

Witness name: Rachel Scarrabelotti

Statement No: WITN11120300

Dated: 13 March 2024

THE POST OFFICE HORIZON IT INQUIRY

Third Witness Statement of Rachel Scarrabelotti

on behalf of Post Office Limited in the Post Office Horizon IT Inquiry

1. I, Rachel Scarrabelotti, of 100 Wood Street, London, EC2V 7ER, say as follows:

A. Introduction

2. I am Rachel Scarrabelotti, Company Secretary at Post Office Limited ("**Post Office**"). I joined Post Office in March 2022 and was appointed as Company Secretary effective 12 April 2022. This is my Third Witness Statement to the Inquiry. Whilst not having been employed by the Company during the whole of the period in question relating to this Third Witness Statement, I am aware of the steps Post Office has taken to respond to the Inquiry's Notice under Section 21 of the Inquiries Act 2005, dated 12 January 2024 (the "S21(18) Notice"). As such, I am the appropriate person to give this witness statement on behalf of Post Office.

3. This Third Witness Statement has been prepared in response to a request made by the Post Office Horizon IT Inquiry (the "**Inquiry**") by email dated 29 February 2024 (the "**Inquiry's Request**"). The Inquiry's Request was to set out the

substance of Post Office's letter to the Inquiry dated 28 February 2024 regarding its response to the S21(18) Notice. The S21(18) Notice required, among other things, a *'list of all dates of meetings of the Board or other relevant governance committees, sub-committees, or equivalent that are identified in Post Office Limited's response to Rule 9 Request 49 ... dated 28 November 2023.'* It further required that the list *'include all meetings between 1 January 2000 and the date on which the second statement responding to Rule 9 Request 49 is signed, that date being 19 February 2024 (the "Relevant Period")*.

4. I produce **Exhibit RS/WS3/1** which sets out the product of Post Office's work in compliance with the S21(18) Notice.
5. The S21(18) response was prepared in parallel with the work on R9(49). This meant that as the R9(49) statement developed and further potentially relevant committees were identified as part of that work, additional searches to identify dates for the purposes of S21(18) had to be performed in case the committee was assessed as "relevant" for the purposes of the R9(49) statement. If Post Office had not taken this approach, it would not have been possible to meet the Inquiry's deadline for providing the statement. As a result of some additional searches remaining outstanding at the date of the First Witness Statement being submitted to the Inquiry, I also provide an update on some additional committees identified by Post Office and its assessment of their relevance to request R9(49).
6. I have aimed to include within this Third Witness Statement, evidence relating to the Inquiry's Request insofar as the relevant facts are within my own knowledge. The facts in this Third Witness Statement are true, complete and accurate to the

best of my knowledge and belief. Where my knowledge and belief, as set out in this Third Witness Statement, has been informed by another person or by documents that I have reviewed, I acknowledge that person or those documents. I have been assisted in preparing this Third Witness Statement by Burges Salmon LLP and Fieldfisher LLP (together "**BSFf**"), who act on behalf of Post Office in the Inquiry. I have had online meetings with BSFf to assist my preparation of this Third Witness Statement.

B. Post Office's Process to Identify the Meeting Dates of Relevant Board, Committees and Sub-Committees

7. Post Office does not hold a record of the names of all of its Board level, Strategic Executive Group ("SEG") level or Business level committees and sub-committees or of meeting dates for these committees during the Relevant Period in a single repository or document. Accordingly, identifying the meeting dates of the relevant committees and sub-committees has required Post Office to undertake a process of searching document repositories to locate relevant material, reviewing that material, and attempting to verify the status of the committee and the meeting dates suggested by that material. Additionally, there has been engagement with those working within the Company Secretariat to seek to identify additional potential sources of information or answer questions about the status of a committee (Board level, SEG level or other). Finally, Post Office reviewed the Company Secretariat's Outlook Calendar in order to identify Board, Board level sub-committee and SEG meeting dates.

