

Witness Name: Jane Davies

Statement No.: WITN11650100

Dated: 29 November 2024

POST OFFICE HORIZON IT INQUIRY

FIRST WITNESS STATEMENT OF JANE DAVIES

I, Jane Davies, of [WITHHELD] will say as follows:

INTRODUCTION

1. I am a former employee of Post Office Limited (“**POL**”). I held the position of Chief People Officer between 1st December 2022 and 30th June 2023. I reported to the Group Chief Executive, Nick Read and was a member of the Group Executive (now referred to as “**SEG**”).
2. This witness statement is made to assist the Post Office Horizon IT Inquiry (the “**Inquiry**”) with the matters set out in the Rule 9 Request dated 12 September 2024 (the “**Request**”). I have prepared this statement with the assistance of a lawyer. I have annexed documents to this statement which I felt were relevant and which I could locate within the Inquiry’s timescale for submission of this statement. I wish to note however that there were a number of further

documents that I also wished to include but could not do so following POL's lawyers informing me that those documents remained subject to privilege.

PROFESSIONAL BACKGROUND

Please summarise your educational and professional qualifications, your career background and your appointment to the POL Strategic Executive Group ('SEG') (including relevant dates)

3. I am a politics graduate (BA (Hons)) from the University of Nottingham. I have a professional qualification (CIPD) in Human Resources.
4. Before joining POL, I worked in Human Resources function for more than 30 years, in several roles. Since 2004 I have held 'HR director' positions, initially for Punch Taverns plc, before moving to businesses across various sectors including engineering, homebuilding and construction, supply chain coordination and healthcare in primarily FTSE 250 organisations.
5. My role as HR director, and more latterly Chief People Officer, has centred on advising main boards and committees on strategic people matters (such as remuneration, succession planning, talent management and diversity etc.) as well as being a Statutory Board Director, well versed in corporate governance and compliance.
6. Operationally, my key strengths are in business transformation, commercial turnaround, developing strong governance in people management, building strong cultures and engagement across large organisations.
7. In my last position before employment with POL, I was one of three Statutory Board Directors for a £6bn revenue business, with over 20,000 employees for an organisation where our values were based on 'CARE' for colleagues and where customers are patients within communities. I have worked in private

businesses with significant people agendas, mostly publicly listed and subject to significant shareholder scrutiny and rigor on financials but also on people and culture agenda.

8. I was approached by MBS Executive, a headhunting firm, in June 2022, to consider the role of Chief People Officer at POL.
9. I had an interview with Angela Williams, the interim CPO in July 2022, and then a follow up with Mr Read, CEO, in July 2022 and again in October 2022. As part of the interview process, I also met Lisa Harrington, Non- Executive Director and Chair of the Remuneration Committee.
10. I was told I was successful in my application for the role of Chief People Officer around October 2022, and I began employment with POL on 1 December 2022.
11. Having previously enjoyed working in a community-based retail organisation, which required cultural transformation and a commercial turnaround, I felt POL Chief People Officer role was a good fit. Moving to an organisation which had a social purpose was also appealing. The role description and accountabilities given were:
 - Leading the People Business Partnering Team to challenge and drive commercial decision making across the organisation through effective organisation and talent strategies.
 - Acts as a business partner to the Chief Executive Officer and Executive Committee, advising and challenging on people matters, such as organisational design, culture and talent.
 - Drives an organisation-wide cultural transformation to secure the future success of POL.

- Leads the successful implementation of the new IT system from a people perspective; winning hearts and minds to support its adoption.
- Owns the talent acquisition strategy, ensuring Post Office attracts and retains the right capabilities into POL including engagement with the Nominations Committee of the Board.
- Owns the talent management strategy, ensuring consequence management is embedded and high potentials are identified, upskilled and provided opportunities to develop.
- Leads the performance management process, ensuring the process is transformed in line with the Purpose, Strategy and Growth objectives.
- Owns the reward strategy, including remuneration and benefits, in line with Post Office culture work to ensure that role accountability is embedded into grading structures including acting as a key interface with the Remuneration Committee of the Board.
- Leads on the relationship with the organisation's recognised unions to ensure it meets its legal obligations, whilst ensuring the commercial delivery of business objectives.
- Drives the transformation of the People function to be efficient and effective, reducing cost, clarifying roles, accountabilities, process ownership, driving up functional capability.
- Supports the business change agenda during the time of extensive technology change.

Leads the culture change agenda needed to meet the objectives of Common Issues Judgement, supporting the Inquiry team as required, as well as driving the culture strategy and engagement plan in place.

EXPERIENCE OF POL STRATEGIC EXECUTIVE GROUP

Please summarise the nature of any training and induction that you received prior to, or on your appointment to the POL SEG, setting out the quality and completeness of any training and induction that you received.

12. I was a member of the POL Group Executive (GE) team, which I now understand has been replaced by POL SEG. I will answer this in accordance with my role on the GE. I did not receive any pre-joining training or information on POL. Prior to joining, I specifically asked for sight of documents relevant to my role, such things as organisation charts, previous Remuneration Committee minutes, statutory and governance documents, the shareholder framework, union agreements etc., but I was told I would not be given any documents until I joined and was on POL systems.
13. In October 2022 (prior to the commencement of my role in December 2022), I also met Mr Read for lunch as an informal pre-induction meeting. He raised the following concerns with me, in what I believe was an attempt to involve me with these matters and help resolve them upon joining:
- That he was originally told that the Inquiry was just a 'storm in a teacup' but that the nature of the Inquiry had changed now it was a statutory inquiry.
 - That he felt his pay was inadequate. He told me that when he was initially offered his role, the Treasury pulled his offer and reduced his salary. He had remained unhappy about this since (and was an ongoing issue throughout my tenure with the POL).

- That NED SMP's were too tactical, and that the decision to have SMP's on the Board would soon need to be reversed.
 - That POL had failed to successfully remove Alisdair Cameron from his position and that he and Mr Cameron had an unhealthy relationship.
 - He raised his concerns with me about Ben Foat, specifically that legal costs were spiraling out of control (and this had been raised by the Board).
 - He also seemed fairly earnest about postmaster compensation and the need for cultural transformation.
14. When I joined on 1 December 2022, my onboarding was inadequate. I was supposed to have had a two-week handover with Angela Williams (the interim and part-time Chief People Officer for POL who had been employed for 18 months). However, I found there was an unwillingness to provide me with any written documentation; rather I received verbal updates over Microsoft Teams calls, which were mainly centered on providing me with the details of the Group Executive and Board characters and capability.
15. When I requested a list of documents/information by email, I was told not to make such requests by email, given the potential (Inquiry) disclosures (Email from Angela Williams to Jane Davies regarding 'Follow up' dated 4 December 2022. **POL00460659**), and instead to communicate through WhatsApp or Microsoft Teams, as these channels would not be subject to disclosure. It was these channels through which I understand she communicated with Mr Read.
16. It came to my attention that Ms Williams had deleted at least six months' worth of data on her work computer and telephone prior to her departure in December 2022. POL's IT team did retrieve some of the data, but not all of it.

