don't quite  
24 recall. Clearly, we were thinking that there, in  
25 an ideal world, should be a separation between policy

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1 exist before 2003/2004, which was that there was a level  
2 of commercial, professional expertise overseeing these  
3 assets. So, on the whole, what we would try to do would  
4 be to look at both the policy function and the  
5 commercial function, in a way that had not happened  
6 before, where civil servants, policy civil servants,  
7 would typically really just look at the policy function.

8 That gave quite a lot of latitude to the boards of  
9 the ALBs who were then effectively allowed to run the  
10 commercial functions as they saw fit, and it was  
11 attempting to redress that kind of balance that -- for  
12 which the Shareholder Executive would be -- was set up.

13 I mean, on the whole, we wanted policy objectives,  
14 though, to be set and discussed with ministers, who  
15 ultimately set those policy objectives, by policy  
16 officials because it was not for us to decide, for  
17 instance, whether or not the purposes of Channel 4 were  
18 going to be met by Shareholder Executive oversight or,  
19 indeed, the purposes of the Post Office, size of the  
20 Network, were going to be discharged by a purely  
21 commercial approach's. So we wanted, on the whole,  
22 where we could, to get the policy objectives out of  
23 Shareholder Executive. We weren't always successful  
24 with that and we weren't wholly successful on Royal Mail  
25 and Post Office.

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1 and commercial, otherwise we wouldn't have done what we  
2 did with Royal Mail. Why we didn't do that with the  
3 Post Office at the time I'm not sure.

4 **Q.** Could we have on screen, please, UKGI00001339. These  
5 are the minutes of a Shareholder Executive Board  
6 meeting, which took place on 15 September 2010. This is  
7 a meeting at which you were present and you comment on  
8 these minutes, if you wish to refer to it, at  
9 paragraph 28 of your statement.

10 Looking, please, to the second page to  
11 paragraph 2.1, this paragraph comes under a heading  
12 which was at the bottom of the previous page "ShEx Board  
13 Governance", and the minutes at 2.1 say this:

14 "Philip went through his paper on the ShEx Board's  
15 remit, particularly alerting members to the following  
16 considerations ..."

17 The first bullet point there:

18 "Policy restraints -- the Board will give advice on  
19 the operational implications and effectiveness of policy  
20 proposals ..."

21 Then at 2.2, there is this:

22 "Board members went on to discuss the Board's role,  
23 effectiveness and accountability. The Board saw itself  
24 as an advisory group to help ShEx fulfil its role in  
25 Government and escalate issues when necessary, with

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1 accountability to ShEx. Members commented that there  
2 may be situations where the Board disagrees with policy  
3 decisions, and therefore ShEx's involvement in some  
4 cases which could compromise ShEx's capability or affect  
5 its reputation. Stephen ..."

6 Was that you?

7 **A.** That was.

8 **Q.** "Stephen stated that ShEx would always start from  
9 a commercial position but would overlay policy  
10 priorities in order to get a settled and agreed  
11 position."

12 The concern raised here was that there may be  
13 occasions when the ShEx Board disagrees with the policy  
14 position in relation to an asset. With this concern in  
15 mind, where ShEx holds both the shareholder and the  
16 policy role in relation to an arm's-length body, is  
17 there a risk of a conflict between the two roles?

18 **A.** There could be the risk of a conflict between the two  
19 roles, yes. I mean, I should say here -- I mean it  
20 wouldn't have found its way into these minutes because  
21 they wouldn't have been written like that, but the  
22 statement where -- situations where the Board disagrees  
23 with policy decisions is a peculiar one because we're  
24 talking there about the Board of Shareholder Executive  
25 and it's not really in -- not really the Board's role or

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1 sort of, afterwards, and it was an iterative process.

2 **Q.** Could we have on screen, please, paragraph 29 of  
3 Sir Stephen's statement. That's page 12, towards the  
4 bottom of page 12, please. You say here:

5 "I discuss the role of the ShEx Board further below.  
6 Part of that role was to ensure that ShEx maintained  
7 a commercial outlook in its dealings with both ALBs and  
8 Government departments, and to guard against a danger  
9 that the balance of ShEx's activities would tilt too far  
10 away from the interests of the taxpayer. To put it in  
11 other terms, the Board here was seeking to ensure that  
12 priority given to the shareholder function and the  
13 policy function remained in the correct proportion,  
14 a concern that was particularly prevalent at the time of  
15 the meeting with the new Coalition Government's emphasis  
16 on efficiencies."

17 So you're referring back there, aren't you, to the  
18 minutes we've just looked at -- and do look at the  
19 paragraph above if you need to, for context, in terms of  
20 the timing of the meeting --

21 **A.** I am, yes.

22 **Q.** -- and that coinciding with the new Coalition  
23 Government's emphasis on efficiencies?

24 **A.** Yes.

25 **Q.** Did ShEx ever feel under pressure in light of the new

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1 place to disagree with policy decisions which have been  
2 signed off by ministers. So that is a slightly strange  
3 formulation, which I think is -- in hindsight, doesn't  
4 look right to me.

5 I mean the point that I was trying to make in the  
6 rest of this paragraph was that in most situations, the  
7 size of the Post Office Network being a very good  
8 example, there was going to inevitably some form of  
9 compromise between a policy objective and a commercial  
10 objective and it was our role to try and bring out where  
11 the trade-offs were likely to be and then to end up with  
12 a settled and -- I think I say settled and --

13 **Q.** Settled and agreed.

14 **A.** -- a settled and agreed position. And that was really  
15 about getting an agreed position between the policy  
16 imperatives and the commercial imperatives. I mean,  
17 clearly, for instance, if you wanted -- if the policy  
18 imperative had been that we need a Post Office Network  
19 of 20,000 branches, rather than 11,500, which I think  
20 was the position at the time, that would have required  
21 a very much greater Government subsidiary and, clearly,  
22 the trade-offs there had to be discussed and analysed  
23 properly.

24 And it was often, I should say, easier to start from  
25 a commercial position and then work with the policy,

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1 Coalition Government's emphasis on efficiencies, to give  
2 greater priority to the shareholder role than the policy  
3 role?

4 **A.** No, I don't think we ever felt we were under a new type  
5 of pressure, there was -- I mean, managing public money,  
6 for instance, which was one of the core documents that  
7 civil servants have to abide by, and accounting officers  
8 in particular have to abide by, talks about  
9 affordability, for instance. So affordability is always  
10 something that civil servants have to think about when  
11 they are assessing policy proposals. A new  
12 Government -- new ministers and a new Government are  
13 perfectly entitled to shift the balance of policy in one  
14 direction, and if that brings affordability kind of  
15 issues along with it, then so be it. You do what you  
16 can to make sure that this new policy would be workable.

17 It may have been the case at the time -- I mean,  
18 I think it probably was the case at the time -- that the  
19 Coalition Government's emphasis on efficiencies did mean  
20 that affordability constraints were tighter but they  
21 were maybe slightly different in degree than in kind  
22 from a normal conversation that you would have.

23 **Q.** The Inquiry has heard evidence from Mark Russell, who  
24 became the CEO of the Shareholder Executive in 2013,  
25 that an advantage of the shareholder and policy roles

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1 being held separately for an asset is that it provides  
2 another set of eyes on key issues. Would you agree with  
3 that?

4 **A.** Yes, I would.

5 **Q.** In your view, is it better practice to keep the  
6 shareholder and policy roles separate?

7 **A.** Yes, I do agree with that.

8 **Q.** Are there any other reasons, apart from the reason given  
9 by Mark Russell, which I've just referred to, for that?

10 **A.** As I said, the -- reaching a settled and agreed position  
11 for a particular asset or a particular policy is going  
12 to be a function of negotiation between the various  
13 differing, completely legitimate, agendas that people  
14 bring to bear on it. And, in some ways, I think the  
15 clarity that is brought to those potentially differing  
16 perspectives is enhanced if the teams who are looking at  
17 the policy issues, as opposed to the commercial issues,  
18 are separate.

19 **Q.** I'd like to move, please, to information sharing within  
20 the governance structure for Post Office Limited. You  
21 say at paragraph 35 of your statement that the Board is  
22 entitled to expect accurate and full information to be  
23 provided to it by the Executive Team in order to  
24 discharge its functions. You are referring to the Post  
25 Office Limited Board here, is that right?

25

1 and Nominations Committee and appointments of Executives  
2 are made by the Board.

3 Now, we would, as Shareholder Executive, have wanted  
4 to have, if at all possible, participated in the  
5 discussions around the Executive's appointments, and we  
6 would have given our views if we felt that there were  
7 any particular names that we didn't think were  
8 especially suitable or were suitable, but we wouldn't  
9 try and interpose ourselves into what would be standard  
10 corporate governance.

11 In terms of information, which is a slightly  
12 different matter, the principal responsibility of how  
13 the information comes up to the Board is that of the  
14 Board, and you expect to have experienced Non-Executive  
15 Directors and chairs who would know whether or not the  
16 kind of information that they were getting was the right  
17 kind of information, whether or not anything was being  
18 elided or missed out, and this a panoply of different  
19 types of things that would assist them in that, most  
20 notably internal audit, and the company secretary, and  
21 the other risk functions, effectively, in the board.

22 As I say, for us, in Shareholder Executive, we  
23 would, by and large, work through that type of  
24 mechanism, rather than trying to interpose a sort of  
25 totally different information regime on companies

27

1 **A.** I'm referring, actually, to the board of any company,  
2 whether or not it's privately owned, publicly owned, or  
3 a publicly listed company. The board has the principal  
4 responsibility for the proper running of the company  
5 and, if it is not getting the right kind of information  
6 from the Executive, then that is a very serious matter.

7 **Q.** You explain at paragraph 39 of your statement that Her  
8 Majesty's Government would usually be involved in the  
9 appointment of the chairs of assets operating as  
10 arm's-length bodies and might hold approval rights over  
11 other board members but, in general, it would not  
12 appoint key executives; is that right?

13 **A.** That is correct.

14 **Q.** In these circumstances, how did ShEx satisfied itself  
15 that the Executive was up to the task of, and was in  
16 fact providing, accurate and full information to the  
17 Post Office Limited Board?

18 **A.** The principal role of -- well, no, that's not -- let me  
19 rephrase that.

20 One of the principal roles of the Board is to ensure  
21 that the Executive of the company is properly  
22 constituted to be able to effectively run the company.  
23 There are lots of bits of corporate governance around  
24 that which have evolved over the years and continue to  
25 evolve but, basically, they go through the Remuneration

26

1 because that would have been duplicative and unhelpful.

2 **Q.** Can we have on screen, please, paragraph 40 of  
3 Sir Stephen's statement. That's page 19. About four  
4 lines down, at paragraph 40, you say this:

5 "ShEx and the responsible department had to sustain  
6 and manage a close working relationship with the Chairs,  
7 Boards and executive teams of its assets. This was not  
8 always easy. At the time when I was Chief Executive,  
9 many senior executive teams were used to a culture in  
10 which they had a high degree of autonomy in how they ran  
11 the companies, as they had become used to a formerly  
12 very hands-off approach adopted by policy officials.  
13 They saw the relationship with Government as being akin  
14 to that between a publicly listed company and  
15 an institutional shareholder, not that between a company  
16 and its 100 per cent owner, or sometimes seemed to feel  
17 that they had been appointed by a Secretary of State to  
18 do a job and should be left alone to get on with it. As  
19 is discussed below, there was considerable resistance in  
20 some ALBs to greater involve from ShEx, including [Royal  
21 Mail Group] and [Post Office Limited], in particular  
22 with regard to the appointment of Shareholder NEDs  
23 [Non-Executive Directors]."

24 Starting with the senior Executive Team at Post  
25 Office Limited, when you were the Chief Executive of

28

1 ShEx, did you see or were you aware of, this resistance  
 2 to greater involvement from ShEx, leading to the  
 3 Executive Team at Post Office Limited being resistant to  
 4 sharing information about operational and contractual  
 5 matters with ShEx?

6 **A.** I did not. I was aware of that kind of dynamic at the  
 7 parent, with the Royal Mail Group but -- because that  
 8 was where my focus primarily was. That's not to say  
 9 that it didn't exist at POL but I was not aware of it.

10 **Q.** Now, in relation to the Post Office Limited Board, did  
 11 you see or were you aware of this resistance to greater  
 12 involvement from ShEx leading to the Post Office Limited  
 13 Board being resistant to sharing information about  
 14 operational and contractual matters with ShEx?

15 **A.** Again, I think my answer to that is similar to my answer  
 16 from the previous one. From the papers that I have seen  
 17 and have been reminded about, clearly there was a degree  
 18 of reluctance towards the end of my time at ShEx for  
 19 Susannah Storey to go onto the Board as a Government  
 20 Non-Executive Director, and that may have been  
 21 indicative of the kind of thing that you are talking  
 22 about.

23 **Q.** You refer at paragraph 76 of your statement a submission  
 24 that you made to the Secretary of State in December  
 25 2006. Could we have that on screen, please. It is  
 29

1 providing information; threats of resignations and  
 2 insolvency; and the playing out of issues in the media.  
 3 There has been no shared vision of the ideal profile of  
 4 members of the Board, with difficulties arising over the  
 5 appointment of Baroness Prosser and the need for at  
 6 least one Board member to have regulatory experience.  
 7 There has also been poor consultation over key executive  
 8 appointments in letters, POL and the finance function.  
 9 In a word, 'trust' is missing from the relationship."

10 Focusing first on the reference to the company  
 11 indulging in gaming and trying to apply pressure on the  
 12 shareholder, what did you mean by "gaming" in this  
 13 context?

14 **A.** Well, I give a couple of examples later on, possibly  
 15 being slow to provide information, using the media to  
 16 get a particular point of view across which would have  
 17 been better shared privately. Generally not -- not  
 18 having the kind of trusting and straightforward  
 19 relationship that we aspired to have.

20 **Q.** What was done to ensure that the Board was no longer  
 21 inclined to game the shareholder?

22 **A.** Well, we had a number of, probably at the time -- I mean  
 23 I can't remember, it was a long time ago -- rather  
 24 difficult conversations with members of the Board.  
 25 I mean, as I say in my evidence, I'm not -- I wouldn't

31

1 UKGI00045962. The title of this submission is "Royal  
 2 Mail Board Composition: Non-Executive Directors".  
 3 Appended to this submission as annex B is an earlier  
 4 submission. So the date of this one is 6 December 2006  
 5 and it's from you to the Secretary of State; the earlier  
 6 submission, which is appended to it, is dated 21 June.

7 Could we go to that, please, it's page 5 of this  
 8 document. We can see there, tucked underneath, your  
 9 name and role, 21 June 2006, to the Secretary of State.

10 Going over two more pages, please, to page 7.  
 11 Paragraph 9 of the submission deals with "Our  
 12 relationship with the Board", this was the Royal Mail  
 13 Holdings Board; is that right?