8. Invitations for Board, Board Sub-committee and executive committee meetings were issued from the Company Secretariat Outlook Calendar from June 2013 and so the Company Secretariat Outlook Calendar only holds meeting dates from that point onwards. Meetings are usually scheduled a year in advance in order to ensure availability of those sitting on the Board or a committee. It is possible that some of the meeting dates in the Company Secretariat Outlook Calendar – and set out in associated lists/ schedules held in Post Office's Company Secretariat files – may have been moved, postponed or cancelled and so it may be that the meeting did not, in fact, take place on that date or at all. Post Office has included the dates provided within the Company Secretariat Outlook Calendar, and the associated lists/ schedules of dates, out of an abundance of caution where it has not been possible to verify that the meeting went ahead on that date by reference to minutes or an agenda from the same date. The lack of minutes or an agenda for a particular date is not necessarily evidence that the meeting did not proceed.

9. From circa April 2012 onwards, post separation of the Post Office from the Royal Mail Group, it was possible to identify a list of Board, Board level sub-committees and SEG meeting dates from the sources described above at paragraph 8 and from minutes and meeting documentation that Post Office holds. Post Office was also assisted by review of Post Office's Annual Company Report and Accounts which, post separation, provide detail about Board level sub-committees and their role.

10. The process outlined above identified a number of names of committees prior to 2012 but returned very few meeting dates. Post Office ran searches across a

number of workspaces in Relativity, including documents from the Postal Museum and Hard Copy documents, that it identified as likely to hold potentially relevant materials. Post Office has kept a detailed record of these searches but, in summary, they proceeded in three stages:

- a. Post Office ran general searches seeking to identify committees and sub-committees that may have existed at Post Office prior to 2012.
- b. Post Office ran targeted searches using the names of those committees identified as a result of the searches at a. to identify meeting minutes or terms of reference held, in order to assess their position within Post Office's corporate structure and potential relevance to the matters under investigation by the Inquiry.
- c. Post Office identified those committees and sub-committees it considered potentially relevant from all the materials, but for which it held limited information about meeting dates, and ran targeted searches for those minutes or other documents which might confirm the meeting date such as agendas.

C. Meeting Dates of the Post Office Board, Relevant Committees and Sub-Committees Identified

11. Through the above process, Post Office produced a list of meeting dates in response to the S21(18) Notice, which is annexed to this Third Witness Statement and which I produce as **Exhibit RS/WS3/1**. It includes the Board, committees and sub-committees set out below:

- a. Post Office Board.

- b. SEG (formally the Group Executive post separation and the Executive Team pre separation).
- c. Audit Committee: From review of the documents made available to me, I understand that this is a pre-2012 Board level sub-committee. My understanding is that this committee was a precursor to the Audit and Risk Sub-committee. Post Office has only been able to identify one meeting date of the Audit Committee. Post Office holds incomplete records from pre-2012 and unfortunately it has not been able to identify any further minutes from this historical committee.
- d. Audit and Risk Sub-Committee ("ARC"): This is a Board level sub-committee which, based on a review of the documents made available to me, has existed since 2012. The purpose of the ARC is to assist the Board with its fiduciary duties by giving an independent view on accounting, financial control and financial reporting, and providing oversight of risk management systems and operational controls. The list of meeting dates has been prepared from review of the minutes that Post Office holds, the Company Secretariat's Outlook Calendar and the materials outlined at paragraph 8 above.
- e. Risk and Compliance Committee: The Risk and Compliance Committee is now a SEG sub-committee. However, from review of documents made available to me, I understand that prior to 2012 the Risk and Compliance Committee was a Board level sub-committee. My understanding is this committee was a precursor to the Audit and Risk sub-committee, together with the Audit Committee. Post Office has identified some meeting dates from minutes of this committee from 2004-2011 and these are included in **Exhibit RS/WS3/1**. Post Office has not been able to identify any further meeting dates for the pre-2012 Risk and Compliance Committee. Post Office holds minutes for the Risk and

Compliance Committee from 2013 onwards, but as the committee was SEG-level by that point, these dates have not been included in **Exhibit RS/WS3/1**.