Only certain Teams messages and emails were successfully recovered. The Data Protection Director had made me aware of the breach and said he would be investigating it. However, after several weeks of asking for updates, I did not receive any follow up.

17. During my first two weeks, I was expected by Mr Read and Ms Williams to place focus on Mr Read's pay. I was told by Ms Williams (as I documented in my notebook from the time) that my priorities were to be as follows:
 - To increase Mr Read's pay or risk losing him.
 - To focus on the letter from the Chairman to Grant Shapps / Secretary of State.
 - Remove Mr Cameron from POL; and
 - Ensure Mr Read appoints his own team.
18. On 13 December 2022, I had what was supposed to be a 1-2-1 meeting with Mr Read. However, the meeting focused on him justifying a pay increase, with him saying 'I couldn't have done a better job in the last three years.' Mr Read shared his concerns over his pay and that he felt as though he was being "abused".
19. I shared with him my concerns over the lack of handover I had received from Ms Williams, and my worry that she was commencing annual leave on 17 December 2022 for two weeks, after which she would no longer be with POL. I asked Mr Read to request Ms Williams phone and computer before her annual leave so I could attempt to get up to speed on matters myself. This would be normal practice, to handover company property. However, this did not happen. With her then deleting all company data, I feel this is demonstrative of the incompleteness and inadequacy of any formal handover.

20. From my first day, I was actively working with members of the board, to manage Remuneration Committee matters and the recruitment of three Non-Executive Directors (“NEDs”), due to the resignation of three current NEDs. Henry Staunton and I also worked closely together in December and January 2023 to handle a pay proposal for Mr Read and I spent a lot of time with Lisa Harrington, Remuneration Committee Chair. I also met with other Board members, Sub-Postmaster (“SPM”) NEDs and UK Government and Investments (“UKGI”) members.
21. I found that meetings in my first month with Tom Cooper (UKGI NED) were very helpful. He provided me with more contextual information to get me up to speed with the situation at POL, the Inquiry etc. as well as directing me to read the CIJ and HIJ judgement, which I read over the Christmas period. He also provided me with a document entitled ‘Overview of HMG Governance’ (Overview of HMG Governance Document. **POL00460663**) which I received and read in January 2023. I also had a meeting with Simon Recaldin who updated me on the compensation schemes, and I attended a GE meeting in December 2022 where he updated on Historical Shortfall Scheme (“HSS”) completions (I will come back to HSS matters later in this statement).
22. I was also surprised with the considerable amount of operational activity I was expected to immediately fix. On my first day, Mr Read asked me to intervene in a significant operational matter, where we had converted our contractor population from one umbrella arrangement Intelligent Resourcing to Morsons (Teams message from Nick Read to Jane Davies dated 2 December 2022. **POL00460671**) saying “it seems to be a monumental cock up”. The value of

the contractors under this arrangement was £30m (c300 contractors). A significant proportion of the contractors, who mainly worked in IT on the NBIT (Horizon replacement) programme, had refused to sign the new terms and hence there was no legal contractual arrangements or protection in place for them or for POL. I discovered that this project had been handled by a relatively junior manager in my department with no executive input or support. I was initially shocked at the lack of visibility, governance and controls, particularly in view of the costs and non-compliance.

23. Within my first two weeks I was also asked to 'administer' the CEO Fund (a retention bonus plan). I did not get to see the background or rationale, and whilst I asked, I was not at the time given any data on the 'retention' problems which this bonus was meant to address. I was told that the 'Remuneration Committee' had granted the CEO Fund £1m to spend on retention bonuses for those people deemed critical or flight risks within POL. I was told that I needed to administer the payments in the December 2022 payroll and organise the letters to individuals. I felt uncomfortable with the lack of formality around the process. When I asked to see the background, I was told by my predecessor Ms Williams that it had already been signed off by Mr Read and my role was simply "to make the payments and send the letters".
24. I walked into several other operation problems. My team was in disarray (with grievances raised and division within the team) and the bonus plans for the current year (which should have been issued in March 2022) had not been issued. We were a year into a dispute with the CWU and facing regular strike action, or action short of a strike (a dispute which, in February 23 – having been asked by Andy Fury and Dave Ward (CWU) to step in - I took the lead

on, and with some intelligence, creativity and a strong HR team, we were able to bring to a conclusion within 7 weeks).

25. In all of my career, I had never encountered such a huge amount of operational turmoil; it was off the scale. In many instances, it felt self-inflicted and required strong leadership to step in and drive accountability. This latter leadership was lacking. I wrote Mr Read an email on 1st February, saying 'It's 8 weeks in, and I am starting to feel like POL's Lara Croft! Every day is a battle!' (Email from Jane Davies to Nick Read dated 1 February 2023. **POL00460668**). The latter was making light of what was a hugely tough and challenging place to work, off the Richter scale.

What briefings, if any, did you receive on the issues addressed by the Inquiry, such as the Horizon IT system, the prosecution of SPMs and the Group Litigation Order (GLO) before or on joining the POL SEG? If you received any such briefings, please provide details of the briefing received and reflect on their quality.

26. I was not given sufficient information as part of my induction to POL to understand the context of any of the matters being addressed by this ongoing Inquiry; on the Horizon IT System, the wrongful prosecutions of the SPMs, the GLO or ongoing issue of compensation.
27. I was left to learn about such matters "on the job", and so by attending GE meetings and meetings with the SLT members, I was able understand more about New Branch IT ("NBIT"), Group Litigation Order ("GLO") and Inquiry updates in my first month.
28. I had access to the Inquiry update at that GE meeting on 15 December 2022, which was a progress update and not particularly informative. As a side note,

my access to this update prompted a formal investigation into whether I should have been allowed access to the Inquiry information, as there was apparently a concern whether appropriately approved undertakings (required for me to receive that information) were in place from the Inquiry team at the time. From my perspective, I had signed the undertakings on my first day of employment with POL, but it later transpired that such undertakings may not have been approved by the Inquiry team. I will explain this point in further detail later.

29. I read Nick Wallis' book 'the great Post Office scandal' in my first month, which I found very moving and did make me question whether I had done the right thing joining POL. It also made me feel uncomfortable knowing there was an ongoing focus on Mr Read's pay. However, at the time, I felt that if Mr Read was genuine, and hearing what he said during the interview process, we could make a real difference to the culture, to the relationships with SPMs, as well as build a strong commercial business. I remained very committed to making a difference and addressing the cultural challenges and poor leadership behaviours.
30. I was sent a draft document from the Legal Team in January 2023 in respect of operational improvements to POL process and procedures (over which POL has retained legal professional privilege so I am unable to annex it to this statement). This was particularly helpful in my understanding of what POL was trying to do to change and improve. I found the section headed **GRO**

GRO

GRO

I mention

this as I understand that one of the issues to be addressed by the Inquiry is the culture of POL generally. I will come onto this point later.

Please set out your reflections as to the adequacy and effectiveness of POL's current corporate governance arrangements.