14 **A.** That's correct.

15 **Q.** You say here at paragraph 9:  
 16 "The shareholder/Board relationship has been far  
 17 from ideal. It is expected that there will always be  
 18 some elements of tension between the two parties but at  
 19 various times over the last three years the company has  
 20 indulged in gaming and has tried to apply pressure on  
 21 the shareholder without taking due consideration of the  
 22 fact the shareholder is the Government and has to work  
 23 within certain constraints (albeit that we strive to act  
 24 as a commercial shareholder). This has manifested  
 25 itself in the company refusing or being slow in  
 30

1 want to say that this was a sort of broken relationship  
 2 because everybody was at each others throats for no  
 3 particularly good reason. That wasn't the case. This  
 4 was a business which was in extremely challenging  
 5 circumstances indeed, and we were on the verge of having  
 6 to make a very significant investment in the business to  
 7 keep it solvent and modernise its operations. It had  
 8 a very, very large pension fund deficit.

9 There were different visions of how the ownership of  
 10 the company that is Royal Mail Group should develop. On  
 11 the one hand, the management wanted there to be very  
 12 significant employee share ownership. Ultimately that  
 13 wasn't the Government's policy.

14 So the context at the time, was that this was quite  
 15 a fraught environment. We -- I think I say, later on in  
 16 the document, or possibly in some of the other documents  
 17 later on, that the relationships became better but it  
 18 was -- there was no question, it was a fraught  
 19 relationship at the time and we had to work pretty hard  
 20 to make sure that ministers' objectives were fulfilled.

21 I mean, what made things better -- I mean there's  
 22 been a suggestion, I think, at some points that  
 23 ministers didn't have that much agency in the running of  
 24 the businesses. I don't really agree with that. One of  
 25 the things that made it better, for instance, was the  
 32

32



1 appointment of Baroness Prosser, so that *de facto*, there  
2 was a board member who was more capable of reflecting  
3 what would have been the Government's objectives in --  
4 around the Board table.

5 **Q.** Thinking in particular of the reference in this  
6 paragraph to resentment manifesting itself in the  
7 company refusing or being slow in providing information,  
8 do you consider that there was a cultural resistance in  
9 Royal Mail Group to the shareholder having access to  
10 potentially sensitive commercial information?

11 **A.** I think that would be a fair characterisation, yes,  
12 although I should say here this the Royal Mail I'm  
13 referring to here, rather than Post Office.

14 **Q.** Indeed. That document can come down now. Thank you.

15 You say at paragraph 69 of your statement that Royal  
16 Mail Group's culture of independence carried over into  
17 Post Office Limited, and you cite the example of  
18 resistance of the Chair of Post Office Board to the  
19 appointment of a Shareholder Non-Executive Director.

20 You say that that continued well into 2011, when  
21 plans for separation were being finalised. To what do  
22 you attribute Post Office Limited's resistance to the  
23 appointment of a Shareholder Non-Executive Director?

24 **A.** I think that Alice Perkins was pretty clear about her  
25 objections to having a Shareholder Non-Executive

33

1 "It had, in fact, long been my view that the  
2 Government (through ShEx) should be taking seats on the  
3 Boards of its main assets and I thought I anomalous that  
4 it had often not done so when it was the sole owner of  
5 these companies. However, there was resistance to this  
6 proposition both within the Government and the assets in  
7 the early years of ShEx's existence. From the  
8 Government's side, this was due to concerns that  
9 a Government board member might be associated with  
10 politically controversial decisions. From the asset's  
11 side, a Shareholder NED was often seen as an unwelcome  
12 innovation that risked political or inexpert  
13 interference in commercial decisions."

14 Then at paragraph 69, you say:

15 "In my initial years in ShEx, my view that we should  
16 have been taking Board seats did not prevail. For  
17 a company such as [Royal Mail Group] in which management  
18 that a deeply engrained culture of independence from  
19 Government, it would have been extremely difficult to  
20 even raise the issue."

21 Just as a matter of clarification, did you or anyone  
22 else at ShEx ever take practical steps to explore with  
23 Royal Mail Group whether ShEx could or should have a NED  
24 on the Royal Mail Group's Board at any time prior to  
25 Post Office Limited's separation from Royal Mail Group?

35

1 Director on the Board, and I think she gave three  
2 reasons: one of them was that there were -- there was  
3 another non-executive who didn't want to serve; one was  
4 that they thought that there would be a potential for  
5 conflict; and there was another reason as well.

6 **Q.** We will come on to that --

7 **A.** Okay.

8 **Q.** -- correspondence in due course. But from your  
9 perspective -- forgive me for interjecting -- quite  
10 apart from the reasons given, what did you think the  
11 reason behind Post Office Limited's resistance to the  
12 appointment of a Shareholder NED was?

13 **A.** A desire for independence from Government --

14 **Q.** Was a --

15 **A.** -- to the extent that it was manageable.

16 **Q.** Was a cultural resistance to information sharing  
17 something which also carried over from Royal Mail Group  
18 into Post Office Limited?

19 **A.** I'm afraid I don't know the answer to that. I wasn't  
20 closely enough associated with the information coming  
21 out of Post Office to know.

22 **Q.** While we are on the topic of the Shareholder Executive  
23 taking seats on the Boards of its main assets, could we  
24 have page 33 of Sir Stephen's statement on screen,  
25 please, and at paragraph 68 you say this:

34

1 **A.** We didn't take practical steps to try and put somebody  
2 onto the Board. If we had done that, there would have  
3 been evidence in submissions to ministers that that was  
4 a position that we wanted them to endorse and follow  
5 through. I'm entirely sure that we would have had  
6 conversations with Executives, with the Chair, where  
7 we -- I would have said something like "It is odd that  
8 Government doesn't take board seats". But we never  
9 actually did anything about it.

10 **Q.** Do you recall that actively being discussed with the  
11 Royal Mail Group Board?

12 **A.** No, I don't, to be honest. So that would have been --  
13 that is speculation on my part.

14 **Q.** Were any of the reasons you have cited in the remainder  
15 of paragraph 69 -- so, namely, strong pushback which  
16 might become public; destabilisation commercially and  
17 politically; and the potential resignation of the Chair  
18 of the Royal Mail Group Board -- given to you at the  
19 time as reasons for ShEx not to have a NED on the Royal  
20 Mail Group's Board?

21 **A.** I'm not sure that the conversation would have been had  
22 with the degree of precision that you're talking about.  
23 I think it was so much the case that the policy was not  
24 to have non-executives on the boards, that these issues  
25 would have been kind of internalised in support of that,

36

1 that position, rather than a conversation as "We ought  
2 to have a Shareholder Executive Non-Executive Director  
3 on this particular Board. Well, we can't because we're  
4 going through all these things".

5 I mean, these things are all referenced, I think, in  
6 my submission that you put up a few minutes ago, which  
7 I sent to the then Secretary of State. So they were in  
8 the air and, as I think I say here, I think the idea of  
9 even raising it would have been wasted breath, to be  
10 honest.

11 **Q.** So just seeking to understand, these were in your  
12 consideration that they weren't necessarily reasons  
13 given to you by the Royal Mail Group Board for why this  
14 couldn't happen?

15 **A.** That is correct, though I don't rule out that there was  
16 a conversation where I might have mentioned this to one  
17 of the Board, but I don't remember it specifically.

18 **MS PRICE:** Sir, we are approaching 1.00, I wonder if we  
19 could keep going until 1.15, if that's all right by you,  
20 and have a 45-minute lunch given that we only started at  
21 12.00 today.

22 **SIR WYN WILLIAMS:** Yes, certainly, yes.

23 **MS PRICE:** Thank you, sir.

24 Could we have on screen, please, UKGI00017395. This  
25 is the April 2008 ShEx quarterly report; is that right?

37

1 we can just click in the box, please, we can't see the  
2 context in the box but if we look at the formula bar, if  
3 I'm using the right terminology, we see:

4 "Annual plus frequent *ad hoc*. New programme of  
5 meetings now commencing."

6 Now we have the second question:

7 "Do we have regular and informative contact with the  
8 Chair and senior execs?"

9 The answer is "Yes", and there's "Quarterly and  
10 frequent *ad hoc*".

11 The third question:

12 "Does the Chair respond to shareholder concerns?"

13 The answer is: "No" and the comment is:

14 "Yes and no. Often extreme. Recently some  
15 improvement. Chairman's response to [Secretary of  
16 State] Chairman's letter acknowledges importance of  
17 monitoring and reporting the company's performance."

18 Then we have at 1.4:

19 "Does the company operate a 'no surprises' approach  
20 to communication (includes media)?"

21 The answer is "No" and the comment is:

22 "Inconsistent: some off record, briefing of media;  
23 no pre-warning of high profile press releases. Getting  
24 much better, however."

25 It says:

39

1 **A.** Yes.

2 **Q.** I'm taking that from a description where you've dealt  
3 with it in your statement, as I think that is accurate.

4 **A.** Yes.

5 **Q.** If we could go to the Royal Mail tab in this  
6 spreadsheet, please. It's tab 27, if that assists with  
7 finding it. That's it. So this is April 2008, and it  
8 is two years on from your submission to the Secretary of  
9 State, which we've looked at, containing concerns about  
10 the relationship with the Royal Mail Group Board. This  
11 was the state of play by this point, and we can see,  
12 just to put it in some context, the heading "Shareholder  
13 Executive: Traffic Light". Under the first section  
14 "Shareholder Relationship", there are questions posed  
15 and then we have columns, a "Yes" column and a "No"  
16 column, and there is a code for what type of issue the  
17 "Yes" or "No" relates to. So number 1 is in the summary  
18 above as the shareholder relationship. So all of those  
19 items in that first table, section 1, relate to  
20 shareholder relationship.

21 Just looking at some of the questions and answers  
22 that we have here, the first one is:

23 "Do we have regular and informative contact with  
24 non-execs?"

25 The answer to that is "Yes" and, on the comment, if

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1 "Is the overall relationship satisfactory?"

2 The answer is "Yes", but the comment is

3 "Satisfactory. Just".

4 At the next box down, we have as "Red", we have:

5 "Relationship with Chair can be mixed. Other issues  
6 consensus can be reached. Board refresh now being  
7 undertaken -- New MD letters now appointed; and new  
8 settlement with the Board being slowly established.  
9 Some friction experienced over bonuses which have still  
10 not been agreed for the (now previous) financial year of  
11 07/08."

12 Just looking down, please, to section 3, which is  
13 "Quality of Management Team & Board", and under "Do we  
14 have a suitable and strong Chair?", the answer is "Yes",  
15 and we have some comments there:

16 "Chair re-appointed for further year to oversee  
17 review and POL ..."

18 The answer is also "Yes" for whether we have  
19 a suitable and strong CEO:

20 "Relationship with CEO has been strained but is  
21 improving. He is looking to move on in 12-24 months'  
22 time."

23 "Suitable and strong FD", is that Finance Director?

24 **A.** It is, yeah.

25 **Q.** "Yes. [Finance Director] now in post for 18 months ...

40

1 performance ... okay but not great. New initiatives to  
2 improved reporting are often met with resistance  
3 initially, but then gradually overcome."

4 Then looking at some of the Nos:  
5 "Do we have a suitable and strong line management  
6 (including other executive directors, heads of business  
7 units?"

8 The answer is "No":  
9 "[Royal Mail] undertaking 'refresh' programme.  
10 Major concerns about bench strength of team.

11 "Is there a strong NED team?", two down.

12 "No. Strategy for reappointment/recruitment being  
13 implemented, interviews for NEDs have been undertaken  
14 recently.

15 "Is the Board compliant with the Combined Code ...

16 "Yes", but with the comment:

17 "But seeking to reduce Board size."

18 Then we have this:

19 "Do we have appropriate Board dynamics?"

20 "No. Need to ensure that future NED appointments  
21 are truly independent and expect to do so through NED  
22 recruitment."

23 The last one:

24 "Has there been a Board performance review  
25 recently?"

41

1 non-executives on the Royal Mail Group.

2 So there was quite a tight group of non-executives  
3 who would have been making improvements probably  
4 a little bit more difficult than we would have ideally  
5 liked.

6 **Q.** Were there, at this point, still concerns that  
7 insufficient information was being shared with ShEx?

8 **A.** I would imagine that there probably was. I mean, bear  
9 in mind that the reporting packs, the requests for  
10 information, the formality and length of the meetings  
11 that we were having were changing all the time,  
12 admittedly possibly from a relatively low base, but I am  
13 guessing that we would probably have still wanted to see  
14 more types of information than occasionally we got.

15 **Q.** What were the concerns about the strength of the  
16 Executive Team which were referred to in this review?

17 **A.** Well, we clearly felt that we had a strong CEO, although  
18 these "Yes/No" binary judgements are indeed just that:  
19 rather binary. And the Finance Director, I think, gets  
20 a tick in that box as well. I can't remember at this  
21 distance --

22 **Q.** If I can help you, with 3.4, "Do we have a suitable and  
23 strong line management, including other executive  
24 directors/heads of business units?", and then in the  
25 comment, "Major concerns about bench strength of team";

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1 "No. Last Review in 2005. Since then there have  
2 been changes to the Executive Team and NED refresh under  
3 way. Do not expect full Board Review until new chair  
4 appointed March 2009."

5 So looking at all of those answers taken together,  
6 would you agree that it appears from this document that  
7 the relationship with the Board was still poor at this  
8 point, two years on?

9 **A.** It's certainly problematic. I wouldn't remotely want to  
10 deny that. I think it shows some signs of improvement  
11 from my earlier submission where I described the general  
12 atmospherics around this relationship, but it is  
13 absolutely clear from this that we had not been  
14 completely successful in resetting the relationship.

15 **Q.** What was preventing improvement or at least making it  
16 slow?

17 **A.** It is difficult to make these kinds of improvements if  
18 the Chair and the Board are -- have set their face  
19 against some of them. If, for instance, as I think  
20 I said in the earlier submission, the Chair does not  
21 want to do a Board review, then it is very difficult to  
22 do a Board review and, if I remember rightly, although  
23 this was before my time in Shareholder Executive,  
24 I think that the Chair here had brought in many of  
25 his -- many people he knew personally to be

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1 it was that specifically that I was referring to.

2 **A.** Okay. So I don't remember in any great detail but,  
3 clearly, this was a comment which was recognised by the  
4 Chief Executive in the main, who was obviously  
5 undertaking an exercise to improve the quality of his  
6 Executive Team.

7 **Q.** There were stated to be concerns about the independence  
8 of the Non-Executive Directors on the Board. Is that  
9 linked to what you have just told us about who had been  
10 selected and how or the --

11 **A.** Yes, I think it was, and I think it goes to the point  
12 here about needing to ensure the future Non-Executive  
13 Director appointments are properly independent, as  
14 opposed to anything else.

15 **MS PRICE:** That document can come down now. Thank you.