- f. Remuneration Committee: This is a Board level sub-committee which, based on a review of the documents made available to me, existed since 2012. The purpose of the committee is to recommend to the Board the remuneration strategy and changes to individual remuneration packages for senior level appointments. The list of meeting dates has been prepared from review of the minutes that Post Office holds, the Company Secretariat's Outlook Calendar and the materials outlined at paragraph 8 above.
- g. Nominations Committee: This is a Board level sub-committee which has, based on a review of documents made available to me, existed since 2012. The purpose of the committee is to recommend appointments to the Board, its sub-committees and approve the direct executive reports of the CEO. The list of meeting dates has been prepared from review of the minutes that Post Office holds, the Company Secretariat's Outlook Calendar and the materials outlined at paragraph 8 above.
- h. Sparrow Sub-Committee: From review of the documents made available to me, I understand that this Board level sub-committee existed between 2014 and 2015. My understanding is that this sub-committee was established to make recommendations to the Board in respect of Project Sparrow and provide strategic oversight of the delivery of the project and the Initial Complaints and Mediation Scheme. The list of meeting dates has been prepared from review of the minutes that Post Office holds.
- i. Mutualisation Sub-Committee: From review of documents made available to me, I understand that this Board level sub-committee existed between 2012 and 2014. My understanding is that this sub-committee was established to provide

strategic direction in relation to Post Office's work on mutualisation and make proposals in this regard to the Board. The list of meeting dates between 2012-2014 has been prepared from review of the minutes that Post Office holds and the Company Secretariat's Outlook Calendar.

- j. Pensions Sub-Committee: From review of documents made available to me, I understand that this Board level sub-committee existed since 2012. The sub-committee's purpose is to make recommendations to the Board on pensions and pre-retirement risk benefits, and put in place strategies in respect of Post Office's pension fund. The list of meeting dates has been prepared from review of the minutes that Post Office holds, the Company Secretariat's Outlook Calendar and the materials outlined at paragraph 8 above. A Post Office Pension Plan – Governance Group currently sits as a SEG sub-committee.
- k. Financial Services Sub-Committee: From review of documents made available to me, I understand that this Board level sub-committee existed between 2014 and 2017. I understand the committee's purpose was to provide guidance, oversight and authorisation in connection with Post Office's financial services. The list of meeting dates has been prepared from review of the minutes that Post Office holds, the Company Secretariat's Outlook Calendar and materials outlined at paragraph 8 above.
- l. Historical Remediation Sub-Committee: From review of documents made available to me, I understand that this committee has existed from 2021 onwards as a Board level sub-committee. The purpose of this sub-committee is to oversee the administration of the Horizon Shortfall Scheme, the HSS Stamps Scheme, the management of compensation following overturned convictions and Post Office's position on criminal appeals. The list of meeting dates has been prepared from review of the minutes that Post Office holds and

the materials outlined at paragraph 8 above. I note this committee is now called the 'Remediation Committee'.

- m. Investment Sub-Committee: The investment committee was established as a Board level sub-committee in September 2023. The purpose of this committee is to oversee Post Office's investment activities and plans. The dates of meetings from September 2023 onwards are included in **Exhibit RS/WS3/1**. Post Office also had a SEG-level investment committee, which is a separate body and therefore falls outside the scope of the S21(18) Notice. As stated in my First Witness Statement (regarding Post Office's historic governance arrangements), I understand that the Executive-level investment committee was established in 2007. During the course of further searches run over historic material, Post Office has identified older investment committee minutes and agendas from 2003 onwards. It has not been possible, within the time available for complying with the Inquiry's request, to establish whether at that time the investment committee was a Board- or Executive- level committee. Due to the lack of certainty on the historic status of this committee, Post Office has only included meeting dates from 2023 onwards in **Exhibit RS/WS3/1**.
- n. Annual and Interim Report Sub-Committee: From review of documents made available to me, I understand that this was a Board level ad hoc sub-committee which convened to discuss the draft Annual Reports and Accounts. The list of meeting dates for this committee between 2011-2015 has been prepared from review of the minutes that Post Office holds and the Company Secretariat's Outlook Calendar.
- o. ARA Sub-Committee: As above, from review of documents made available to me, I understand that the purpose of this sub-committee was to discuss Post Office's draft Annual Reports and Accounts. The list of meeting dates for this