31. I can only speak to POL's governance arrangements as I understood them from my time at POL, although some of the evidence I have heard during the Inquiry would suggest that little, if anything, has changed since June 2023.
32. Ultimately, I believe that POL's corporate governance arrangements are in many ways not fit for purpose. The systems, policies and procedures relating to POL's governance were not clearly signposted or adequately explained. As a new starter, I had to search on the website or ask for key documents to help me understand POL's corporate governance, such as HMP Articles of Association, the Code of Business Conduct, Employment Policies, HMG Governance, Shareholder Framework Agreement, Procurement Policy, Remuneration Policy etc.
33. In my short period of time with POL, significant breaches and non-compliance were raised with me by numerous people, and in turn, I noted and raised such concerns, over the effectiveness of compliance and governance on many occasions to the Board and CEO.
34. The Board in my view, remained too detached from the day-to-day operational issues, and did not appear curious enough or ask the right questions on governance and compliance. Because of this distance, they also did not understand the deep lack of trust between SPMs, POL employees and leadership. They did not seem to be interested in finding out. Instead, I found

the Board were more interested in demonstrating loyalty to Mr Read. One of the key responsibilities of a board is to debate and ensure there is robust CEO succession plan in place; this was missing.

35. Further, POL's systems of governance seemed to be too easily warped by individuals with self-interest in questions of remuneration. It is hard for me to capture and reflect the full picture of absurdity of the POL business and the human issues involved. I say this considering the significant breaches and non-compliance I noted and raised with such arrangements in my short time with POL – a system which allows the following cannot be effective. I have structured my answers under key headings as follows:

Governance issues - remuneration and bonus concerns

36. There was an unhealthy focus from Mr Read on his own pay and bonus improvement. Many of the NEDs and GE members including Tom Cooper would say that my predecessor Ms Williams and Mr Read were 'too close'. Ms Williams had also received Mr Read's sponsorship in December 2022 to be included in the shortlist for the new replacement Remuneration Committee chair, which was a process running at that time. It felt to me that Mr Read was attempting to secure Ms Williams ongoing involvement in POL's Remuneration Committee within this influential role, as she was the champion of his quest for more pay. Mr Staunton intervened and removed her from the process as being unsuitable for the role.
37. I noticed an unhealthy focus on changing bonus metrics and targets during the financial year, which if agreed to, would have resulted (and in some cases did result) in increased bonus payments to POL Management (the CEO Mr Read and interim CPO Ms Williams). This was highly unusual as normally, bonus

plans are agreed at the start of the financial year. There was in my view a pattern of behaviour which required examination. I specifically suggested to Mr Staunton at the end of January 2023 and again at the beginning of May 2023, that we needed to conduct a review of the previous years'

Remuneration Committee minutes. Mr Staunton was of the view that the new incoming RemCo chair would have accountability to resolve the governance and compliance issues and suggested that I wait until they are on board. In summary, I believe that there were governance issues centred around the following matters of remuneration:

a) Historical Shortfall Scheme (HSS) Target

38. I was copied into an email from Mr Read to Ms Williams on 2nd December 2022 (Email from Nick Read to Angela Williams regarding 'Remco' dated 2 December 2022. POL00460658), where he asked her to gather evidence to back the 'management' view that the HSS target should be 95% compensation claims made by 31st December 2022 (and not 95% of compensation payments made by 31st October as previously agreed in by RemCo) (22/23 STIP and 22-25 LTIP document. POL00460660). The 95% October target had not been met and he wanted to 'sell' this change to the Remuneration Committee. As this was my first day, I had not quite appreciated at this point, that changing this target would result in slower compensation payments, in favour of paying a bonus (however it did appear to me to be an odd bonus metric to apply across the whole of POL, as only c50 people could influence the achievement of the HSS bonus metric).
39. Initially I felt an obligation to support POL Management position on this metric. I had been directed by my predecessor, Ms Williams, to review the July 2022

Remuneration Committee minutes, which were unclear. At the Remuneration Committee meeting on 6th December 2022, there was a disagreement between the Remuneration Committee and POL Management (CEO & interim CPO), which continued for c6 weeks. However, after further scrutiny of the broader Remuneration Committee minutes and discussing this matter with Tom Cooper, who was adamant the agreed target date was October, I felt comfortable the correct target date was October and advised Henry Staunton. Whilst the target remained unchanged (October), further pressure was placed on the Remuneration Committee from Nick Read, to apply 'discretion' to the HSS payment, which they agreed to look at. It seemed odd that 9 months into the year, there was an attempt to change a bonus target and the focus being on payment of bonus, rather than the timeliness of compensation payments.

b) Belfast Exit Metric

40. The Belfast Metric was 10% of the bonus target for the Short-Term Incentive Plan ("STIP"). This metric related to a programme which should have resulted in the Horizon data centre being moved out Belfast. I was told the programme of work cost £30m and had failed, as reported in July 2022 Remuneration Committee. Tom Cooper in the Remuneration Committee meeting on 6th December 2022 stated that this was a key programme for POL and was still wanting to understand why it had failed. He was complaining that there had been no investigation, and no-one was being held accountable.
41. At the same meeting, POL Management proposed that the value of this metric, 10%, should now be combined into the NBIT counter development metric, which alone was 10%, as one single target, i.e. making this latter target 20%

(and effectively forget the Belfast Exit programme target). There was no recognition or acceptance from POL Management as to the governance of this failed programme, the cost impact, the wider impact on the NBIT roll out etc. The reasons for the Belfast Exit programme failure continued to remain unknown. The Remuneration Committee refused to change the target to combine it with NBIT counter replacement, however, again POL Management requested that the Committee agree to exercise discretion. It certainly felt odd to me that the focus was on changing the bonus metric, rather than investigating the reasons for what appeared to be a seismic failure.

c) Bonus Multiplier

42. At the Remuneration Committee meeting on 6th December 2022, and in subsequent discussions with Paul Wood, POL's Rewards Director at the time, I was told there was an outstanding bonus issue, relating to an unapproved bonus payment made to Mr Read in August 2022 (as well as to my predecessor Ms Williams and others) as a result of a multiplier being added to his 100% bonus, rather than being applied to only 20% (i.e. his personal element). This was still awaiting approval from the Shareholder. Several frustrated individuals told me that the process in awarding this bonus and the subsequent unauthorised payment of it, had been 'shady', highlighting fundamental questions on governance and a lack of compliance with the Shareholder Framework Agreement. During January 2023 I was asked by a UKGI Board member to review the last 6 months of Remuneration Committee meetings, mainly to understand the issues over the HSS bonus. This review however would provide me with the insight into other bonus metric issues. I held several meetings with Paul Wood, before and after he left POL to

establish facts on Remuneration Committee matters, and background details (Transcript of Teams call with Paul Wood, WITN11650102). He was particularly uncomfortable with the fact that he had supplied information on the historical position/analysis which he put in table format (as requested by the Remuneration Committee) and had sent the document to Ms Williams for inclusion in the Remuneration Committee papers, but this document had not been included in the papers shared with the committee.