16 Sir, I have reached the end of one topic and, before  
17 turning to the next, I wonder if that might be  
18 a convenient moment to break for lunch?

19 **SIR WYN WILLIAMS:** Yes, certainly. So we'll resume at 2.00,  
20 yes?

21 **MS PRICE:** Yes, please, sir.

22 **SIR WYN WILLIAMS:** Right, see you all then.

23 **MS PRICE:** Thank you.

24 (1.10 pm)

25 (The Short Adjournment)

44

1 (2.00 pm)

2 **MS PRICE:** Good afternoon, sir.

3 **SIR WYN WILLIAMS:** Good afternoon.

4 **MS PRICE:** Sir Stephen, would you agree that information  
5 sharing is an integral part of risk identification,  
6 monitoring and management?

7 **A.** Yes, I would agree with that.

8 **Q.** You deal directly with the link between the two at  
9 paragraph 52 of your statement. Could we have that on  
10 screen, please. It is page 26. Three lines down, you  
11 say:

12 "As the 20 June 2007 Departmental Risk Register  
13 shows, it was the job of the Post Office Network Team to  
14 compile the POL Risk Register within ShEx, relying on  
15 their analysis of the information that was provided to  
16 them by POL, informed by further data from RMG, its  
17 parent company, and officials' own appreciation of the  
18 risks being run. The effectiveness of the risk register  
19 is therefore largely dependent on the flow of  
20 information from the asset in question."

21 You go on at paragraph 53, a little further down the  
22 page, please, to say this:

23 "Looking back now, with the benefit of hindsight and  
24 acknowledging that I have not seen all of the evidence,  
25 it seems to me that the failure to identify and

45

1 I don't think, however, that is quite the full  
2 picture because, clearly, there were people in  
3 Shareholder Executive who were aware of the complaints  
4 of the subpostmasters. They had received letters from  
5 the JFSA, there had been meetings, there had been  
6 subsequent meetings where they had quizzed the Post  
7 Office on what all this was about. So it was not the  
8 case that there was absolutely no knowledge of this  
9 issue within Shareholder Executive but it didn't come  
10 through the normal ascension of the risk through the  
11 various risk registers, and that was wrong.

12 **Q.** You refer in paragraph 53 to Post Office Limited's power  
13 to prosecute subpostmasters using Horizon data and you  
14 do so again at paragraph 83 of your statement. Could we  
15 go to that, please, it's page 40. You say:

16 "Neither this team nor anybody else in ShEx was in  
17 any way in charge of the conduct of prosecutions by RMG  
18 prior to separation, or POL after at. It seems from the  
19 documentary evidence that knowledge of the prosecutions  
20 was very limited. I was not personally aware that  
21 RMG/POL had the power to conduct prosecutions, nor was  
22 it a power that I would in any way have expected  
23 a company to have."

24 In fact, Royal Mail Group and later Post Office  
25 Limited did not have any special statutory power to

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1 socialise the risk posed by, first, errors in the  
2 Horizon system and, second, POL's power to prosecute  
3 subpostmasters using Horizon data, was central to what  
4 followed. This is so both in terms of the initial  
5 wrongful prosecutions and the subsequent delay in  
6 acknowledgement and rectification. Those two risks  
7 should have appeared on the Risk Registers of, in  
8 ascending order, POL, Royal Mail, ShEx and the  
9 Department."

10 The implication here, by reference to "ascending  
11 order" and taken with your comments in the previous  
12 paragraph, is that you attribute the failure to identify  
13 and socialise those two risks primarily to inadequate  
14 information flow from Post Office Limited; is that  
15 right?

16 **A.** I think it is right. I think it's difficult for  
17 officials to identify, with sufficient gravity, the  
18 types of risks that we're talking about here, if the  
19 organisations that are actually responsible for them --  
20 Post Office and then subsequently Royal Mail -- haven't  
21 identified them as risks themselves, which is why I say  
22 at 54 the order is important. And it's certainly the  
23 case that this kind of issue should certainly have been  
24 identified by internal auditors and quite possibly  
25 external auditors as well.

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1 bring prosecutions. It brought private prosecutions  
2 against individuals, something which any ordinary  
3 individual or company can do. Were you aware that such  
4 private prosecutions were taking place when you were at  
5 ShEx?

6 **A.** Like any large company, there were going to be instances  
7 of crime committed by employees. I mean, I can remember  
8 that there was a moment at which, in the Royal Mail,  
9 there was considerable concern about post going  
10 missing/being stolen, and I would have expected, in  
11 a normal -- in the normal course of events, that people  
12 would have been prosecuted for theft. I mean, it  
13 wouldn't have surprised me that, on occasion, Post  
14 Office prosecuted subpostmasters because they felt that  
15 there had been and -- and could prove and had  
16 evidence -- that there had been some kind of theft. But  
17 I wasn't -- it wasn't something that I thought about  
18 very much at all, to be honest.

19 **Q.** So the distinction I'm drawing is between the  
20 implication in your statement that there is a special,  
21 perhaps statutory, power for the Post Office, in  
22 particular, to bring such prosecutions, as opposed to  
23 private prosecutions which are not brought by the CPS  
24 but can be brought by anyone. Do you see that  
25 distinction?

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1 **A.** I do. I am -- my knowledge of the law is limited here.  
 2 So if a private prosecution can be bought by anybody,  
 3 can that private prosecution mean that the person who is  
 4 found guilty, as it were, can they end up in prison?  
 5 **Q.** The question at the moment is simply whether you,  
 6 drawing that distinction, were aware that it was the  
 7 Post Office, or before that Royal Mail Group, as opposed  
 8 to the CPS, bring prosecutions?  
 9 **A.** I am sorry, I misunderstood. I certainly was not  
 10 under -- I did not know that it was not the CPS.  
 11 **Q.** Okay. The Inquiry has received evidence that there were  
 12 over 800 prosecutions brought by Royal Mail Group and  
 13 Post Office Limited between 2000 and 2015. How can it  
 14 be that the Shareholder Executive and Departmental  
 15 knowledge of these prosecutions was so limited in the  
 16 period you were at ShEx; can you help with that?  
 17 **A.** I haven't seen any evidence that we were told that that  
 18 was the volume of prosecutions and, indeed, I think  
 19 I remember seeing some evidence from other witnesses who  
 20 were much more closely associated with it, such as  
 21 Chairs of Post Office themselves, that they weren't  
 22 aware of it, either. So I think it was one of those  
 23 facts that was not widely -- was not widely known and  
 24 was not widely noised.  
 25 **Q.** Were you aware that criminal enforcement proceedings

1 endemic flaws in Post Office Limited's Horizon system  
 2 had resulted in wrongful termination of subpostmaster  
 3 contracts and prosecutions for false accounting. But,  
 4 in general terms, can you help with how it came to pass  
 5 that the Chief Executive of ShEx was unaware of  
 6 allegations being made by subpostmasters about the  
 7 integrity of Horizon?  
 8 **A.** This is speculation, to a certain extent, so I'd like  
 9 that caveat to be noted. But I was clearly not made  
 10 aware of these -- of this situation, and I don't see my  
 11 name on any of these submissions and I wasn't copied  
 12 into many of the documents or emails about it.  
 13 I would imagine that the team in charge, and I think  
 14 the documentation does prove this out, would have taken  
 15 account of what were forceful and repeated and detailed  
 16 denials that there was anything wrong coming from the --  
 17 from Post Office, that those -- those denials were  
 18 supported in full by the Post Office trade union.  
 19 There had been meetings with the Minister and,  
 20 indeed, subsequent ministers as well. There had been  
 21 further questions which had been asked by Shareholder  
 22 Executive officials, detailed questions, which largely  
 23 went to the matters being raised by the wronged  
 24 postmasters and, ultimately, the Board of the Post  
 25 Office had appointed Second Sight to do an inquiry.

1 were also being used by the Post Office to obtain  
 2 confiscation orders against some of those it prosecuted?  
 3 **A.** No, I wasn't.  
 4 **Q.** In terms of your own knowledge of the Horizon system,  
 5 you address this at paragraph 60 of your statement.  
 6 Could we have that on screen, please, it's page 29.  
 7 Here you say this:  
 8 "My knowledge of Horizon during the time in which  
 9 I was involved with [Post Office Limited] and [Royal  
 10 Mail Group] related matters in ShEx was extremely  
 11 limited: I understood that it was the Post Office's  
 12 point of sale system and that it had been a complicated  
 13 procurement some years before, but I knew little beyond  
 14 this. I do not recall the May 2009 Computer Weekly  
 15 article being brought to my attention during my time at  
 16 ShEx. Nor do I remember being made aware of complaints  
 17 made by subpostmasters as to the integrity of the  
 18 Horizon IT System."  
 19 Just picking up, first of all, on the complicated  
 20 procurement some years before, what did you understand  
 21 was complicated about the procurement?  
 22 **A.** The negotiations with Fujitsu had been lengthy and  
 23 fraught. Little more than that.  
 24 **Q.** We will come shortly to the submission to Edward Davey  
 25 from ShEx in October 2010, which addressed claims that

1 Now, in those circumstances, I would -- in that  
 2 context I can see that the officials in question would  
 3 have thought, "Well, what else is there that can be done  
 4 in this kind of situation? Is it something that we need  
 5 to bring to the Chief Executive's mind -- to Stephen's  
 6 attention? Do we want him to intervene? Will he change  
 7 anything?" And I would have asked questions which would  
 8 have gone to the issues I've just mentioned.  
 9 And if all of those things were in place I would  
 10 have probably said, "Okay, well, crack on. You know,  
 11 I'd like to know about the progress of this". But  
 12 clearly that was not the view that was taken at the time  
 13 and it had been through the ministerial channel as well,  
 14 but I can't -- that is speculation, and I'd just like to  
 15 make that clear.  
 16 **Q.** You refer to the ShEx handbook at paragraph 34(a) of  
 17 your statement. Could we have that on screen, please.  
 18 The reference is UKGI00044314. This document is from  
 19 2007; is that correct?  
 20 **A.** Yes, I think so.  
 21 **Q.** That's the date that you give it in your statement.  
 22 **A.** Yeah.  
 23 **Q.** Going to page 4 of that document, please, section 2  
 24 deals with "What Government expects of its businesses",  
 25 and the first sentence there says:

1 "Government set out nine key principles which the  
2 government expects to govern the behaviour of businesses  
3 in government ownership."

4 The principles set out below include:

5 "Principle 1. Businesses should seek an honest,  
6 open and ongoing dialogue with the government as  
7 shareholder. They should clearly communicate the plans  
8 they are pursuing and the likely financial and wider  
9 consequences of those plans. Ideally, goals, overall  
10 plan and progress should also be made public and  
11 discussed in the annual report and accounts.

12 "Principle 2. Businesses should operate a 'no  
13 surprises' policy ensuring that the government as  
14 shareholder is informed well in advance of anything  
15 potentially contentious in the public arena.

16 "Principle 8. Businesses should have and continue  
17 to develop coherent strategies for each business unit.  
18 The approach to reviewing strategy should be a dialogue  
19 between the Board and the shareholder."

20 With those principles in mind, it appears from the  
21 evidence the Inquiry has received so far that, at least  
22 during the time when you were at ShEx, ShEx was unaware  
23 of a number of important matters. To take some  
24 examples:

25 First, Post Office Limited's knowledge of a bug  
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1 context, is that, by and large, the shareholder, the  
2 Shareholder Executive, was engaging less with the  
3 executives who were close to the kinds of issues that  
4 you are talking about, and more with the Board and the  
5 senior executives, and it's not clear to me whether or  
6 not the senior executives and the Board were aware of  
7 those issues either.

8 In fact, actually, from what I have seen of the  
9 previous evidence, there is a surprising lack of  
10 knowledge of some of those kinds of issues at the  
11 executive of the Post Office and I think, in those  
12 circumstances, where the communication breakdown  
13 actually occurs is an interesting question.

14 **Q.** That document can come down now. Thank you.

15 Is it right that the IT risk, that is the risk of  
16 errors in Horizon, and the prosecution risk, were two  
17 distinct risks, neither of which were identified or  
18 socialised in the relevant risk registers from the Post  
19 Office Limited level upwards.

20 **A.** Yes. From what I have seen.

21 **Q.** As a matter of principle, should all risks on the Post  
22 Office Limited risk register also be identified as risks  
23 on the ShEx risk register?

24 **A.** Not as a matter of principle, no. I think the matter of  
25 principle should be that all risks on the Post Office  
55

1 called the Falkirk bug, since 2006, and the receipts and  
2 payments mismatch bug since 2010;

3 Second, that a joint expert report prepared for the  
4 civil action brought by the Post Office against Julie  
5 Wolstenholme in 2004 had challenged the proposition that  
6 Horizon was robust, and the case was, as a result,  
7 settled by the Post Office;

8 Third, that there had been acquittals of  
9 subpostmasters in prosecutions brought against them  
10 after the operation of the Horizon system had been  
11 raised by them; and

12 Fourth, that Fujitsu had the capability to access  
13 subpostmasters' terminals without their knowledge or  
14 consent.

15 Taking those examples and combined with the failure  
16 as you see it, for the Post Office to identify and  
17 socialise risks of errors in the Horizon system and  
18 relating to prosecutions, do you consider that Post  
19 Office Limited complied with the principles we are  
20 looking at here, namely open and honest dialogue,  
21 operating a "no surprises" policy and engaging in  
22 strategy dialogue?

23 **A.** The way that you have just described that would  
24 certainly indicate that there were serious failings in  
25 that area. The thing I would say, though, by way of  
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1 risk register should be looked at and considered, and  
2 a decision -- a conscious decision should be taken by  
3 sufficiently senior people as to whether or not they  
4 should go on to the Shareholder Executive risk register.

5 **Q.** It is possible, isn't it, that something might be  
6 identified as a risk by ShEx which is not on the POL  
7 risk register?

8 **A.** It is, yes.

9 **Q.** Could we have on screen, please, UKGI00000062.

10 This is the submission I referred to earlier  
11 prepared by Mike Whitehead in advance of Edward Davey's  
12 meeting with the Alan Bates. It is dated 5 October  
13 2010, and you address this at paragraph 87 of your  
14 statement, if you wish to refer to it.

15 Mike Whitehead was a member of the ShEx POL  
16 shareholding team; is that right?

17 **A.** That's correct, he came from the policy side.

18 **Q.** That POL team, you say in your statement, had five to  
19 six members and was headed up by a Director. That was  
20 your description at paragraph 57.

21 **A.** Yes. The Royal Mail and Post Office team was headed up  
22 by a Director. Underneath that Director there was --  
23 there were two Deputy Directors, one for the Royal Mail  
24 and one for the Post Office.