Board level ad hoc sub-committee between 2014-2023 has been prepared from review of the minutes held by Post Office in relation to this committee.

- p. Credit Card Sub-Committee: The list of meeting dates for this Board level sub-committee has been prepared from review of the minutes held by Post Office in relation to this sub-committee from 2019. From review of the documents made available to me, my understanding is that the purpose of this sub-committee was to discuss and make recommendations in connection with a credit card contract.
- q. Eagle Sub-Committee: The list of meeting dates for this Board level sub-committee has been prepared from review of the minutes held by Post Office in relation to this sub-committee from 2011-2012. From review of the documents made available to me, my understanding is that the purpose of this sub-committee was to discuss and make recommendations in connection with a financial services contract.
- r. Funding Sub-Committee: The list of meeting dates for this Board level sub-committee has been prepared from review of the minutes held by Post Office in relation to this sub-committee from 2013. From review of the documents made available to me, my understanding is that the purpose of this sub-committee was to finalise a funding agreement with the Government.
- s. GLO Sub-Committee: The list of meeting dates for this Board level sub-committee between 2018-2020 has been prepared from review of the minutes held by Post Office in relation to this sub-committee, the Company Secretariat's Outlook Calendar and the materials outlined at paragraph 8 above. From review of the documents made available to me my understanding is that this sub-committee was established to monitor the development of, and strategy for, the group litigation.

- t. Health and Safety Sub-Committee: Post Office has identified two dates when this sub-committee convened in 2008 and 2009. From review of the documents made available to me my understanding is that the purpose of this committee was to review health and safety related matters. Further searches of the historical material identified additional health and safety-related committees. However, Post Office has considered the same and formed the view that none of the committees identified from the historic material are Board-level sub-committees, and as such none of the meeting dates have been included in **Exhibit RS/WS3/1**.
- u. Panther Sub-Committee: Post Office has identified two meeting dates of this Board level sub-committee from 2018 from review of the minutes Post Office holds in relation to this sub-committee. From review of the documents made available to me my understanding is that the purpose of this sub-committee was to manage Project Panther, which concerned a contract unrelated to the matters under investigation to the Inquiry.
- v. RMG Sister Sub-Committee: Post Office has identified one meeting date of this Board level sub-committee from 2012 from review of the minutes Post Office holds in relation to this sub-committee. From review of the documents made available to me my understanding is that this sub-committee was concerned with the legal and transactional requirements for Post Office to become a sister company with Royal Mail.

12. As explained at paragraph 5 above, additional searches were outstanding at the date when my First Witness Statement was filed with the Inquiry. These outstanding searches have led to the identification of additional Board sub-committees that are not referenced in the Rule 9(49) historic statement, as follows:

- a. Major projects expenditure committee / COMPEC: From review of the documents made available to me this sub-committee appears to have been concerned with the development of operational projects e.g. with Parcelforce or Royal Mail. Post Office considers that it was likely a Board sub-committee. The meeting dates Post Office has identified for this sub-committee are from 1994 and 1996, which fall outside the required date range of the S21(18) Notice.
- b. Programme development authority board: From review of the documents made available to me this sub-committee appears to have been concerned with operational development and ICL Pathway. Post Office considers that it was likely a Board sub-committee. The meeting dates Post Office has identified for this sub-committee are from 1997, which fall outside the required date range of the S21(18) Notice.
- c. Accounts: From review of the documents made available to me this sub-committee appears to have been an ad-hoc sub-committee to approve Post Office Counters Limited's Annual Report and Accounts (Post Office Counters Limited being the preceding name to Post Office). Post Office considers that it was likely a Board sub-committee. The meeting date Post Office has identified for this sub-committee is from 1999, which falls outside the required date range of the S21(18) Notice.
- d. Sub-Committee of Directors: From review of the documents made available to me, akin to the accounts committee, this appears to have been an ad-hoc sub-committee to approve Post Office's interim reports and trading statements, formed on occasion via a resolution of the Board. The meeting dates Post Office has identified for this sub-committee range between 2012 – 2014.

13. The committees set out at paragraph 12 a to c fall outside the date range of the S21(18) Notice. They have therefore not been included in the list at **Exhibit RS/WS3/1**. In respect of the Sub-Committee of Directors (as set out at 12(d) above), and based on Post Office's understanding that this was an ad hoc sub-committee to approve interim reports and trading statements, Post Office assesses that it is unlikely to be relevant to the matters under investigation. I have therefore not included it within Exhibit RS/WS3/1; however, Post Office can provide further information regarding this sub-committee if the Inquiry requires it.

14. The additional checks and searches over historical material have led to the identification of committees / groups for which, due to the scarcity and age of the documents, Post Office has not been able to take a view, in the time available, as to where the committees sat within the business structure, as follows:

- a. Programme steering committee: This appears to be akin to the programme development authority board, concerned with ICL Pathways and Horizon development. Post Office has identified meeting dates from 1997, but is unable to confirm where the committee sat within the business structure.
- b. Counter automation steering group: This also appears to be akin to the programme development authority board and steering committee, concerned with ICL Pathways and Horizon development. Post Office has identified a meeting date from 1998, but is unable to confirm where the steering group sat within the business structure.
- c. Horizon programme board: This appears to have been a group / board concerned with the development of Horizon. Post Office has identified

meeting dates from 1998 and 1999, but is unable to confirm where the programme board sat within the business structure.

- d. Strategy management team and risk management committee: These appear to have been committees connected to strategic risk and controls, and the document identified states that the strategy management team was established in 1993 and risk management committee in 1995. Post Office has not identified meeting dates and is unable to confirm where these committees sat within the business structure.
- e. CRTG Sub-Committee: Post Office understands this to be the co-operative retail trading group and has identified a document in connection with this from 2010, but has not identified any meeting dates. Post Office is unable to confirm where this committee sat within the business structure.

15. I note that the committees set out at paragraph 14 a to d fall outside the date range of the S.21(18) Notice and Post Office has been unable to confirm where these committees sat within the business structure. They have therefore not been included in the list at Exhibit RS/WS3/1. As Post Office has not been able to confirm the level at which the CRTG sat within the organisation and based on the above understanding of its purpose, Post Office assesses that it is unlikely to be relevant to the matters under investigation. I have therefore not included it within **Exhibit RS/WS3/1**.

16. Post Office does not have complete records of its Board, Board sub-committees and/or SEG level meetings. There are consequently gaps in the list of dates for each committee at Exhibit RS/WS3/1. It has, however, carried out a significant

review exercise, as explained in this statement, to try to identify historical meeting dates and assure itself that the dates contained in **Exhibit RS/WS3/1** are accurate.

Statement of Truth

I believe the content of this statement to be true.