43. The recommendation by POL Management to add an increased multiplier to 100% of their own bonus arrangements was proposed in July 2022, *after* the financial end-year (31st March 2022) to which the bonus applied i.e. if approved, it would apply retrospectively to the previous years' bonus plan. It is usual for bonus metrics to be agreed before the start of the bonus year, which in this case was March 2021. I had not ever seen a bonus metric be proposed and amended in favour of Executives, who recommended the change to benefit themselves, after the financial year was closed. This contradicts most remuneration governance and HMG governance on this point.
44. POL Management's recommendation was inconsistent and misleading; the rationale for the increases were stated as retention, motivation and alignment with other schemes etc. but these points were not examined collectively or individually to the degree I would normally expect by the Remuneration Committee, and/or were misleading. I was also told that the truth was being obfuscated; the historical position/analysis which had been requested by the Remuneration Committee and put into a table format had not been included in the meeting agenda. This document clearly showed that POL Management

(the CEO & interim CPO etc), had only ever had the multiplier added to 20% personal element. Instead, POL Management 'talked to the document' and in doing so did not fully explain or declare the fact that Executives and GE had historically only had a multiplier added to 20% of their personal element, not the whole 100%. It was this behaviour that shocked Paul Wood (and as I understand, it also shocked the part-time remuneration consultant) and resulted in him complaining to me.

45. The CEO (Mr Read) and CFO (Mr Cameron), as ministerial appointments, were being included in a general paper proposing the changes to the POL Executive and to other employees. As they were included in a general paper, the detail and scrutiny specifically required for the ministerial appointments was not documented. For example, POL Management were arguing the rules were 'ambiguous', but this point was not scrutinised, neither were the terms of employment issued to the CEO/CFO documented. The Articles of Association require the Shareholder to approve the remuneration (including STIP and Long-Term Incentive Plan ("LTIP")) of ministerial appointments. A letter shared with the Shareholder on the proposed change, was noted as 'unclear'. For clarity, the CFO did not benefit from this change, as he did not receive a high enough performance rating.
46. POL Management both submitted the proposal to apply the multiplier (which, to confirm would have the effect of increasing their remuneration) and were in attendance in the Remuneration Committee meetings when discussing this proposal. POL Management had created numerous documents, to propose changes to bonus metrics etc., and attended the Remuneration Committee

meetings over the course of the previous 3 years (which affected their own pay and bonus). This is highly unusual practice.

47. POL Management (the Interim CPO and CEO) personally benefited from this proposed change by c£7000 and c£30,000 respectively. This conflict of interest was not highlighted nor formally recorded in the Remuneration Committee minutes.
48. A Remuneration Committee action on 26th July 2022 was to make a “RECOMMENDATION” to the Shareholder for this change in the application of the multiplier from 20% (personal element only) to now apply the multiplier to 100% of bonus for the CEO (the CFO did not earn any additional bonus). Again, changes to pay or bonus of the CEO or CFO, are strictly governed by the Articles of Association, as both were ministerial appointments, where it is mandatory to seek Shareholder approval before any changes are made. However, within two weeks of the Remuneration Committee which asked for it to be recommended, all payments were processed in the August 2022 payroll to all individuals, including Mr Read. I understood from Paul Wood (who refused to process the payments) that my predecessor authorised her Head of HR Shared Services/Payroll Manager to process the payments, without receiving formal approval from the Shareholder. This raised alarm bells with a number of people and remained an ongoing ‘open issue’.
49. At the end of January 2023, and following Nick Read’s threats to resign, David Bickerton DBT Director General, sought Treasury approval for the multiplier payment, as a gesture to placate Nick Read. This approval eventually came through around March 2023. However, it still remains an open issue in that the table was removed from the Remuneration Committee update and as

such the accusation, was that the Remuneration Committee and the Shareholder had been misled.

50. The total cost impact of this 100% bonus multiplier amounted to an additional £220,000, however, there was no linked accrual set aside. POL Management proposed using the existing surplus on the normal bonus plan to fund this, but any change of rules impacting the business costs by £220,000 should in my experience, have the explicit approval of CFO and/or Audit, yet this approval was not documented.
51. Mr Cameron, the CFO, was chasing me for confirmation of the “unapproved” bonus elements for inclusion in the Annual Report and Accounts (“ARA”). Mr Read said initially it was a ‘red herring’ and we should not have to share this. Mr Cameron naturally became quite agitated over the lack of information and was putting me under a lot of pressure. I eventually told Mr Read that I needed to communicate the information to Mr Cameron, which I ultimately did.
52. During December 2022 to March 2023, I raised numerous concerns with Mr Read, Mr Staunton, the Chair, the Remuneration Committee chair (Ms Harrington) and the UKGI board member (Tom Cooper), over specific remuneration governance issues, as well as the extremely wordy and complicated Remuneration Committee papers (and bonus schemes) that had been submitted by POL Management in the previous year. That ‘ambiguity’ was being used to increase payments, rather than err on the side of caution. This sentiment was one strongly relayed to me by Paul Wood, the previous Rewards Director. I felt that my predecessor’s role was too influential, and she was taking advantage of Ms Harrington, the Remuneration Committee chair, who was known to be less experienced given it was her first

Remuneration Committee Chair post. In my experience, these complaints should have been further investigated.

d) 50% bonus – Retention Mechanism

53. My predecessor had given me the 22/23 Executive 'bonus letter' (for the CEO & CFO) which highlighted the bonus plan for the current year and required Treasury approval. I was told by her that if the new bonus plan for Nick Read was rejected (highlighted in the letter which was sent to the SoS in November 2022) I was to then submit this letter to Treasury to gain approval. I clarified the proposal had been approved by RemCo with Lisa Harrington and she confirmed it had. I therefore sent this to UKGI in February 2023. A new metric had been included in this plan, which provided an additional 50% of bonus earned in 22/23, to be added and paid in the following years' bonus 23/24, to act as a retention mechanism. I said to Ms Harrington that I could not see any evidence of a retention issue, other than the CEO being a risk, and in view of the recent rejection of his increased pay/bonus proposal, I doubted that Treasury would approve this. She was also doubtful this element would get approved. In March I had a call with Roshana Arasaratnam from UKGI, who reported to Tom Cooper, who confirmed that Treasury were not happy with the 50% additional retention bonus being included in the Executives bonus plan. I suggested to her, for the sake of expediency, to remove the metric and that Tom Cooper and I should go back to Ms Harrington/Remuneration Committee to explain this. This continuous pressure on amending bonus metrics felt totally unhealthy and I mentioned to Henry Staunton that it felt like a game was being played where POL Management were using ambiguity and/or various angles to increase bonus.

e) Transformation Incentive Scheme (“TIS”) Bonus Metric

54. In April 2023, POL faced public criticism for paying the TIS bonus element in FY 2022. POL Management had not sought the appropriate inclusion and approval from Sir Wyn Williams’ team, as the bonus was linked to the Inquiry. The paper submitted on this metric, which confirmed the target was met, was written by POL Management. There has been significant reviews conducted into this payment, without any accountability being identified – the only step taken being the recipients of the bonus repaying it. This reinforced further concerns over the role of POL Management in Remuneration Committee meetings in influencing bonus decisions.
55. I was asked to attend meetings on the TIS bonus payment, on one occasion with circa 6 lawyers, to try to explain how and why it was paid. My concern was on the pattern of behaviour that was emerging over bonus payments, bonus design and bonus targets amendments. I was also worried that I was going to be in some way implicated in this even though I had not been employed with POL when the payment was made.
56. On several occasions I complained to Mr Read and others about the obfuscation and complexity in Remuneration Committee papers and minutes, which resulted in bonus payments being made, potentially unlawfully, and the ongoing excuse of ‘ambiguity’ in favour of increasing bonus payments. Mr Read admitted to me – and to 3 other GE members - that he felt he had been ‘played’ by Ms Williams. I had already spoken to Mr Staunton in January 2023 about my nervousness around poor governance and did so again early May 2023 when the TIS metric came to light. Mr Staunton suggested that I pick this up with the new Remuneration Committee chair, Amanda Burton.