25 **Q.** I see. The Deputy Director headed up the five to six  
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1 individuals in the team?  
 2 A. Correct.  
 3 Q. Accepting that you do not think you saw this submission  
 4 at the time, I'd like to look, please, at some of the  
 5 issues that were being raised in it. First, under the  
 6 heading "Purpose" there is this:  
 7 "(Rescheduled) meeting with Alan Bates (JFSA) on  
 8 Thursday, 7 October at his request to discuss the JFSA's  
 9 claims that endemic flaws in [Post Office Limited's]  
 10 Horizon system have resulted in a number of  
 11 subpostmasters having their contracts wrongly terminated  
 12 by [Post Office Limited] and in many cases prosecuted  
 13 for false accounting."  
 14 Then under "Background to the meeting":  
 15 "Mr Bates has written twice requesting a meeting  
 16 with you. In response to his first letter of 20 May,  
 17 the request was declined on the grounds that the issues  
 18 raised were operational and contractual matters for  
 19 [Post Office Limited]. His second (more  
 20 confrontational) letter of 8 July was followed by  
 21 reports that Channel 4 were planning to run a news item  
 22 on the JFSA campaign. We then recommended offering  
 23 a meeting in response to this 2nd request for  
 24 presentational reasons against the background of  
 25 potential publicity ([Channel 4] News item) playing  
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1 process to decide on the JFSA case and that the issues  
 2 are effectively *sub judice*."  
 3 Over the page, please, two more bullet points:  
 4 "Demonstrate that you're prepared to hear the JFSA's  
 5 side of the story ... but make clear that you are not in  
 6 a position to offer substantive comment.  
 7 "Avoid committing to set up an independent  
 8 external/review of Horizon."  
 9 The "JFSA objectives" are summarised below there,  
 10 and they include:  
 11 "To press for an independent investigation into the  
 12 reliability and integrity of the Horizon system ..."  
 13 At the last point:  
 14 "To press for the establishment of a new  
 15 representative body for subpostmasters as an alternative  
 16 to the cosy relationship between [Post Office Limited]  
 17 and NFSP."  
 18 Then starting about halfway down under the bold font  
 19 there are some what seem to be key points:  
 20 "Avoid any commitment to adopting any of the JFSA's  
 21 objectives in the terms these are set.  
 22 "Substantial changes to subpostmasters' contracts  
 23 and the branch operating model are a key element of  
 24 POL's 2011-16 business strategy.  
 25 "An independent review/audit of the integrity of  
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1 heavily on Government Minister, 'refusing to meet  
 2 victims of [Government] owned Post Office Horizon IT  
 3 system which has systemic faults resulting in wrongful  
 4 accusations of theft/false accounting'. The JFSA has  
 5 also mounted a substantial lobbying campaign with MPs  
 6 and several [named individuals written there] have  
 7 written to you or tabled PQs on behalf of constituents  
 8 who are members of the JFSA."  
 9 "Our objectives" underneath:  
 10 "Tactically we would advise that you seek to  
 11 establish at a very early stage whether legal action  
 12 against POL is imminent/planned. If so, it would be  
 13 prudent to adopt a '*sub judice*' approach in the comments  
 14 you make."  
 15 Then bullet points:  
 16 "Emphasise that the issues raised by the JFSA are  
 17 operational and contractual matters for [Post Office  
 18 Limited].  
 19 "Make clear that, as the shareholder, Government has  
 20 an arm's-length relationship with the company and does  
 21 [not] have any role in its day-to-day operations.  
 22 "Establish whether, as reported, the JFSA is  
 23 committed/planning to initiate legal action against  
 24 [Post Office Limited].  
 25 "If so, note that it will be for the relevant legal  
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1 Horizon would be expensive (and time consuming). POL's  
 2 view is that if there were systematic integrity issues  
 3 as claimed by JFSA, there would have been a higher  
 4 incidence than is claimed, there would have been  
 5 instances of Crown Offices being affected as well as sub  
 6 post offices as identical system is used."  
 7 And:  
 8 "Subpostmasters are contractually entitled to be  
 9 accompanied at appeal hearings by an NFSP representative  
 10 or friend."  
 11 Over the page, please, is a more detailed document.  
 12 I don't intend to take you through it all because I'm  
 13 aware you have read this before but, just scrolling  
 14 down, please, to see what is here. It sets out the Post  
 15 Office Limited position in relation to the integrity of  
 16 the Horizon system. Then, over the page, please, the  
 17 Post Office position, scrolling further down, in  
 18 relation to action taken with subpostmasters for  
 19 accounting irregularities.  
 20 In relation to the second of these headings, it is  
 21 explained at the second paragraph under the heading  
 22 that:  
 23 "In certain cases, following consultation with legal  
 24 advisors, a decision may be made by [Post Office  
 25 Limited] to pursue a criminal case. Since 2005 there  
 60

1 have been 230 criminal cases that have proceeded to  
2 Court. Of these 169 have been found guilty and 18  
3 defendants cautioned. Of the remaining 43, 1 was found  
4 not guilty but this was nothing to do with any Horizon  
5 challenge. 42 cases were not carried forward for  
6 a variety of reasons (but there are no suggestions that  
7 any of these reasons were related to concerns about  
8 Horizon)."

9 Setting aside for a moment the question of advice  
10 that was given to Edward Davey by Mike Whitehead, would  
11 you agree that this document shows that, by at least  
12 document 2010, ShEx and the Minister were aware of  
13 allegations that there were endemic flaws and systemic  
14 faults in Horizon and that hundreds of people had been  
15 prosecuted based on Horizon data?

16 **A.** That's undeniable.

17 **Q.** You say at paragraph 89 of your statement that you  
18 believe concerns about the Horizon system were not  
19 escalated on to the ShEx risk register entry for Post  
20 Office Limited prior to separation, or during your  
21 tenure as Chief Executive. At paragraph 106, you  
22 acknowledge that it would clearly have been vastly  
23 preferable if Horizon and POL's prosecutorial function  
24 had appeared on internal risk registers in ShEx.

25 Looking at this document, which was from Mike  
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1 union. There had been a meeting with the Minister,  
2 questions had been asked later by Mike Whitehead  
3 specifically of the Post Office, about a month after  
4 this, I think, again going very much to the concerns  
5 that Mr Bates was raising. I mean, I think in those  
6 circumstances, clearly the decision was taken that it  
7 did not warrant escalation, and that is -- that is --  
8 that was wrong. But I speculate here because I didn't  
9 write this submission and I didn't see it.

10 **Q.** Indeed. But these were officials who were at ShEx when  
11 you were Chief Executive, so in terms of --

12 **A.** They certainly were.

13 **Q.** -- how you would expect those operating under you to  
14 behave, would you not have expected both a recognition  
15 of the risks, an escalation of those risks?

16 **A.** I very much wish that it had been escalated. I am not  
17 resiling from that position at all. The point I'm  
18 trying to make is that, in the context of the time,  
19 I can just about see how a decision might have been  
20 taken not to escalate and, to be clear, it was escalated  
21 to the Minister --

22 **Q.** Yes.

23 **A.** -- and consequent ministers, all of whom met Mr Bates.

24 **Q.** There is in place, though, as you set out in some detail  
25 in your statement and we have heard some information

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1 Whitehead, shouldn't the ShEx officials involved in the  
2 production of this submission have immediately  
3 identified: first, the risk of there being endemic flaws  
4 and systemic faults in Horizon; and, second, the risk of  
5 there being unsafe convictions and other wrongful action  
6 taken against individuals based on unreliable Horizon  
7 data?

8 **A.** I think it is absolutely undeniable that this whole  
9 situation should have been on Shareholder Executive's  
10 risk register, just as it should have been on the Post  
11 Office's risk register, just as it should have been on  
12 the Royal Mail's risk register, and I should say that  
13 I think if it had been on those two companies' risk  
14 registers, that would have made it vastly more likely  
15 that it would have appeared on the Shareholder  
16 Executive's risk register as well.

17 I can't answer for colleagues' state of mind or  
18 exact thinking from this period of time. I wasn't  
19 copied in on this particular document. I fear  
20 I probably have to repeat what I said earlier on, which  
21 is that I would speculate that, in the face of the very  
22 forceful and detailed denials from the Post Office,  
23 supported by the subpostmasters' trade union, although  
24 I accept that the JFSA don't -- made it clear in this  
25 document that they didn't particularly trust their trade

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1 about from others, of identification and management of  
2 risk, which relies on things being recorded so that they  
3 can be considered by, for example, the ShEx Executive  
4 Committee or the ShEx Board?

5 **A.** Yes.

6 **Q.** So it is important, isn't it, notwithstanding that  
7 things that should be considered by the Executive  
8 Committee and the Board are raised, notwithstanding that  
9 there might be a separate line of reporting to the  
10 Department?

11 **A.** Yes, indeed, and I am very clear in my witness statement  
12 that I -- they should have been put on the risk  
13 register. But I'll repeat, they should have been on the  
14 Post Office risk register and they should have been on  
15 the Royal Mail risk register as well.

16 **Q.** That document can come down now. Thank you.

17 At paragraphs 57 to 59 of your statement, you  
18 explain that separate teams at ShEx dealt with Post  
19 Office Limited and Royal Mail Group policy issues,  
20 respectively. Do you think that this may have inhibited  
21 effective flows of information and oversight of Post  
22 Office Limited?

23 **A.** I've given this matter some thought and reflect on it at  
24 the end of my statement. I think, honestly, the answer  
25 is -- well, it's clearly unknowable. Honestly, I think

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1 no, though. The fact that there were policy officials  
 2 in the Post Office team as well as, as it were,  
 3 commercial officials in the Post Office team. Once the  
 4 information had come into Shareholder Executive, I don't  
 5 think that the fact that they were in the same team sort  
 6 of inhibited a flow of information. I think the issue  
 7 about separating those two functions is more about being  
 8 clear where the perspectives are.

9 **Q.** Were there any checks in place within ShEx to control or  
 10 govern the flow of information coming through from  
 11 assets and throughout ShEx?

12 **A.** Yes. I mean, each quarterly review and then annual  
 13 review had a set -- and they weren't exactly the same,  
 14 there wasn't complete commonality but there were a set  
 15 of expectations about the kinds of -- the bits of  
 16 information that the companies and the assets were meant  
 17 to provide, and there would be questions asked if that  
 18 information was not being provided. I mean, I think  
 19 we've seen from earlier evidence that, certainly in the  
 20 early days of Shareholder Executive, sometimes it was  
 21 difficult to get that kind of information from the  
 22 assets in question but we knew, in large part and  
 23 certainly as we went, you know, as time went on, what we  
 24 wanted to know, and we were perfectly happy to ask for  
 25 it.

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1 Executive, that the JFSA considered that the National  
 2 Federation of SubPostmasters had a "cosy relationship"  
 3 with Post Office Limited? That was the -- one of the  
 4 bullet points that we just looked at.

5 **A.** No, I wasn't.

6 **Q.** Should that fact, that the JFSA considered there to be  
 7 a cosy relationship between the NFSP and Post Office  
 8 Limited, not have made Mr Whitehead and the POL  
 9 shareholder team more wary of reliance upon the NFSP  
 10 position?

11 **A.** I'm not sure that you can infer that they were reliant  
 12 on the NFSP position. I think that it's much more  
 13 relevant that, on -- I think it's 10 November -- this  
 14 was in the Rule 10 material -- sorry, 4th November 2010,  
 15 which was subsequent to the JFSA meeting with Edward  
 16 Davey, Mike had a clearly a long conversation with the  
 17 Post Office covering matters such as whether or not the  
 18 contract had changed, the lack of audit trail, whether  
 19 or not POL can access the system remotely, frequency of  
 20 software updates, and it goes on.

21 I mean, these are all of the issues which Mr Bates  
 22 had raised a few weeks before and had received answers  
 23 which he was entitled -- detailed answers and forceful  
 24 answers -- which he was entitled to rely on. I think  
 25 that the fact that the National Federation of

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1 **Q.** You say at paragraph 87 of your statement that you are  
 2 confident that Mr Whitehead would have presented the  
 3 Minister with an accurate representation of the facts as  
 4 he understood them, and that's a reference back to his  
 5 submission to Mr Davey. You address this further at  
 6 paragraph 88 of your statement. Could we have that on  
 7 screen, please. It's page 42. Here you say this:  
 8 "I do not know what steps Mike took to obtain and  
 9 interrogate information provided by [Post Office  
 10 Limited] to him, though he seems to have asked the main  
 11 subpostmasters' trade union, the National Federation of  
 12 SubPostmasters about it, and been told that their view  
 13 that there should be no lack of confidence in the  
 14 Horizon system. Mike was in regular contact with the  
 15 NFSP and so it would not surprise me if he had spoken to  
 16 them about Horizon. He was not, nor could he have been  
 17 expected to be, an expert on [Post Office Limited's] IT  
 18 system. Any official in his position would have been  
 19 entitled to expect [Post Office Limited] to provide  
 20 a truthful answer to the questions posed about Horizon.  
 21 There had to be a degree of trust between ShEx and those  
 22 who had been appointed to the job of running an ALB."  
 23 Dealing first with the reliance placed on the  
 24 National Federation of SubPostmasters' position on the  
 25 issues, were you aware at the time that you were Chief

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1 SubPostmasters were, as it were, rowing in behind that  
 2 position would have been a factor, but it would have not  
 3 been as much of a factor as the very long conversation,  
 4 by the sounds of things, that he had in November with  
 5 the Post Office itself.

6 **Q.** I see. I'm simply taking from your statement the  
 7 suggestion that this was another source of information  
 8 that Mr Whitehead might have used to probe the POL  
 9 position and --

10 **A.** That is perfect -- I don't know. It is perfectly  
 11 possible that he did, and maybe he did have in mind the  
 12 fact that -- I mean, it was him who wrote that there was  
 13 a cosy relationship. So I don't know exactly the cast  
 14 of mind that he brought to that conversation, I'm  
 15 afraid.

16 **Q.** My question is whether, given that he's recorded the  
 17 NFSP position in his submission and recorded that there  
 18 is a view that there is this cosy relationship, that  
 19 should in some way have made Mr Whitehead slightly more  
 20 wary of finding that reassuring?

21 **A.** Indeed. That is a perfectly reasonable position to take  
 22 and, as far as I know, that may well have been the  
 23 position that Mike did take. I don't know.

24 **Q.** In general terms, did ShEx seek assurances, before  
 25 placing reliance on information provided to it by

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1 assets?  
 2 **A.** No, we didn't, because that would have been an admission  
 3 that we didn't really -- if we asked a question, we  
 4 weren't necessarily expecting an honest, truthful and  
 5 full answer. And we did not operate along those lines.  
 6 The Shareholder Executive handbook, the Shareholder  
 7 Executive annual guidance, the framework agreements, the  
 8 chairman's letters, all made it absolutely clear that we  
 9 expected full and frank, honest, well-founded, detailed  
 10 responses to questions that we might be asking. If we  
 11 had had to go through that process every single time  
 12 that we had communication with an asset, that would have  
 13 been very, very wearing indeed, as well as wasting a lot  
 14 of time.