Signature:

GRO

Date: *13 March 2024*

THE POST OFFICE HORIZON IT INQUIRY

Exhibit RS/WS3/1

Board Meeting Dates

Meeting date
11/01/2000
14/03/2000
04/04/2000
18/07/2000
12/12/2000
12/02/2001
13/03/2001
10/04/2001
12/06/2001
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24/05/2002
12/06/2002
25/07/2002
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21/05/2020
26/05/2020

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17/08/2023
26/09/2023
31/10/2023
28/11/2023
24/01/2024
30.01.2024
27.02.2024

Executive committee Meeting Dates

Meeting date
21.02.2000
20.03.2000
19.04.2000
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Audit Committee Meeting Dates

Meeting date
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ARC Sub Committee Meeting Dates

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Risk & Compliance Meeting Dates

Meeting date
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Remuneration Committee Meeting Dates

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Nominations Sub Committee Meeting Dates

Meeting date
07.11.2012
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Sparrow Sub Committee Meeting Dates

Meeting date
12/01/2014
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18/02/2015

Mutualisation Sub Committee Meeting Dates

Meeting date
04.07.2012
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Pensions Sub Committee Meeting Dates

Meeting date
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Financial Services Sub Committee Meeting Dates

Meeting date
27.01.2014
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Historical Remediation Sub Committee Meeting Dates

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28.10.2021
12.11.2021
18.11.2021
02.12.2021
16.12.2021
20.12.2021
06.01.2022
20.01.2022
03.02.2022
17.02.2022
21.02.2022
03.03.2022
17.03.2022
31.03.2022
14.04.2022
28.04.2022
10.05.2022

13.05.2022
26.05.2022
09.06.2022
20.06.2022
04.07.2022
22.07.2022
04.08.2022
10.08.2022
18.08.2022
08.09.2022
30.09.2022
10.10.2022
13.10.2022
27.10.2022
10.11.2022
21.11.2022
28.11.2022
15.12.2022
05.01.2023
19.01.2023
20.01.2023
02.02.2023
16.02.2023
02.03.2023
13.03.2023
16.03.2023
22.03.2023

27.03.2023
30.03.2023
12.04.2023
13.04.2023
19.04.2023
27.04.2023
03.05.2023
11.05.2023
25.05.2023
31.05.2023
08.06.2023
14.06.2023
22.06.2023
05.07.2023
06.07.2023
20.07.2023
26.07.2023
03.08.2023
16.08.2023
17.08.2023
31.08.2023
14.09.2023
20.09.2023
28.09.2023
12.10.2023
18.10.2023
26.10.2023

09.11.2023
15.11.2023
23.11.2023
29.11.2023
07.12.2023
13.12.2023
21.12.2023
04.01.2024
10.01.2024
16.01.2024
18.01.2024
01.02.2024
15.02.2024
28.02.2024

Investment Sub Committee Meeting Dates

Meeting date
30.10.2023
11.12.2023
12.02.2024

Annual & Interim Report Sub Committee Meeting Dates

Meeting date
15.06.2011
27.06.2012
21.11.2012
13.06.2013
04.12.2013
18.06.2014
19.11.2014
01.07.2015

ARA Sub Committee Meeting Dates

Meeting date
18.06.2014
03.08.2022
09.08.2022
11.12.2023

Credit Card Sub Committee Meeting Dates

Meeting date
29.01.2019
14.02.2019

Eagle Sub Committee Meeting Dates

Meeting date
12.10.2011
22.03.2012
26.04.2012

Funding Sub Committee Meeting Dates

Meeting date
01.05.2013
26.11.2013

GLO Sub Committee Meeting Dates

Meeting date
26/03/2018
15/05/2018
10/07/2018
24/09/2018
26/11/2018
28/01/2019
11/02/2019
21/02/2019
25/02/2019
24/04/2019
29/04/2019
09/05/2019
15/05/2019
11/06/2019
12/06/2019
20/06/2019
17/09/2019
22/09/2019
22/10/2019
13/11/2019
10/12/2019
22/01/2020
04/02/2020
03/03/2020

Health & Safety Sub Committee Meeting Dates

Meeting date
04.11.2008
26.02.2009

Panther Sub Committee Meeting Dates

Meeting date
08.05.2018
15.05.2018

RMG Sister Sub Committee Meeting Dates

Meeting date
22.03.2012