57. I tried to speak with Amanda Burton on two occasions concerning these matters. The first occasion was at the end of April 2023, where she wanted to understand more about the TIS metric as part of her investigation. I pointed out that she needed to contact Paul Wood and the previous Rewards Consultant, Sharon Mattingly, as they would be critical witnesses and would be able to help. I said there were other bonus payment, which they would also highlight, and that there was more than just TIS to investigate. Amanda Burton was adamant that she only wanted to focus on TIS. Even though Paul Wood was the Rewards Director when TIS was approved, she did not contact him. Again, around about 12th May 2023, I had a call with Amanda Burton, where I said to her, I wanted to discuss a potential whistleblowing matter and that Mr Staunton had suggested I speak with her. She simply closed me down and said she could not get involved as she would need to remain independent. I tried to persuade her to listen, but she was insistent on not wanting to hear any more from me. I was the only senior female on the GE, and I was hoping for her support and help (Ms Harrington, the previous RemCo chair, by contrast, would have listened and reached out). I felt let down by her. I resolved to raise all my complaints formally with the Chairman Mr Staunton on 23rd May 2023 (Letter from Jane Davies to Henry Staunton regarding 'Strictly Private and Confidential' dated 23 May 2023. **POL00448687**) over Remuneration Committee non-compliance and other governance and compliance matters.

CEO Pay

58. Firstly, I would point to a letter sent to the Secretary of State on 11th November 2022, approximately two weeks before Mr Staunton and I joined POL. That

letter addressed a demand for a substantial increase to Mr Read's package to provide him with an increase of c£300k to his on-target fixed and variable reward package, with a stretch increase of c£600k. There is significant correspondence on this topic, recording his dissatisfaction with his current package. It also confirmed that two previous proposals had been taken to Paul Scully and Kwasi Kwarteng in the preceding year, which had been declined due to the ongoing Inquiry and the context of the public pay freeze. It is worth noting that a UKGI representative and another Board Member had confirmed these attempts to secure increases in Mr Read's pay in the course of the previous year were backed up in each case by threats to resign. I noted Tom Cooper said to me, "Nick [Read] had cried wolf at least 3 times". It surprised me with all of his threats to leave that the Board had not put together a succession plan to mitigate the risk of Mr Read leaving.

59. There are over 30 email/teams exchanges in December and January 2023 concerning Mr Read's pay. In an email, dated 16th December 2022, Mr Read wrote; "I think the SoS needs to understand this is not business as usual", "can the business afford to be rudderless", "..(my) bonus situation is intolerable", "no reward, no incentive, and no retention scheme...frankly this feels reckless". In December 2022, Mr Staunton confirmed to me that Mr Read had entered his office and was threatening to immediately resign; Mr Staunton had to appease him, by offering him an incentive to stay, but it was clear, Mr Read was ready to leave at that point.
60. On 10th January 2023, Mr Staunton, who was at least initially supportive of Mr Read's requests for increase remuneration, particularly in view of his threats to resign, met with the Secretary of State. He raised the question of Mr

Read's pay but got "short shrift". Following that meeting, Mr Read was "incredibly despondent and let down" as observed in emails. It was made my priority to put together a second proposal working with UKGI. On two Friday evenings in January 2023, I received messages from Mr Read, complaining the revised packages would not be good enough, he was irritated. "You have forced me to seek advice", "You and Henry have some urgent thinking to do" "we will end up in a real self-made mess". I offered to set up a Sunday call between him and the chairman and Mr Read responded, "I am afraid this situation has moved beyond Sunday evening chats". (Quoted from email from Nick Read to Jane Davies dated 22 January 2023. **POL00460665**). (Email from Nick Read to Jane Davies dated 20 January 2023. **POL00460664**), Mr Staunton and I met with Mr Read on 23 January 2023. The full meeting was documented. In summary Mr Read said; "I need to see progress. However, I fear that there will not be any progress...I am prepared to submit a formal grievance and or make a claim for constructive dismissal. I have gained advice on my legal position and PR advice on how I intend to handle this. There is always a huge diatribe about what I am paid"... "The irritation is profound". Mr Staunton asked, 'what would it take to keep you' and Nick Read set out his expectations in terms of a pay increase, an increase to his bonus % and "then decide how long you need me for, a retention in 3 years would be meaningless. It needs to be meaningful, and I expect a retention to 31st December 2023". He said he was "immensely frustrated" and has not been considered a priority; that he wants to run the business, but "not under any circumstances". At that meeting, Mr Read also heavily criticised Tom Cooper as "pick, pick, picking away" (I believe this is because Tom Cooper

would challenge POL Management on remuneration changes and this irritated Mr Read) and asked for him to be removed. There have been a lot of questions over Nick Read's threats to resign; in my experience, anyone threatening "constructive dismissal" trumps threatening to resign, as constructive dismissal is where an employee resigns and then pursues a legal claim against the organisation for breach of contract.

61. The following day, Mr Staunton and I met with a sub-Board group, to share his comments, that Mr Read was threatening to resign and claim constructive dismissal. I presented them with a new proposal to increase his remuneration (in line with Mr Read's suggestion), which they approved. The following day, 25 January 2023, Mr Staunton and I met with the CEO of UKGI and the DBT Director General, confirming the same message previously delivered to the POL Board, that Nick Read was threatening to resign and claim constructive dismissal, and that we needed to urgently gain approval for an increase to Mr Read's remuneration, to retain him. The latter request was rejected later that day by the Secretary of State. Henry Staunton sent an email to Mr Read confirming what was agreed (subject to Treasury approval); a "5% salary increase, and LY (last years) bonus need not be repaid...subject to Treasury" agreement (this was a reference to the unapproved 100% multiplier bonus payment). Mr Staunton confirmed it was a "deeply disappointing" response (Email from Nick Read to Jane Davies regarding BEIS/ UKGI response dated 26 January 2023. **POL00460666**).
62. Mr Read regarded the final offer of 5% increase as derisory and insulting. The following week, I continued to work with Tom Cooper, UKGI to submit a further new retention plan for Mr Read (the third attempt in January 2023) but save

for a pay rise aligned to the workforce (5%), this proposed increased remuneration package was also rejected.