15 That was not the kind of relationship that we sought  
 16 to develop.

17 **Q.** That document can come down now. Thank you.

18 It may follow from your last answer, but was it part  
 19 of the role of ShEx officials to interrogate information  
 20 provided by the Post Office to ShEx or query any gaps in  
 21 information provided before conveying it to ministers?

22 **A.** Certainly. If there was a sense that either information  
 23 had been unhelpfully presented or misleadingly  
 24 presented, or incompletely presented, then I would  
 25 certainly have expected Shareholder Executive colleagues

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1 implication for prosecutions and other action taken  
 2 against subpostmasters, wasn't there a requirement, in  
 3 those circumstances, to be more probing? Where there is  
 4 an increasing body of accounts that there is something  
 5 wrong with the system?

6 **A.** I think there is evidence that officials were more  
 7 probing, as time went on. Now, I think it's difficult  
 8 to say that they shouldn't have probed even further but  
 9 I think the evidence does show that, increasingly,  
 10 questions were being asked and that went alongside,  
 11 increasingly clearly, questions being asked at the POL  
 12 Board, as well, ultimately culminating, at least in my  
 13 tenure, in the appointment of Second Sight to do  
 14 an independent review.

15 So, clearly, the questions were becoming more  
 16 pointed and acute and, clearly, there was a response to  
 17 that. I think it is perfectly open for anybody to say  
 18 it should have happened quicker.

19 **Q.** Do you agree that the risks posed by errors in the  
 20 Horizon system and action against subpostmasters,  
 21 including prosecutions, were not simply operational  
 22 issues that should have been left to Post Office  
 23 Limited?

24 **A.** By the time that the volume of those prosecutions and  
 25 cases had reached a very high level, yes, I do agree

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1 to have pressed and challenged on that. I mean, I used  
 2 to do that kind of thing all the time myself.

3 **Q.** So you draw a distinction between seeking assurances  
 4 when, on the face of it, there's nothing to question,  
 5 and where there is, on the face of it, something that  
 6 needs explaining?

7 **A.** I think the --

8 **Q.** -- exploring?

9 **A.** -- distinction that I would draw is that we expected, as  
 10 a matter of course, and made explicit at the beginning  
 11 of a relationship, that we expected a full and frank and  
 12 open, honest, straightforward relationship with  
 13 appropriate responses. That does not mean to say that  
 14 we would always necessarily get that, nor does it mean  
 15 to say that if we didn't get that, that was necessarily  
 16 always -- we didn't get it because there was a lack of  
 17 good faith.

18 It might have been just that people misunderstood.  
 19 So I would have expected a constant dialogue,  
 20 challenging dialogue, rather in the same way as a Board  
 21 is meant to have a challenging dialogue with the  
 22 Executive, to take place. I hope that's clear.

23 **Q.** In a situation like this, where a submission is  
 24 summarising an increasing number of people challenging  
 25 the integrity of the Horizon system, with the

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1 with that. But this is not -- again, it's not  
 2 a completely binary issue. If this had been kind of one  
 3 or two cases in a five-year period then I think  
 4 I probably would have said yes, well, this is  
 5 an operational matter. It's catching this when it  
 6 became clear that there was a systemic problem should  
 7 have been done earlier.

8 **Q.** We've seen in the submission these issues being  
 9 described as operational and contractual issues, and the  
 10 first position being that the Minister wouldn't meet  
 11 with Alan Bates for that reason. Given what you've just  
 12 said, do you consider that the issues were incorrectly  
 13 presented to the Minister as being for Post Office  
 14 Limited, as operational and contractual?

15 **A.** I find that a difficult question to answer because  
 16 I don't know what -- going back to the point about the  
 17 volume, I don't know what was the understanding of the  
 18 volume of those cases known to the officials at the  
 19 time.

20 **Q.** Well, we saw the numbers, didn't we, of prosecutions  
 21 that were relevant to the question of challenges to the  
 22 integrity of Horizon --

23 **A.** Yeah.

24 **Q.** -- in the several hundreds.

25 **A.** Yes, and you're saying that, as a result of that, that

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1 becomes sort of kind of more than merely operational?  
 2 **Q.** Well, my question is, in circumstances where, if they  
 3 were right -- if those challenging the integrity of the  
 4 Horizon system were right -- that there were systemic  
 5 and endemic problems with the system, that was the  
 6 number of prosecutions which might have been affect by  
 7 it, brought in reliance on --

8 **A.** Yes.

9 **Q.** -- Horizon data.

10 **A.** Yeah.

11 **Q.** So just looking at the information in the submission  
 12 alone, wasn't that enough to take it out of the  
 13 territory of operational and contractual purely for Post  
 14 Office Limited?

15 **A.** I don't know, is the honest answer. I don't know  
 16 whether or how those numbers compared against the  
 17 historical record of prosecutions by the Post Office or  
 18 Royal Mail. I would guess that officials at the time  
 19 might have taken some degree of comfort from the fact  
 20 that there had been a process which had been gone  
 21 through sort of British courts and there had been  
 22 a particular answer.

23 So I find it difficult to answer the question very  
 24 clearly for you because I can't put myself in their  
 25 shoes. I can imagine some of the things that they might

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1 very, very considerable industrial unrest so it wasn't  
 2 so much achieving profitability, it was more about  
 3 ensuring that the Royal Mail Group continued to survive.

4 Did that mean that we were focused on those kinds of  
 5 metrics at that time? Yes, it did mean that. And we  
 6 wouldn't have had, as you pointed out in this bit of the  
 7 evidence, we wouldn't have had, as it were, an organic  
 8 sense of the operations of some of these things because  
 9 we weren't so close to the business, by sitting on the  
 10 Board or whatever, that it would have -- we would have  
 11 picked that up in the normal course of events.

12 I mean, this is a very, very stressed period indeed,  
 13 in the history of Royal Mail Group, which is why the  
 14 Hooper Review had to be written and all of the very  
 15 significant changes that flowed from that were  
 16 ultimately taken.

17 **Q.** The statement can come down now. Thank you.

18 Your time as Chief Executive of ShEx finished not  
 19 long after the separation of Post Office Limited and the  
 20 privatisation of Royal Mail Group. Do you agree that  
 21 separation and privatisation was a top policy priority  
 22 for the Department of Business, Innovation and Skills?

23 **A.** It was an important -- it was an important priority.  
 24 I mean, there were a number of key conclusions that the  
 25 Hooper Review came to, of which that was one. There

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1 have been thinking but I can't give you a very  
 2 definitive answer, I'm afraid.

3 **Q.** Could we have on screen, please, paragraph 61 of  
 4 Sir Stephen's statement. It's page 30, please.  
 5 Starting three lines down, you say:

6 "It was also the case that, particularly in respect  
 7 of the period before separation, reporting on [Royal  
 8 Mail Group] and [Post Office Limited] was heavily  
 9 focused on financial performance (as reflected in ShEx's  
 10 reporting for this period, including traffic light  
 11 analyses and Quarterly/Annual Reviews) and ShEx did not  
 12 have a representative on the Board of [Royal Mail Group]  
 13 or [Post Office Limited], meaning that risks arising  
 14 from operational matters were less likely to appear in  
 15 ShEx's reporting for this period."

16 Was achieving financial profitability the foremost  
 17 aim of ShEx for Royal Mail Group and, by extension, Post  
 18 Office Limited in this period to which you refer?

19 **A.** I think it would be fair to say that that we were very  
 20 heavily focused on not so much achieving profitability  
 21 but whether or not the Royal Mail itself was sustainable  
 22 at all as a business. We had, as I mentioned before,  
 23 an enormous pension fund deficit, which could have sunk  
 24 the company. There was huge industrial change  
 25 associated with e-substitution going on. There was

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1 were others. He recommended that the existing regulator  
 2 was abolished and the duties were taken on by Ofcom. He  
 3 recommended that the pension fund was absorbed into the  
 4 public finances and he recommended that the Royal Mail,  
 5 in that situation -- separated from the Post Office --  
 6 was privatised and that required a change in the law and  
 7 we had to take primary legislation through.

8 We did all of those things. They were all extremely  
 9 difficult, as it turns out, but we did all of those  
 10 things. One of them was certainly the separation of the  
 11 Royal Mail Group from the Post Office.

12 **SIR WYN WILLIAMS:** Ms Price, can you hear me?

13 **MS PRICE:** Yes, sir.

14 **SIR WYN WILLIAMS:** I have lost the screen. I can't see  
 15 what's going on at the moment.

16 **MS PRICE:** Sir, we'll investigate that, if you just give us  
 17 a moment.

18 **SIR WYN WILLIAMS:** I can hear perfectly, but I can't see.  
 19 *(Pause)*

20 **MS PRICE:** Sir, I'm being told it might be an idea to have  
 21 a 10-minute break so this can be resolved at this point.

22 **SIR WYN WILLIAMS:** All right that's fine. I'll remain near  
 23 the screen so that you can let me know what's happening  
 24 if necessary, all right?

25 **MS PRICE:** Yes, sir. Thank you.

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1 (2.54 pm)

2 (A short break)

3 (3.01 pm)

4 MS PRICE: Hello, sir. Can you see us now?

5 SIR WYN WILLIAMS: Yes, I can, thank you.

6 (Pause)

7 MS PRICE: Hello, sir.

8 SIR WYN WILLIAMS: Hello.

9 MS PRICE: Can you still hear and hear us?

10 SIR WYN WILLIAMS: Yes, I can, very much.

11 MS PRICE: Is my microphone working now?

12 Yes, okay. I think we really are now ready to  
13 continue.

14 SIR WYN WILLIAMS: Right. Very good.

15 MS PRICE: Sir Stephen, we were just talking about the plans  
16 for separation and privatisation and I had asked you  
17 first of all about the priority of that for the  
18 Department. In terms of ShEx's priorities, were  
19 readying Post Office Limited for separation and readying  
20 Royal Mail Group for privatisation important priorities  
21 for ShEx?

22 A. Yes, they were.

23 Q. Was that something that the Directors of both Royal Mail  
24 Group and Post Office Limited would have known?

25 A. Yes, it is something they would have known.

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1 ultimately in the hands of, for these kinds of things,  
2 in the -- in the hands of the Board. So our role, in  
3 order to make an influence on or have an influence on  
4 the culture of the Post Office, would have been to make  
5 sure that it had the right kind of Board that would be  
6 able to drive that through the -- and Executive that  
7 would be able to drive that through the organisation in  
8 time. We wouldn't have sought or been able to influence  
9 the culture of an organisation of that size ourselves in  
10 any other way.

11 Q. Were concerns about culture, ethics and conduct in  
12 relation to Post Office Limited ever raised with you  
13 when you were at ShEx?

14 A. No, they weren't. I don't recall them anyway.

15 Q. I'd like to come, please, to the pushback that you say  
16 there was by Post Office Limited to having a Shareholder  
17 Non-Executive Director on the Post Office Limited Board.  
18 Could we have on screen, please, paragraph 94 of  
19 Sir Stephen's statement. It's page 46. You say here:

20 "The appointment of a Shareholder NED was met with  
21 resistance from the new Chair, despite what Anthony  
22 understood to be RMG's agreement."

23 So the new Chair, is that Alice Perkins?

24 A. Yes.

25 Q. And Anthony, that was Anthony Odgers?

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1 Q. Did you ever get any sense that this influenced the  
2 willingness of Royal Mail Group or Post Office Limited  
3 to share information with ShEx and the relevant  
4 Department?

5 A. I did not get that feeling at all, no. In fact, in some  
6 ways, quite the opposite because readying a company --  
7 I'm talking about Royal Mail now, rather than the Post  
8 Office, readying a company for a major listing on the  
9 London Stock Exchange is an extremely exhaustive process  
10 where enormous quantities of data have to be provided to  
11 satisfy the lawyers, the accountants, the bankers, you  
12 name it. It's an extremely complicated and exhaustive  
13 undertaking.

14 Q. Did you ever get any sense that the plan for separation  
15 and privatisation, and the importance of that, affected  
16 the appetite of ShEx to challenge the Post Office  
17 Limited position on Horizon?

18 A. No, I never encountered that at all.

19 Q. The Inquiry has heard evidence relating to Post Office  
20 Limited's culture, ethics and conduct. What mechanisms  
21 were in place, if any, when you were at ShEx to enable  
22 oversight of those things?

23 A. The principal mechanism for that was through our  
24 engagement with the Chair and the Board of the Post  
25 Office, you know, British UK corporate governance is

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1 A. Odgers, yes.

2 Q. Odgers, forgive me:

3 "A submission from the ShEx Post Office Network team  
4 to Ed Davey dated 24 October 2011 that I have seen while  
5 preparing this statement indicate that Ed Davey and  
6 Vince Cable decided in spring 2011 that a Shareholder  
7 NED would be appointed. However, when Alice Perkins met  
8 the Permanent Secretary in September 2011 in the first  
9 of a series of meetings she undertook with senior  
10 figures in the Department, she indicated that she had  
11 some concerns. These were ..."

12 These are the ones you were referring to earlier,  
13 I think?

14 A. Yes.

15 Q. "... first, that ShEx joining the board was inconsistent  
16 with the policy of future mutualisation, where the  
17 relationship between [Post Office Limited] and  
18 Government would be purely contractual; second, that it  
19 would 'in some way prevent Government insulation from  
20 the impact of operational decisions'; and third, that  
21 'one Board member had indicated that they would be  
22 reluctant to serve on a Board where a ShEx appointee was  
23 also a director'."

24 At paragraph 95, you explain that Vince Cable and  
25 Edward Davey decided to impose a Shareholder NED on Post

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1 Office Limited, despite the pushback and, it seems,  
2 a threat from one NED to quit the Board if it happened.  
3 Is it right that, to your mind, the most important  
4 reason for having Shareholder NEDs that a Board seat or  
5 at least the ability to attend Board meetings was likely  
6 to be important to understand the business in detail?  
7 **A.** I think there are a few reasons, actually. One is  
8 certainly to understand the business in more detail and  
9 to feel -- have a better sense of the business as a sort  
10 of living organism, as it were, and to be inevitably  
11 exposed to different types of information and  
12 perspectives than you would if you had not had a Board  
13 seat.  
14 Another crucial element of it -- and this goes to  
15 the slightly dual-hatted nature of a Shareholder  
16 Non-Executive representative -- is to make sure that the  
17 Board, in a very immediate way and a sort of very formal  
18 way, is aware of the 100 per cent shareholder's views  
19 and objectives for the business.  
20 A third, less important to my mind, but a reason, is  
21 improve and deepen the relationships between the Board  
22 and executives and the shareholder. As I've said at  
23 various stages in this statement and as has come up on  
24 a number of occasions, these relationships do need to --  
25 they require a degree of trust to work properly and

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1 **A.** I don't think it's helpful and I note that that  
2 particular prohibition was lifted in due course, and  
3 I think it's right that it was lifted. Whether or not,  
4 in practice, at the time when the prohibition was in  
5 place, it prevented proper conversations between the  
6 shareholder team and Susannah about the Board  
7 discussions, I rather doubt and my understanding is that  
8 Susannah arranged specific meetings so that she could  
9 inform the team as to the basic substance of the  
10 discussions.  
11 I think that's unfortunate that she had to do that.  
12 I think it would have been easier if the Board papers  
13 had been made -- capable of being made available to the  
14 team, but it was what it was. And I think clearly  
15 people were feeling their way. This is one of the very  
16 first Board seats that Shareholder Executive had taken,  
17 which is now pretty common practice, frankly, and  
18 I think people were feeling their way and maybe this was  
19 a compromise that it was felt needed to be made.  
20 **SIR WYN WILLIAMS:** I was going to ask you, Sir Stephen, was  
21 the attitude taken by the Post Office Board, to having  
22 a Non-Executive Director who is a member of ShEx,  
23 unusual but I think you've answered it by saying that  
24 this was one of the first boards in which that situation  
25 arose. Have I got that correctly?

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1 greater familiarisation with each other enabled that.  
2 **Q.** I should have referred to the other reasons you include  
3 at paragraph 67, that, in paragraph 67, you describe  
4 that first reason, that is it was likely to be important  
5 to understand the business in detail, as being the most  
6 important. So in the context of there being other  
7 reasons as well, do you still consider it to have been,  
8 to your mind, the most important?  
9 **A.** Yes, those the others are -- this is a matter of degree.  
10 In particular, the transmission of Government objectives  
11 in a clear and straightforward fashion is, you know,  
12 very nearly as important.  
13 **Q.** Looking to paragraph 96, please, over the page about  
14 five lines down, you say:  
15 "Susannah Storey was subsequently appointed but, as  
16 I understand it, following discussion with the Board,  
17 she did not share Board papers with the ShEx POL team  
18 out of concern that this would create a conflict of  
19 interest or otherwise undermine the independence of  
20 Board discussions. I do not recall being aware of this  
21 arrangement at the time when I was Chief Executive."  
22 Do you agree that an inability to share Board papers  
23 undermines a key purpose of the Shareholder NED role,  
24 ie the transmission of potentially important information  
25 back to Government?

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1 **A.** You have absolutely got that correct, Sir Wyn.  
2 **MS PRICE:** Would you have expected to have been consulted on  
3 the decision not to share papers?  
4 **A.** Would I have been expected? I would have liked to have  
5 been consulted. "Expected" is probably putting it too  
6 strongly.  
7 **Q.** Would you have agreed with the prohibition, had you been  
8 aware of it?  
9 **A.** I would have wanted to have had a conversation about it.  
10 If I had been told, "Look, this is new territory for us,  
11 they're very, very unhappy about it, it's not going to  
12 make a massive practical difference, let's go with it in  
13 the interests of making sure that we get off on the  
14 right foot, rather than the wrong foot", I would have  
15 probably gone along with that. There would have been  
16 other conversations that -- in different circumstances  
17 but, if that was the situation, I would have probably  
18 gone along with that.  
19 **Q.** Had you been aware, would you have considered that  
20 ministers should have been informed of that?  
21 **A.** That, I think, would have been a function of the  
22 judgement that I would have made as to whether or not  
23 the arrangements were capable of being effective and if  
24 they -- if I'd thought that they were effective, then  
25 I wouldn't have probably felt that that raised them to

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1 the level of needing to seek guidance from a minister.  
 2 If I thought that this was actually genuinely really  
 3 unhelpful, obstructive behaviour -- and it's difficult  
 4 for me to see from these documents where that line  
 5 was -- if I'd thought it was really genuinely  
 6 obstructive behaviour, then I may well have taken that  
 7 to a minister.

8 **Q.** Do you find any strength in the argument that sharing  
 9 Board papers with the ShEx POL team and/or the  
 10 shareholder may have created a conflict of interest?

11 **A.** No, I don't, actually. The Shareholder Executive NED  
 12 was a part of the Shareholder Executive, by virtue of  
 13 the fact that he or she was going to have seen those,  
 14 that conflict, if it was likely to have arisen, would  
 15 have arisen. Widening the circle of knowledge wouldn't  
 16 have fundamentally altered that particular principle.  
 17 The only issue, really, would have been whether or not  
 18 there was a concern about the confidentiality of the  
 19 papers, which I would have hoped nobody would have  
 20 really taken very seriously because I take that kind of  
 21 thing very seriously myself.

22 **Q.** Do you find any strength in the argument that sharing  
 23 Board papers with the ShEx POL team and/or the  
 24 shareholder may have undermined the independence of  
 25 Board discussions?

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1 Typically, I would try and stay in the conversation  
 2 as long as I possibly could because it was important to  
 3 do so but there's a moment when it's clear that the  
 4 interests diverge and then you would recuse yourself,  
 5 you would ask not to see the papers relating to it that  
 6 other Board members would see, and you would not attend  
 7 that discussion, and these are very well trodden paths.

8 I mean, most of the time conflicts of interest don't  
 9 raise themselves to that level of materiality and it is  
 10 the job of the Chair to make sure that they don't and  
 11 that the conversations can happen in a sensible way.  
 12 But, as I say, these are not complex mechanisms, they're  
 13 not uncommon mechanisms, and I remain very much of the  
 14 view that it is much better for the Government to have  
 15 shareholder representatives on the Boards of companies  
 16 like this that they own.

17 **Q.** Moving, please, to the mechanisms which were in place to  
 18 ensure that adequate information about Post Office  
 19 Limited was provided to ministers, you explain in your  
 20 statement that one method for keeping ministers informed  
 21 about Post Office Limited was submissions and meetings.  
 22 What other mechanisms were there and, in particular,  
 23 when you were Chief Executive of ShEx, what went to  
 24 ministers by way of risk registers and quarterly or  
 25 annual reviews relating to Post Office Limited?

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1 **A.** No, I don't. That leads you on to a series of  
 2 questions, which you may be about to ask, about how one  
 3 handles conflict in a Board and, if it does, then I will  
 4 stop there but, otherwise, I will carry on.

5 **Q.** No, if you can simply explain why you don't find  
 6 strength in that argument, that would be helpful.

7 **A.** It is very, very common practice for shareholders to sit  
 8 on Boards. In fact, it is almost always the case that  
 9 they do. When I sat on the Board of the Olympics,  
 10 LOCOG, for the Government, I was the Government's  
 11 representative -- effectively the shareholders of the  
 12 Olympics were the Government, who was paying all the  
 13 money, the Mayor, in whose town it was happening, and  
 14 the British Olympic Association. Each one of those  
 15 entities had the right to put a Board member on LOCOG's  
 16 Board and I was the Government's representative.

17 It is certainly the case that, on occasion, you will  
 18 find that, in those kinds of situations, there are  
 19 conversations or discussions which could potentially  
 20 represent a conflict of interest. In the case of the  
 21 Olympics, the budgets were going up quite a lot and the  
 22 only place where the budget was going to be met from was  
 23 going to be Government and, at that point, I would have  
 24 to take a view as to whether or not I could participate  
 25 in a discussion or not participate in a discussion.

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1 **A.** Well, the two principal mechanisms for communicating  
 2 with ministers certainly were submissions and meetings,  
 3 and the job of a civil servant is quite often to hang  
 4 around the door of the relevant minister and try and  
 5 apprise him or her of a particular situation and what  
 6 kind of line they would like to take with it and maybe  
 7 doesn't rise to the level of importance that it needs  
 8 a submission, or possibly it might say, well -- the  
 9 minister might say "Send me a submission on that,  
 10 please", and then you would do so.

11 Obviously, conversations on the telephone, not  
 12 texts, because that kind of thing didn't really exist  
 13 back in the day, but there were lots and lots of  
 14 conversations, both formal and informal, by which  
 15 information could be distributed and socialised.

16 Sorry, the second part of your question was?

17 **Q.** In addition to those submissions and meetings, the Chair  
 18 would like to understand what in the relevant documents  
 19 assessing risk and the annual reviews and quarterly  
 20 reviews, what would have made its way to ministers from  
 21 those documents and how?

22 **A.** I don't remember precisely. It would have been  
 23 unlikely, I think, that the quarterly traffic lights  
 24 reviews or general reviews would have made their way to  
 25 ministers. The annual reviews, I think, did. The

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1 ministers had to sign off annual report and, of course,  
 2 I can't remember exactly when it was but there was  
 3 a minister ultimately specifically given responsibility  
 4 for Shareholder Executive itself, and that minister  
 5 would have spent a good deal of time thinking about not  
 6 the assets within Shareholder Executive, but the running  
 7 of Shareholder Executive and the information that we  
 8 were using to organise the business.

9 So there would have been a range of things, but  
 10 exactly which of the various risk registers, traffic  
 11 light reviews, and so on, I'm afraid I don't fully  
 12 recall.

13 **Q.** Do you think that the mechanisms that there were were  
 14 adequate to keep the Department apprised of key  
 15 operational and contractual matters which might be  
 16 relevant at policy level?

17 **A.** I think it's impossible to say, against the background  
 18 of this disaster, that they were fully adequate. They  
 19 were certainly better than they were when the  
 20 Shareholder Executive was established and they are no  
 21 doubt better today than they were when I was running it.  
 22 But I think it's impossible to say that they were fully  
 23 adequate because, if they had been fully adequate, this  
 24 dreadful situation would have been raised much, much  
 25 more quickly and, I hope, would have been dealt with

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1 governance are fit for purpose and should drive proper  
 2 and honest company behaviours when implemented."

3 You go on at 112 to say that:

4 "Evolving a more effective Government ownership  
 5 lies, therefore, not in a complete redesign of  
 6 governance arrangements or ownership structures, but in  
 7 a more effective implementation of the highest standards  
 8 of existing corporate governance, with systems and  
 9 practices that promulgate and enforce those standards  
 10 right through the organisation. Its operations need to  
 11 be fully understood by the Board and executive, its  
 12 risks need to be identified accurately and honestly, its  
 13 issues and problems need to be escalated appropriately,  
 14 and the shareholder needs to be properly apprised of the  
 15 most significant issues and developments in the company.  
 16 This is particularly the case where there are complex  
 17 policy issues at play as well as commercial ones. The  
 18 evidence that this Inquiry has heard of the devastating  
 19 effects on the lives of so many blameless people is, at  
 20 least in part, witness to the human cost of governance  
 21 failure."

22 Can you explain, please, what you mean at the end of  
 23 paragraph 111 -- and if we can just scroll up a little  
 24 so Sir Stephen can see it -- by "fully implemented"; so  
 25 "the modern codes of corporate governance should drive

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1 with much greater expedition.

2 **Q.** After April 2012, when Susannah Storey started as the  
 3 first Shareholder NED on the Post Office Limited Board,  
 4 was there any mechanism for matters being fed back to  
 5 the Department directly via the Shareholder NED?

6 **A.** Yes, I think Susannah -- I mean, this was very much  
 7 towards the end my time at Shareholder Executive, so my  
 8 knowledge is perhaps less reliable than others' would be  
 9 but I know that Susannah met with the Shareholder Team  
 10 very regularly to make sure that the information that  
 11 she thought was important was being fed back into the  
 12 Shareholder Team.

13 **Q.** Coming, finally, please, to your reflections provided  
 14 towards the end of your statement to the Inquiry, could  
 15 we have on screen, please, paragraph 111 of  
 16 Sir Stephen's statement. That's page 55. You say here:

17 "Notwithstanding the multiple failures of  
 18 governance, starting at ground level in [Post Office  
 19 Limited], that have been a major contributory factor in  
 20 the perpetuation of the Horizon scandal, I do not  
 21 believe that an inference should be drawn that the  
 22 models of corporate governance employed by ShEx or UKGI  
 23 on behalf of the Secretary of State as owner of the  
 24 Royal Mail and, after 2012, [Post Office Limited] were  
 25 flawed in conception. Modern codes of corporate

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1 proper and honest company behaviours when fully  
 2 implemented"?

3 **A.** Um, corporate governance evolves all the time. There  
 4 had been multiple codes of best practice over my career,  
 5 and improvements made at various stages, and there was  
 6 a very, very big change in the way in which corporate  
 7 governance was approached after the great financial  
 8 crisis of 2008 and 2009, when the concepts, for  
 9 instance, of first, second and third lines of risk  
 10 management were rolled out very widely in the corporate  
 11 world, in a way that they hadn't been before, precisely  
 12 because there were corporate failures; the wrong things  
 13 appeared on risk registers; management and Boards were  
 14 not told about things that needed to happen, or were  
 15 happening; the risks were not properly analysed and then  
 16 were not properly calibrated afterwards; remediation was  
 17 not put in place; risk owners were -- all of this kind  
 18 of stuff it's not perfect now, nothing is ever going to  
 19 be perfect, but it gets better.

20 I mean, I think, looking at the evidence here and  
 21 looking at the papers that I have seen, it seems to me  
 22 that, at various points, working up from the Post Office  
 23 through Royal Mail, through Shareholder Executive, there  
 24 were moments at which this could have been caught.  
 25 Principally, I think this is around internal audit, this

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1 around Audit and Risk Committees, this around the  
2 Boards, particularly of POL, because I think it starts  
3 there and then it comes up. Now, as I say, some of this  
4 information came in from the side, as it were, into  
5 Shareholder Executive and that arguably should have been  
6 picked up in a different way than it was. But it really  
7 start witnesses implementing fully the best practice of  
8 corporate governance as it has evolved and I think, if  
9 that had been done in this case, we would have hopefully  
10 had a different outcome.

11 **Q.** Do you consider that the governance framework of Post  
12 Office Limited was fit for purpose and drove proper and  
13 honest company behaviours?

14 **A.** On the surface, it looked -- certainly, at the time of  
15 the separation, there was a specific attempt to bring  
16 the Board and the governance of Post Office up to the  
17 standards of an independent, large organisation with  
18 proper corporate governance, the appropriate number of  
19 independent Non-Executives, the appropriate number of  
20 NEDs, the right balance of experience on the Board, the  
21 apparatus of Board committees, all of those things were  
22 improved at the time of separation.

23 I think by inference you can say that those things  
24 were not in place before separation, and I'm afraid  
25 I don't know the details of whether or not they had

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1 I mean, there's an example, for instance, earlier in  
2 this evidence where Patricia Hewitt felt that it was  
3 important to have some form of trade union  
4 representative on the Board of the Royal Mail and,  
5 obviously, they didn't like that but, ultimately,  
6 Baroness Prosser was put on the Board of the Royal Mail.  
7 It doesn't have to be the nuclear option of, you know,  
8 firing the Board and getting a new Chair, and all the  
9 rest of it. There is considerable authority just  
10 invested in being the minister in charge.