63. At this point I was very relieved that we had a decision on his pay, and believed this would now allow me (and him) to get on with delivering on the key aspects of my role. I said to Mr Read that if he had any further concerns relating to his pay, he should direct these to Mr Staunton, and not me. I said to him that he needed to now park this subject, and we should now start to focus on the issues affecting POL.
64. He was deeply unhappy. I met with Mr Read on 26th January and had a strained meeting with him. I sent a text message to Mr Staunton thereafter saying that Mr Read was being 'odd' and had refused to properly talk to me. I had said to Mr Read, he was prepared to "press the nuclear button last week, and leave" if he did not get a pay increase, I wanted to understand where his thoughts were at. He said that he has his contract (of employment) and he will be deciding what action to take, that he was not prepared to talk to me about it. I knew he was going on a 2-week trip to Singapore the following week, and hoped this would provide him with time to reflect, adjust and return focused on the job in hand.
65. At the end of January 2023, I talked to Mr Staunton about succession planning risks relating to the CEO and suggested we build some contingency in view of Mr Read's unsettled behaviour. I suggested we do a "light" search of the market and or review one of the GE members stepping up (i.e. Owen Woodley). Mr Staunton asked me to hold fire on this.
66. This deep frustration and desire for more pay, in my view, spilled into wider remuneration issues, which resulted in a number of proposals and

recommendations to the Remuneration Committee which Mr Read personally sponsored, influenced or attempted to influence increased bonus payments for him. The latter appeared to be a pattern of behaviour which was centred on maximising his own pay, not erring on the side of caution and not taking into consideration the wider inequalities of pay in POL or the significant issues associated with compensating the wronged SPMs.

67. From February 2022 onwards, Mr Read regarded me a failure for not getting the remuneration increase. What followed was a deliberate campaign to defame and ostracise me. Upon his return from Singapore, he was very difficult to deal with. I met him, along with the new Rewards Director, Ian Rudkin, on his first day back to propose the new bonus structure for 23/24, which we had built up with metrics aligned to our discussions with SPM NEDs and others. I was very keen to focus on SPM Remuneration, HQ costs (which needed reducing) and revenue growth. He was very dismissive and short with me; he did not want to discuss commercial targets, saying we are a social organisation and he was simply not prepared to discuss a scheme with 'commercial metrics'. I left the meeting feeling quite concerned at the change of tone, and the following day I text Ian Rudkin to say; "Did I hear correctly, that we are a social organisation, not a commercial business and we don't want to see revenue growth or cost reduction targets", Ian Rudkin responded "Afraid so..". I then said "Re-read my job spec at 5am..talks about growth, culture, organisational effectiveness, nothing about it being a social organisation". Mr Read had returned from holiday and was bitter over not getting a pay rise, which would have been positioned by the Shareholder,

because we are a public sector 'social organisation'. It felt he was now throwing his toys out of the pram.

68. That week, I also sent Mr Read a lengthy email outlining a number of serious compliance and governance issues, along with updating him generally, which he ignored. Towards the end of that week, I have seen an email from him where he said "Jane ...is accidentally managing to wind up GE colleagues." I have no idea what this refers to, but it was evident that behind my back, he was starting to defame me.
69. From my perspective, his charm had been replaced by someone who was not authentic or honest and importantly who lacked genuine concern or care for others, including employees, hard-working post masters and those that had been wronged. The role that I was being asked to do looked nothing like the role that had been sold to me when I was recruited. It was clear that the cultural change that needed to start with the senior leaders, postmasters remuneration, SPM compensation etc, was simply not high on Mr Read's agenda.
70. From thereon in, Mr Read held a negative and sexist attitude towards me; he deliberately excluded me from key meetings and/or ignored my contribution on critical areas; over the course of January 2022 to end April 2022, there are over 12 emails with presentations/attachments along with numerous other updates, which he failed to appropriately acknowledge or ignored.
71. On 22nd March 2023, Mr Read came into my office. He was again aggressive and agitated and said he wanted a word with Mr Staunton and me; he was clearly very angry. He told us that he felt he was being played, he was being used and being treated appallingly. His bonus had not been confirmed for the

current year and he demanded that this was sorted within the next 2 weeks. He also said he was not prepared to continue working with Mr Cameron (POL's CFO at the time). He described their relationship as 'toxic'; and demanded that we exit Mr Cameron. At 7.04pm I followed up with an email to UKGI and DBT to Tom Cooper and Lorna Gratton (cc David Bickerton, Charles Donaldson, Henry Staunton and Lisa Harrington) which outlined Mr Read's concerns, saying he is feeling 'totally undervalued' and that he is threatening to "put a grievance (again)".

72. I found his behaviour and comments quite shocking, particularly because the bonus schemes for everyone else in the POL organisation had not been communicated that year, as the sole focus for remuneration matters by him and my predecessor, had been on Mr Read and his own remuneration increase (not on communicating bonus plans for the rest of POL employees).
73. At the Business and Trade Committee ("BTC") in June 2023, and again on 27th February 2024, MP Ian Lavery asked about his pay, to which Mr Read replied on both occasions "I do know that I am well paid". Again, at the BTC on 27th February, Mr Byrne, asked the question of Mr Read "have you ever tried to resign" He replied "No". I do feel that Mr Read's response shows a lack of genuine integrity and truthfulness.
74. A further remuneration governance breach, related to my predecessor Ms Williams who was on a full-time equivalent pay greater than the basic pay of Mr Read, and as per HMG Governance this arrangement should have been approved by the Chief Secretary to the Treasury ("CST"). I understand however that no approval was recorded in relevant Remuneration Committee minutes and nor was the Shareholder notified of this situation. I also noted in

September 2022, when POL Management (CPO and CEO) were asked to present all senior manager changes (leavers, starters, change to roles/salaries etc) within the last 18 months, that Ms Williams (who had a change of position, from full time to part time, and the increase in salary), was omitted from that paper. Ms Williams was also working full-time for another business whilst at the same time working 16 hours per week for POL. This was in breach of the POL Executive contract of employment, which states that we need to be dedicated full time to POL.

75. In February/March 2023, Ms Harrington, the Remuneration Committee Chair, confirmed to me that she had clearly instructed Mr Read that there should be no ongoing post-employment bonus arrangements for Ms Williams. When Ms Harrington learned there was an LTIP in place for her, she emailed Mr Read to flag this situation. Mr Read responded to this email privately, despite me asking him to copy me into any response. I am still unclear as to whether Ms Williams received post-employment bonus arrangements, despite there being a clear instruction from the Remuneration Committee Chair not to.
76. The above examples clearly show failings with POL's existing governance structure; individuals being allowed to systematically break the rules and for personal gain.
77. All of this was taking place whilst wrongly accused SPMs were still awaiting compensation, and whilst hardworking SPMs were unable to earn a decent living. After my first 8 weeks, it was these matters that grew to concern me the most.