11 **Q.** The lines of communication and accountability in between  
12 Post Office Limited itself and the Government  
13 Shareholder at the top were, it might be said, complex  
14 and multi-layered. Did those arrangements run the risk  
15 that responsible people -- so across Government, civil  
16 servants, RMG, POL Boards and the POL senior team --  
17 would act on the basis that someone else would or should  
18 or could grip problems?

19 **A.** There's an argument that the fact that there was  
20 an intervening parent in the form of the Royal Mail  
21 Group, between the Post Office and Government, did  
22 complicate matters. We, as I say in my statement, there  
23 was another actually bigger subsidiary, certainly in  
24 financial terms bigger subsidiary, where we didn't have  
25 any kind of direct relationship with it at all because

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1 a Risk Committee which looked at things in the  
2 appropriate detail. I'm not sure about the nature of  
3 that or the effectiveness of their internal audit  
4 process. All of these things, however, go to, and  
5 should have picked up on, on the problems that we have  
6 here. So I suspect that there are things to look at.

7 **Q.** You refer in paragraph 112 to "systems and practices  
8 implementing the highest standards of existing corporate  
9 governance". How do you suggest those systems and  
10 practices should be enforced?

11 **A.** The enforcement mechanisms for these -- for systems and  
12 practices of this type lie in the first place with the  
13 Board and the Chair of the Board and the Chair of the  
14 Audit and Risk Committee, the Chair of the Remuneration  
15 Committee and any other Chairs that happen to -- any  
16 other committees that happen to pop up.

17 Now, if it is the case that it is those -- that that  
18 corporate apparatus is not in place, or is in place and  
19 not doing their jobs properly -- its job properly, then  
20 the Chair needs to, in the first place, make sure that  
21 that is in fact happening properly. If that doesn't  
22 happen, the Chair and other senior members of the Board  
23 don't force that through, then I think the shareholder  
24 needs to take action to ensure that that is the case,  
25 and it can do.

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1 we worked entirely through the Royal Mail Group.

2 I think that there was a good degree of oversight of  
3 the Post Office, given that it was a subsidiary but  
4 whether or not the complications that you allude to made  
5 it more difficult to pick up this problem is  
6 a possibility. I think it is a possibility. Certainly  
7 I think it became easier when the Post Office had been  
8 separated and there was a very -- there was a singular,  
9 solo direct line from Post Office to Government.

10 **Q.** Scrolling down, please, just to the bottom of 112, "the  
11 devastating effects of governance failures". Are these  
12 due to the inadequacies of individuals or is it the  
13 governance systems which don't make sufficient demands  
14 of individuals to ensure appropriate behaviour?

15 **A.** I find that a difficult question to answer, except to  
16 repeat what I said before, really, which is that the  
17 full implementation of proper governance systems would  
18 have picked these things up and picking these things up  
19 would have made their resolution quicker and more  
20 equitable.

21 Whether or not that is specifically because people  
22 decided not to put in place governance systems that were  
23 state-of-the-art and up to the task, or whether or  
24 not -- I mean, I guess, at the end of the day, those are  
25 personal decisions.

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1 **MS PRICE:** Sir, those are all the questions that I have for  
2 Sir Stephen. There are some from Core Participants.  
3 I'm just looking around the room.

4 I think two sets of Core Participants have  
5 questions. Is it Mr Henry asking on behalf of the HJA  
6 team and then I think we have Ms Patrick.

7 **SIR WYN WILLIAMS:** All right. Thank you.

8 **MS PRICE:** Thank you, sir.

9 **Questioned by MR HENRY**

10 **MR HENRY:** Sir Stephen, do you think it would have been  
11 helpful to have more prescriptive guidance for NEDs who  
12 were Government appointed, so that there wasn't a danger  
13 of them losing objectivity and becoming, as it were,  
14 cheerleaders or interlocutors for the business but  
15 rather, actually, being an objective, critical and  
16 discerning eye for Government?

17 **A.** Well, I think a distinction needs to be drawn between  
18 a Shareholder Non-Executive and an Independent  
19 Non-Executive. The Independent Non-Executive -- as you  
20 know, all directors of all companies have fiduciary  
21 duties and they have duties towards the shareholders,  
22 the employees, the creditors, the regulators, if that is  
23 appropriate, and all directors have that. Clearly, if  
24 you're a Shareholder Non-Executive, you have a -- there  
25 is going to be a greater weight, inevitably, on the

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1 the time knew about this risk themselves.

2 **Q.** That risk, of course, involved their historic legacy of  
3 prosecutions?

4 **A.** Yes.

5 **Q.** Now, your background, of course, in strategic  
6 communications and media, the destructive repercussions  
7 of it becoming known that hundreds of subpostmasters had  
8 been wrongly prosecuted would have been enormous, that  
9 must be obvious?

10 **A.** Well, I don't have a background in strategic  
11 communications and media. I was an investment banker  
12 before I became a civil servant. I happened to do a lot  
13 of deals in the media industry but I --

14 **Q.** Forgive me, I thought --

15 **A.** That's fine. That's neither here nor there. Clearly,  
16 the reputational implications of a disaster like this  
17 are terrible. I mean, they're not as terrible as the  
18 impact on personal lives and livelihoods but, yes, they  
19 are very bad.

20 **Q.** Of course, compounding that atrocious injustice, if it  
21 had also been known that, as opposed to hundreds,  
22 thousands of subpostmasters had been wrongly milked for  
23 cash, in respect of fictitious Horizon created debts,  
24 that, would also have been a scandal, wouldn't it?

25 **A.** Certainly, that was a scandal. I mean, that's why we're

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1 shareholder interest for sort of kind of obvious  
2 reasons.

3 I would have expected that the Non-Executive  
4 Directors of any of the companies that we were involved  
5 in would have had the fully rounded sense of what  
6 a Non-Executive Director ought to be doing, and I think  
7 that it is arguable that we could have, at the very  
8 beginning of this process, back in 2005 or so, when  
9 I started getting involved, have reiterated what the  
10 fullest duties of the Non-Executive Directors were,  
11 because there was a degree of tension which I think was  
12 unhelpful.

13 **Q.** That tension sometimes being resolved in, paradoxically,  
14 a relaxation of actually looking after the shareholder,  
15 it appears, that the shareholder and particularly  
16 Government ministers, were not properly sighted on  
17 significant risks?

18 **A.** I don't know whether or not you can jump from the one to  
19 the other. The risks that were being run that we're  
20 talk about here should have come up through any number  
21 of different routes but, in the main, through the  
22 executive information, which was going into Board  
23 papers, which was going into papers that were being sent  
24 over by the Shareholder Executive. It's not clear to me  
25 whether or not the Royal Mail Non-Executive Directs of

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1 here.

2 **Q.** Yes, exactly. Now, your focus throughout your tenure  
3 from 2007 to the end of January 2013, was very, very  
4 much on the Royal Mail Group, among other considerable  
5 responsibilities you had, because, of course, your  
6 portfolio was getting bigger and bigger?

7 **A.** That's correct. My focus was much more on the Royal  
8 Mail Group than it was on POL.

9 **Q.** Yes, and presumably that is because of the Bill, the  
10 Act, the Postal Services Act of 13 June 2011. Once that  
11 passed, it made the roadmap to separation and RMG  
12 privatisation clear, did it not?

13 **A.** It did. It was the enabling act that allowed for the  
14 recommendations of the Hooper Review to be enacted, yes.

15 **Q.** Now we're all agreed that, without going into the detail  
16 of it, but you unreservedly accept that the risk posed  
17 by wrongful prosecutions and the risk posed by the  
18 unlawful civil pursuit of debt that did not exist,  
19 serious reputational repercussions and it ought to have  
20 appeared on the ShEx risk register, not preferable,  
21 really, but mandatory?

22 **A.** It certainly should have appeared on the ShEx risk  
23 register, yes --

24 **Q.** Now --

25 **A.** -- for POL.

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1 Q. Yes. For POL definitely but also because, by extension,  
 2 it would have been a considerable risk to your assets,  
 3 so, therefore, it ought to have appeared on your risk  
 4 register as well?

5 A. Yes, I -- during my time, we didn't have a risk register  
 6 for Shareholder Executive, *per se*. I think that did  
 7 come into account after but we didn't have one at that  
 8 time. It would have appeared -- it should have appeared  
 9 on the specific risk registers for Post Office and,  
 10 while Post Office was owned by Royal Mail, it should  
 11 have appeared on the Royal Mail risk register as well.

12 Q. Yes. Now, I want to return to the fact about your focus  
 13 and we all accept that you would have been looking  
 14 principally at the Royal Mail Group because that was  
 15 your immediate priority, together with, of course,  
 16 number of other complicated and complex enterprises that  
 17 fell under your control.

18 But just probing paragraph 60 of your witness  
 19 statement, you say you were not aware of the complaints  
 20 made by subpostmasters in respect of the integrity of  
 21 the Horizon system --

22 A. That's correct.

23 Q. -- and that you're not aware of the Computer Weekly  
 24 article being shown to you. I just want to explore with  
 25 you -- and, forgive me, I'm not trying to be

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1 accounts shortfall".

2 November 2009, "Post Office theft case deferred over  
 3 IT questions". That was Mrs Misra's case.

4 May 2010, "A pilot of the new Horizon Online system  
 5 at the Royal Mail has been scaled back after  
 6 connectivity problems and outages."

7 February 2011, "Post Office faces legal action over  
 8 alleged accounting system failures."

9 October 2011, "85 subpostmasters seek legal support  
 10 in claims against Post Office computer system."

11 That was obviously another one. So October 2011.

12 One in June 2012, "Post Office launches external  
 13 review of system at centre of legal disputes".

14 Then three in January 2013, "Post Office admits  
 15 Horizon system needs more investigation"; "Post Office  
 16 announces amnesty for Horizon evidence" and "Post Office  
 17 wants to get to the bottom of IT system allegations".

18 So Sir Stephen, I mean none of these impacted you.

19 A. I'm afraid I have no knowledge of any of those at all.  
 20 By the same token I, you know, don't read publications  
 21 which are to do with the nuclear decommissioning  
 22 industry or, you know, the data industry. I'm afraid  
 23 the Computer Weekly articles completely passed me by and  
 24 they were not drawn to my attention.

25 Q. But what about the media? I mean, for example,

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1 facetious -- but were you, as it were, in a bubble of  
 2 unknowing, in other words genuine ignorance about this  
 3 or is it a case of, "I don't recall, I may have been  
 4 made aware of this but I don't remember now"?

5 A. I have absolutely no memory of reading -- I've never  
 6 heard an article in Computer Weekly, and I have no  
 7 memory of reading this one or having it being brought to  
 8 my attention.

9 Q. Now, that, of course, is perhaps entirely correct but,  
 10 of course, it was replicated in Private Eye and also, in  
 11 Government, you do have services where media is  
 12 distilled and relayed to ministers and so, therefore, it  
 13 would go through your hands as well, don't you; you have  
 14 services where media is looked at and digested?

15 A. There are services such as that. I didn't use them  
 16 particularly at all.

17 Q. I see. So, again -- and this is probably inadvertence,  
 18 but I have a list in front of me of the articles in  
 19 Computer Weekly that occurred during your watch. There  
 20 were ten of them:

21 The May 2009 one entitled "Bankruptcy, prosecution  
 22 and disrupted livelihoods: Postmasters tell their  
 23 story", the one that you've actually specifically  
 24 referred into paragraph 60.

25 September 2009, "Postmasters form action group after

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1 Channel 4 and also the fact that the MPs were beginning  
 2 to agitate for affected subpostmasters in their  
 3 constituencies? All of this was going on in tandem or  
 4 in parallel. Was none of this permeating your office?

5 A. It wasn't permeating my office. It clearly did permeate  
 6 the Shareholder Executive and there is plenty of  
 7 evidence in the bundles that everybody has seen that  
 8 people are referring to the Computer Weekly articles,  
 9 the BBC programmes, the Channel 4 programmes, and so on.  
 10 But it was being dealt with in the way in which it was  
 11 being dealt with. It didn't come to me.

12 Q. Right. I mean, leaving your position aside and now  
 13 concentrating -- and you did refer to this in passing  
 14 during your evidence -- the Inquiry has heard from  
 15 Sir Mike Hodgkinson, Allan Leighton, Alan Cook, Adam  
 16 Crozier and, to a greater or lesser degree, all have  
 17 claimed ignorance of the wrongful prosecutions and  
 18 wrongful convictions being secured by Royal Mail Group  
 19 lawyers.

20 You've said that you don't wish to speak on behalf  
 21 of other people's knowledge but that is an extraordinary  
 22 state of affairs, is it not?

23 A. Well, I -- when responding to the Counsel for the  
 24 Inquiry's final questions, I -- she asked me about my  
 25 final observations and I am clear that there are

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1 multiple failures of corporate governance, which have --  
 2 I mean, there may be other reasons for this as well and  
 3 it will be for the Inquiry to decide what those are, but  
 4 certainly corporate governance is part of the question  
 5 here.

6 **Q.** Yes. I mean the question that arises is that: was the  
 7 Government, the shareholder, in other words, unable to  
 8 appoint directors capable of gripping the issues, or is  
 9 it conceivable that those appointed by Government chose  
 10 to disregard the marginalised SPMs as being unworthy of  
 11 interest because they didn't fit the narrative; do you  
 12 see the distinction there?

13 **A.** First, the Non-Executive Directors were not appointed by  
 14 Government. Certainly at the beginning of my tenure,  
 15 the Royal Mail Non-Executive Directors were appointed  
 16 effectively by the Chair and the Chair was appointed by  
 17 Government.

18 I would be -- I think any right-thinking person  
 19 would be horrified by the types of stories that have  
 20 come to light in the last few years and I would hope  
 21 that that would be the case for those individuals as  
 22 well. But what was going through their mind at the  
 23 time, I'm afraid, I'm just not in a position to be able  
 24 to answer --

25 **Q.** Well, returning to you, sir, and I don't need to take  
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1 So I suspect the answer is that they were still not  
 2 recognising that there was a big problem, but even if  
 3 they had recognised there was a big problem, I do not  
 4 think it bites on the success or otherwise of the IPO of  
 5 Royal Mail Group.

6 **Q.** So two parts to your answer. Are you saying, therefore,  
 7 that the legacy of prosecutions had, as it were, been  
 8 hived off and POL had been -- the Post Office had been  
 9 saddled with them? In other words, RMG's historic  
 10 liability for prosecutions had been hived off and left  
 11 with the Post Office?

12 **A.** I think -- I was not involved in the drafting of the  
 13 prospectus. I had left the organisation by that point.  
 14 But I think it is very difficult to believe that, in  
 15 a flotation of that magnitude and of that profile, which  
 16 was very, very high profile indeed, as we will all  
 17 remember, that the legal advice -- and I'm fairly  
 18 certain it was Slaughter and May -- would have  
 19 recommended anything other than leaving reference to the  
 20 prosecutions in there, if there was a potential  
 21 liability. It must have been moved across to POL by  
 22 then.

23 **Q.** So that's your supposition?

24 **A.** That is my supposition but I have done a lot of IPOs in  
 25 my life and I know what it is like to write a prospectus  
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1 you to the document, but Mr Patrick O'Sullivan was  
 2 questioned about UKGI00016739, the minutes of  
 3 a Shareholder Executive Board meeting from 13 March  
 4 2013, and various risks relating to the RMG flotation  
 5 were discussed but nowhere at all did the ShEx Board  
 6 recognise the risk that Horizon prosecutions were or may  
 7 have been to that flotation. There's a complete  
 8 absence, it just appeared not to have occurred to them  
 9 at all.

10 **A.** I think -- if I may, I think there are two parts in  
 11 response to that. One is clearly that knowledge of the  
 12 problems was partial, incomplete, and not sufficiently  
 13 escalated, and I think we spent a lot of time talking  
 14 about that this afternoon and I have no problem in  
 15 admitting that.

16 I mean, if it had been, however, I would have been  
 17 surprised if the plight of the subpostmasters would have  
 18 had any affect whatsoever on the IPO of the Royal Mail.  
 19 By then, the liabilities would have been resting with  
 20 the Post Office and the prospectus for the Royal Mail  
 21 flotation would have been crawled over in unbelievable  
 22 detail by Slaughter and May and various other corporate  
 23 lawyers, and if they had felt that there was a liability  
 24 there, contingent or otherwise, it would have had to  
 25 have been put into the risk factors.  
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1 of this type, and I've not heard any evidence to suggest  
 2 so far that it should have been in the prospectus.

3 **Q.** If your supposition is incorrect -- and let's just go on  
 4 this is angle, are you saying -- and it is, to  
 5 an extent, a thought experiment -- but let us suppose  
 6 that, between March and the actual flotation, which  
 7 I think was October?

8 **A.** I think you may be right, yeah.

9 **Q.** Let us suppose that something exploded, that surely --  
 10 I mean, it hadn't been priced in -- that surely would  
 11 have dampened market confidence and there was a risk  
 12 that the IPO would become a damp squib?

13 **A.** I think that's -- my experience of doing these kinds of  
 14 things is that's very unlikely. Unless investigators  
 15 genuinely believed that there is a financial liability  
 16 associated with a situation like that, they would look  
 17 through it and assume that it had been dealt with in  
 18 POL.

19 **Q.** Well, financial liability undoubtedly exists, and it's  
 20 going to be the subject of Phase 7 of this Inquiry.

21 **A.** But not for the Royal Mail Group.

22 **Q.** No, not for the Royal Mail Group but, nevertheless --  
 23 nevertheless -- the idea that the Royal Mail Group had  
 24 been --

25 **SIR WYN WILLIAMS:** Can I interrupt you, please --  
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1 **MR HENRY:** Of course, sir.  
 2 **SIR WYN WILLIAMS:** -- because I've been thinking about this  
 3 and I may be seeing it too simplistically but my  
 4 understanding is that the prosecutions were brought by  
 5 Post Office Limited. The involvement of Royal Mail was  
 6 simply, in inverted commas, "to provide the legal  
 7 expertise to do that". But, if it is right, and  
 8 I stress if, because I will obviously need to go back  
 9 over a lot of evidence, if it is right that a limited  
 10 company, Post Office Limited, prior to separation, so  
 11 there's no doubt about it, brought the prosecution,  
 12 maybe assisted by Royal Mail lawyers, then it's not  
 13 difficult to suppose that the liability would be Post  
 14 Office Limited and, obviously, after separation, there's  
 15 no doubt about that.  
 16 **MR HENRY:** No, on reflection, sir, you're right and I think  
 17 it follows that the liability in those circumstances  
 18 would lie with the Post Office.  
 19 **SIR WYN WILLIAMS:** Yes, well at least there's an argument to  
 20 be had about it, so debating it with Sir Stephen is  
 21 probably not going to get us anywhere. That's the  
 22 point.  
 23 **MR HENRY:** No, I'm not going to debate it further with  
 24 Sir Stephen, sir. Thank you very much.  
 25 **SIR WYN WILLIAMS:** Ms Patrick?  
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1 a contract like that. That's exactly the kinds of thing  
 2 that it does but I'm -- I don't recall it.  
 3 **Q.** But you don't recall but, if it had been part of that  
 4 limited knowledge you had, would it have been relevant  
 5 to the knowledge that would have informed your -- or  
 6 anybody else's -- performance of a role that involved  
 7 oversight of that contract?  
 8 **A.** I find it difficult to answer that question because  
 9 I don't know what the NAO said in its report, if it did  
 10 do a report. If it had said something along the lines  
 11 of "This is a hopelessly negotiated contract and the  
 12 Government has been taken for a ride", that's one thing.  
 13 If it had said, "This is a dreadful contract for a whole  
 14 host of reasons, not least of which technical due  
 15 diligence has not been done properly", that would be  
 16 another one. And I don't know what it said, so I am,  
 17 I'm afraid I find it a bit difficult to answer the  
 18 question.  
 19 **Q.** Okay. Take a slightly different tack. Last week the  
 20 Inquiry saw an email indicating that, by February 2015,  
 21 one minister, Baroness Neville-Rolfe, seemed to be  
 22 questioning whether Horizon might be another example of  
 23 a Government IT debacle. I'm not going to turn it up,  
 24 but for anybody listening the reference was  
 25 UKGI00019859.  
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1 **Questioned by MS PATRICK**  
 2 **MS PATRICK:** Sir Stephen, my name is Angela Patrick. I act  
 3 with Mr Moloney and Hudgells Solicitors for a number of  
 4 subpostmasters who were prosecuted and have since had  
 5 their convictions overturned. You might be glad to know  
 6 I only want to return to one topic that Ms Price covered  
 7 this morning -- sorry, this afternoon, in fact.  
 8 Earlier this afternoon just after lunch she asked  
 9 you about your state of knowledge of the history of the  
 10 Horizon contract with Fujitsu, and I just want to turn  
 11 back to that. I think you said your knowledge was  
 12 little more than that the negotiations with Fujitsu had  
 13 been fraught; is that a fair reflection?  
 14 **A.** I think that's what I said, yes. Long, complicated and  
 15 fraught, I suspect.  
 16 **Q.** Long, complicated and fraught, and I don't have to turn  
 17 up for the transcript but for the record and those  
 18 listening it's today's [draft] transcript at page 51,  
 19 lines 1 to 7.  
 20 Were you aware at the time you were responsible for  
 21 oversight of Royal Mail Group and Post Office, that  
 22 there had been critical scrutiny during the development  
 23 of the contract, including by the National Audit Office?  
 24 **A.** I genuinely don't recall. It would not have surprised  
 25 me that the National Audit Office would have looked at  
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1 Would reporting on repeated problems in IT  
 2 contracting by Government and public agencies have been  
 3 a well-known part of the public discourse by the time  
 4 you were in post in 2005 through 2013?  
 5 **A.** Yes, it would have been, though the nature of the  
 6 criticisms are normally -- were normally, and continue  
 7 to be, actually, that they were too expensive and not --  
 8 and too slow. They weren't typically that they were  
 9 subject to third-party remote access that -- I mean, it  
 10 wasn't that kind of criticism that typically you saw in  
 11 these Government IT problems.  
 12 **Q.** Okay. But if there had been a sort of general dialogue  
 13 or debate about complexity and failure and risk in the  
 14 contract management, would that be reason for  
 15 particularly close scrutiny when you were facing  
 16 particular allegations about a third-party IT system,  
 17 which was business critical to a public asset?  
 18 **A.** Well, again, I think I would go back to -- there weren't  
 19 IT specialists of any sort of kind of sophistication  
 20 within the Shareholder Executive. We didn't carry that  
 21 kind of expertise in-house. We would have relied, in  
 22 large part, on technical scrutiny, which would have been  
 23 undertaken by the Post Office themselves and, clearly,  
 24 we did ask a lot of questions about the Horizon system  
 25 and took the answers at face value.  
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1 Now, I think the argument is more about whether or  
2 not we should have taken the answers at face value,  
3 rather than whether or not we should have gone in and  
4 tried to understand specifically what was going on with  
5 Horizon ourselves because we didn't carry that kind of  
6 expertise, I'm afraid.

7 **Q.** Indeed. Simply taking it again in the general, if you  
8 had a set of circumstances where you have a complex  
9 history in IT contracting, a particular history of  
10 problems in the development of a particular contract,  
11 would that be reason to ask for particular due diligence  
12 in scrutinising the technical information that you were  
13 being given by a particular Government asset?

14 **A.** I think that's a very fair question and I think the  
15 answer to that is, in due course yes, and of course that  
16 is what happened in the end with Second Sight and the  
17 subsequent investigations. I think the question is  
18 whether or not those happened fast enough because it  
19 did -- those did happen in the end.

20 **Q.** I think it may be a question for the Inquiry in due  
21 course as to whether, looking at Second Sight and those  
22 inquiries, whether particularly the questions asked by  
23 shareholders and others were themselves particularly  
24 probing. But I think you address that in your own  
25 witness statement about the role and the questions that

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1 Clearly, that information was unreliable.

2 **Q.** One final point, simply picking up on something you said  
3 about there being no particular specific technical  
4 expertise within ShEx and relying on the technical  
5 information being fed up through the asset, is that kind  
6 of technical expertise something that you expect is  
7 available now to ShEx?

8 **A.** I would be surprised if the technical expertise is  
9 available to Shareholder Executive -- or UKGI now. It  
10 would be very expensive to maintain in-house, and it  
11 wouldn't be used probably that much. But what I would  
12 hope is that there would have been -- there would be now  
13 access to independent firms who can -- if the need  
14 arises to look into a situation like this, there is sort  
15 of a roster of independent firms that UKGI could go to  
16 very quickly and get the drains up to look at the  
17 problem. I think it would be difficult to maintain it  
18 in-house but I would hope that there is more capability  
19 that they could draw on from outside.

20 **Q.** When you were in post, was that a thing that you could  
21 have asked to have happened yourself, or somebody under  
22 you in your team, could you have said to RMG, "Hang on,  
23 I'm not really sure that that is really bottoms out" --  
24 or to POL -- "I think we independently will get our own  
25 independent eyes and we will pay for that to look and

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1 ought to have been asked.

2 But, looking at Horizon, there had been a difficult  
3 history in IT, an area that was known to be problematic.  
4 There was an increasing body of complaints, where the  
5 potential for failure in this case was not just about  
6 an IT problem making business more difficult but that  
7 a state-owned asset had potentially relied on faulty IT  
8 to prosecute innocent men and women. Can you accept  
9 what a sceptical, or at least a very cautious, approach  
10 have been adopted by everyone involved, including  
11 Government, to the scrutiny and oversight of Horizon  
12 from the outset?

13 **A.** So I hope I have answered that earlier on. Officials in  
14 Shareholder Executive did ask lots of questions, we did  
15 meet with Mr Bates and his organisation, we did then go  
16 and ask lots of questions of the Post Office and,  
17 ultimately, as I say, Second Sight was appointed.  
18 Throughout that period, we got very, very forceful,  
19 very -- and repeated and detailed answers from the Post  
20 Office about the integrity of Horizon.

21 And on the whole, I would have expected officials to  
22 have taken the view that they were entitled to rely on  
23 answers like -- rely on answers provided by POL,  
24 particularly as you point out, when it goes to the  
25 livelihoods and indeed liberty of sort of individuals.

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1 see how this is working"; was that something you could  
2 have done?

3 **A.** We could have done it. The information and the context  
4 at the time didn't look from the documentation to sort  
5 of kind of quite justify that, but clearly it got to the  
6 stage where Second Sight were appointed. I don't think,  
7 as it happens, that -- this is a small point -- I would  
8 have expected the Shareholder Executive to have paid for  
9 it. I would have expected POL to have paid for it and  
10 the firm in question to have reported directly and to be  
11 completely accountable to Shareholder Executive, but  
12 I would have expected the company to pay for it, and  
13 that is standard practice in this kind of situation.

14 **MS PATRICK:** Thank you, Sir Stephen. We have no further  
15 questions.

#### 16 **Questioned by SIR WYN WILLIAMS**

17 **SIR WYN WILLIAMS:** Sir Stephen, just one or two from me.

18 First of all, just to be clear about an answer you  
19 gave to Mr Henry, was there a risk register in being  
20 when you first became the Chief Executive of ShEx?

21 **A.** To the best of my knowledge, there was not a risk  
22 register for Shareholder Executive itself.

23 **SIR WYN WILLIAMS:** Right. Can you tell me approximately,  
24 obviously, when such a register was created for ShEx?

25 **A.** I'm afraid I can't, off the top of my head, Sir Wyn.

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1 **SIR WYN WILLIAMS:** That's all right. Fine. I am sure I can  
2 find out from another source, so don't worry.  
3 Then, finally, back to paragraphs 111 and 112 of  
4 your witness statement: although ALBs are not mentioned  
5 specifically in those paragraphs, do I take it that they  
6 are an endorsement of the concept of ALBs?  
7 **A.** You do take it as that, Sir Wyn, and indeed at 109 --  
8 **SIR WYN WILLIAMS:** 109 makes that clear, yes?  
9 **A.** I hope makes that clear. It is very difficult to  
10 imagine a situation, a world where we don't have ALBs of  
11 some type.  
12 **SIR WYN WILLIAMS:** Right. So I don't mean this in any  
13 disparaging sense, so please don't take it like that:  
14 have you actually been engaged in work since 2013 which  
15 involves ALBs?  
16 **A.** Yes.  
17 **SIR WYN WILLIAMS:** Right, fine.  
18 **A.** Many times.  
19 **SIR WYN WILLIAMS:** Fine. So it's not just based upon your  
20 experience with the Shareholder Executive but on the  
21 work you've done subsequently as a civil servant since  
22 2013?  
23 **A.** Yes.  
24 **SIR WYN WILLIAMS:** That would be --  
25 **A.** That is correct, both at Energy and in Defence, there

1 are many ALBs that we used to do specialist, important  
2 tasks where we needed to be able to get certain types of  
3 jobs done.  
4 **SIR WYN WILLIAMS:** Thank you very much.  
5 So I take it, Ms Price, that there are no further  
6 questions?  
7 **MS PRICE:** That's correct, sir.  
8 **SIR WYN WILLIAMS:** So thank you very much, Sir Stephen, for  
9 making your witness statement and for coming to give  
10 evidence before the Inquiry. I am very grateful to you.  
11 **THE WITNESS:** Thank you very much.  
12 **SIR WYN WILLIAMS:** So it's Mr Dunks tomorrow morning at  
13 9.45. Is that correct, Ms Price?  
14 **MS PRICE:** Yes, sir, it is.  
15 **SIR WYN WILLIAMS:** All right. See you all then.  
16 **MS PRICE:** Thank you.  
17 **(4.11 pm)**  
18 **(The hearing adjourned until 9.45 am the following day)**  
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