Governance issues - engagement of staff

78. On my first day of employment with POL (1 December 2022), I was made aware of the practice, employed mainly by the IT department, of “flipping” permanent employees to contractors – exiting the permanent employee (sometimes by way of settlement agreement) and re-engaging them as self-employed consultants / contractors.
79. Zdravko Mladenov was a GE member and the CITO Director primarily responsible for this poor practice. I wrote to Mr Mladenov to outline my concerns with this practice twice in December 2022 (Email from Jane Davies to Zdravko Mladenov, Tim McInnes and Alisdair Cameron regarding ‘Moving to a Day Rate Contractor’ dated 22 December 2022. **POL00460661**) (Email from Jane Davies to Zdravko Mladenov regarding ‘Moving to a Day Rate Contractor’ dated 29 December 2022. **POL00460662**). I explained that this was highly unusual, non-compliant with a number of POL’s policies, and created risk with HMRC. I explained more broadly that it was not an appropriate talent strategy for POL and could lead to negative PR. Mr Mladenov had previously worked at McKinsey, where I understand he was an excellent business consultant, but I felt his experience meant he would tend operate independently (in a silo) and without thinking about the impact of his decisions on the wider governance and impact on the POL ‘enterprise’. I felt he needed some ‘executive’ development and coaching (this was part of a discussion I had with Mr Read in December 2022 on the executive). I also escalated this to Mr Read on three separate occasions, in December 2022, January 2023 and February 2023 (example Jane Davies to Nick Read regarding concerns. **POL00460669**). Mr Read did nothing about either

stopping this practice and/or educating Mr Mladenov; his messages to me reinforced and allowed the poor practice to continue.

80. This that practice of “flipping” was in breach of several POL and HMG policies; Management of Public Money Guidance; (a) once “flipped”, full-time employees went from modest salaries to exorbitant daily rates of 2 to 3 times their salaries, which did not represent value or proper management of money from POL; (b) the contractor roles were not subject to a formal review or approval on daily rates (as would have been the case with permanent staff), and as such, the department on many occasions agreed excessive daily rates with the individuals (who were friends and former colleagues of many of the current department employee or contractors) and (c) POL was losing its permanent talent to contractor status, resulting in additional ‘back fill’ costs to POL.

- Public Sector pay guidance clearly spells out that severance payments cannot be made to cover up and / or prevent individuals from speaking out on a wrongdoing. It seemed to me that in a number of cases the use of severance payments / settlement agreements was used for precisely that purpose.
- Public Procurement Regulations: POL has a legal requirement to comply with PPR and the PCR 2015 Regulations, which were being breached, specifically in relation to contracts over £213k which must be published on Find a Tender Service. I do not believe that this was routinely happening.
- POL Recruitment Policy; which states that POL will not re-employ (or engage as a contractor) anyone that had left POL through redundancy,

settlement agreement etc. I discovered that this breach of Policy was happening widely across POL.

- HMRC risks; In December, I was informed that we had a significant existing open HMRC investigation (which could result in fines of up to £50m) into contractors and the rule of 'substitution'. It was clear from the decisions to flip permanent employees into contracting status, was leaving POL even more exposed with HMRC.
- Employment legal risks; one of my direct reports had raised a formal grievance over the poor compliance with procurement rules, the recruitment policy and public spending. She later was going to resign, claiming constructive dismissal, as two of the role(s) which were being converted from permanent to contractor, involved two members of her staff, who were being moved into what looked like the same roles (from HR to IT), hence she felt her own role and responsibilities were being eroded.

81. I was personally aware of the following specific scenarios in which "flipping" took place, but as above I understand that this was a practice that was much more widespread than these instances:

- A 'Talent/Recruitment Manager' who was earning circa £70k, resigned in November 2023 and immediately returned on an agency agreement, and was paid a £20k month retainer/£240,000pa i.e. over the £213k limited defined in the PCR 2015 Regulations. I made Mr Read aware of the detail, but he refused to step in or take any action. He told me on more than one occasion 'I do not want us to challenge spending in [Zdravko Mladenov]'s

area'. My emails pointed out that the IT department was out of control with spending and decision making.

- A senior IT manager who was earning circa £120,000 had been with POL for 7 years, whose employment (I understood from colleagues after the event) was terminated under a settlement agreement, He was then brought back the following week on Monday 1 February, on what I understand was a £1,500 per day as a contractor (£30,000 per month or £360,000 p/a). Mr Read denied knowing anything about the costs and when I updated him on the costs, he still did not intervene. In May 2023, I saw email trail and exchanges between Mr Read and Mr Mladenov backdated to November 2022, that revealed Mr Read did know about this arrangement, about the settlement agreement, about him returning as a contractor and endorsed it. It was documented that this was a deliberate course of action, to avoid the person concerned taking out a grievance or legal action against POL.
- There was a further case concerning an individual who was a junior Talent Specialist, on circa £35,000. She administered the Contingent Workforce. She had been offered a day rate contractor role on £550 per day (£120k p/a) in IT in a role the same as her permanent day job. I raised concerns around the lack of a recruitment process/or recruitment requisition. This did not appear to be a legitimate contractor in line with HMRC regulations, plus the rate was inappropriate and not aligned to the Management of Public Money guidance. I believe there are several emails on this matter between the HR function and the IT function. Mr Mladenov escalated my concerns to Mr Read, who in turn, then sent me a message saying, "this is

ridiculous” and “find a compromise”, rather than the CEO stepping in and putting a stop to this ridiculous practice, he wanted me to compromise my stance on good governance.

- I also formally raised and summarised my concerns over these breaches of policy and lack of governance in a letter to Mr Staunton in May 2023, but I understand no action was taken at that stage either. I am unsure if this is still a practice which continues to this day.

82. There were further, separate complaints I raised with Mr Read and Mr Staunton in respect of significant contractual, policy or conduct breaches regarding staffing, as follows;

- Breach of Recruitment Policy; In my first month, it was brought to my attention that we had recruited 48 ex-employees (many who had been previously made redundant) to support the HSS and compensation claims for Postmasters. Some of these recruited ex-employees had previously been working on prosecuting Postmasters (32 colleagues), which I felt was especially inappropriate and in many cases was breached POL's recruitment policy. Before I joined, a complaint had been lodged against the leader of the HSS, for failing to comply the recruitment policy. This review of recruitment of ex-employees was known as “Past Roles”, or “Project Phoenix”, which I will address this later on in this statement.
- GDPR Data Breaches: Two significant data breaches reported to me by the Data Protection team, but not investigated relating to:
 1. My predecessor, Ms Williams sent circa 12 POL documents and external senior candidates CV's (without permission) to her home email and proceeded then to delete the last six months of emails,

documents and Teams messages etc. from her account/PC on termination. In light of the governance issues relating to Remuneration Committee and previous bonus payments, which would have involved email exchanges with numerous people, this was a serious breach of data protection policy, which was raised with me by the Data Protection Director, who worked for Ben Foat. No action was taken.

2. The second data breach concerned Helen Rhodes, Head of HR Shared Services, a direct report of mine, where the Data Protection team (and Director) had informed me after she had left the business that there were several significant data breaches, including but not limited to; a) accessing medical reports b) accessing anonymous opinion surveys to see who had completed them c) personal data being sent to an external email address and not reported in line with the Data Protection policy etc. After she had left POL, she “wiped down” her PC and all data, something that the Data Protection Director said they had not experienced before. Helen Rhodes had also processed two non-compliant and highly unusual payments in payroll in December 2022 and January 2023, which were not approved by me; the detail of these payments was also deleted.

83. These breaches were not investigated, despite me formalising these issues, in writing, to both Mr Foat (Legal Counsel) and Mr Read on more than one occasion. I also raised these points with Mr Staunton in my letter to him of 23 May 2023, and in my later Speak Up complaint from September 2023 (Speak Up Complaint. **POL00448690**).

84. I feel strongly that a governance system that allows such flagrant breaches of policy and procedure cannot be fit for purpose.

Governance issues – other notable issues (money and spending)

85. I have made disclosures on numerous occasions to Mr Read about other governance issues not specifically addressed above, including the lack controls on spending, the wanton disregard for public money and non-compliant decisions, the out-of-control behaviour of key members of the Group Executive, resulting in some cases, breaching POL policy and the law.

86. I have raised concerns over the impact on POL and negative PR. I have also raised these with Mr Cameron (former POL CFO) and understand that Mr Cameron also raised his own concerns in this respect to Mr Read separately. I further formally raised these concerns with Mr Staunton. I believe that my complaints were seen as undermining the CEO, Mr Read, who thereafter side-lined my role, ignored me, treated me differently and then ultimately dismissed me following unfounded claims against me.

87. The government expects all parts of the public sector to use public money responsibly and to ensure services and costs are proportionate, justifiable and deliver value for money for the taxpayer, and I felt that POL failed to deliver on this requirement in many respects:

- I spoke and emailed Mr Read on many occasions across January and February 2023 about the spiraling costs in the IT department, on contractors (Email from Jane Davies to Nick Read dated 1 February 2023.

POL00460667), regarding the NBIT programme, where the IT department spends were referred to as “a free for all”.

- I suggested in an email January that the costs which were put forward for the retail transformation people costs, looked excessive. I said in my previous company, we had brought in EY to review a major ERP implementation, the programme and costs and that I feel POL should also think about a third-party review.
- In January 2023, I attended a governance committee meeting, along with Mr Cameron and other members of the GE. The meeting was to have a programme update from the NBIT programme team. At that meeting we heard the deputy programme director had resigned, due to the 'toxic' culture in POL, she felt members of the SLT that attended the programme update meetings were 'deliberately setting her up for failure'. After that meeting, Mr Read told the GE that he was disbanding the governance structure of the NBIT programme and would be replacing it. When I left on 30th June 2023, there was still no governance structure in place, yet the costs of the NBIT programme were spiraling. I am aware that Mr Cameron wrote a letter to Mr Read in March 2023, prior to his appraisal, outlining his concerns over governance. I understand that his note highlighted the spiraling costs and lack of governance in IT. Mr Read reacted in an extremely emotional and angry way over Mr Cameron's message. Mr Read called me into his office, instructing me to remove Mr Cameron immediately. I had to ask Mr Read to calm down and show me the note. However, he would not show me the letter from Mr Cameron.
- On 23rd March 2023 I received an update from one of my direct reports who had listened to Mr Mladenov briefing his IT team on the NBIT programme roll out. The feedback from the team highlighted that the IT team felt the truth

about the NBIT roll out, programme timelines, and by implication costs etc was being withheld from them. Anonymous questions came back from the team, who were asking 'If we as POL staff are blocked from the truth of NBIT delays and "robustness" then how do you think our lack of transparency to SPMs will look to the Inquiry?' The questions also stated "How many SPMs know about the state, scope and timeline of NBIT?...They have a right to know", and further questions asking for more clarity on the plans for R2 and R3. (Screenshot – Q&A slide from NBIT programme roll out briefing.

WITN11650103). This was reinforced by wider feedback across POL, that the Board were not being provided with the truth on NBIT progress (which included significant cost impacts). Mr Cameron raised similar concerns with me, that the full costs were not being escalated to the Board. I contacted Mr Read to update him and to suggested he would want to investigate the matter and to get under the detail of the NBIT programme progress (at this point, NBIT had been without any governance for nearly 2 months). These appeared to be serious allegations about the lack of governance and transparency (costs and timelines) of the NBIT programme. These complaints from the IT team were ignored. I also felt Mr Mladenov was struggling and needed some help and support.

- On my first day, Mr Read asked me to intervene in a significant operational matter, where we were converting our contractor population of £30m spends, from one umbrella arrangement (AI) to Morsons. About 50% of the contractors had refused to sign the new contracts and were operating without any governance. I was told by Mr Read on several occasions not to focus on costs especially in IT (despite a high-level review on contractor

costs revealing that we were over-spending by c£7m on resources we did not need).

- POL employed Mr Mladenov, along with a second IT director Jeff Smyth, both were on significant packages. In Remuneration Committee minutes, there was an action to make Jeff Smyth redundant in March 2023. He had been responsible for the Belfast Exit (a programme to move the Horizon system data centre from Fujitsu) which had failed and I was told had cost POL c£30m. Jeff Smyth would openly admit that he was spending most of his time as an observer at the Inquiry. I emailed Mr Read on at least 6 occasions, to discuss and agree the redundancy of Jeff Smyth. I believe email correspondence exists between Mr Read and I where he confirmed that we need to keep Jeff Smyth, 'we need to look after him' was his response; despite there being no meaningful role. This is an example, which resulted in a widely used comment 'jobs for the boys', that came out of the engagement surveys and the feedback from the British Institute of Ethics.

88. There were many other issues raised with Mr Read overspending which can be cited, such as the out of control in-year salary increases (which added up to £m's of additional in-year cost) etc. As the responsible officer for public spending, I expected him to be interested in the detail of these issues. However, apart from making the occasional idle comment, there was no appetite from Mr Read to control spending. I felt that in raising these matters, my intention was to help him resolve them, but I believe that Mr Read was seeing me as someone who was shining a light on poor management behaviours and took it personally.

Governance issues - other notable issues (lack of ethical conduct and behaviour)

89. Aside from the issues I found with POL's corporate governance arrangements in respect of finance, use of public money and compliance with POL and governance and policy, I also noted that POL's governance arrangements also failed to prevent a number of unacceptable and unethical behaviours at the top of POL:

- On 2nd March 2023 in a 1-2-1 meeting with me, Mr Read was very angry over an incident the night before, where one of the senior commercial directors had been extremely drunk in front of customers. Mr Read went on to say that the customer had emailed him at 1am to specifically complain about the unprofessional conduct. However, Mr Read did not want to investigate or take any action.
- On 31st March 2023 a female Director who attended a GE meeting was (in her words) 'annihilated' by the other GE members, including Mr Read; she called me whilst I was abroad, in floods of tears. Her complaints centred on the behaviour and/or actions by the male executives, which were felt to be inappropriately challenging, undermining, aggressive and/or bullying, she was in her words 'thrown under a bus'. I sent Mr Read a note on this to complain about the behaviour and unfairness and followed up with him when I returned. He did not take any action.
- In December 2022 and in March 2023, I received complaints that an executive was being particularly tactile when interacting with women, i.e. hugging and kissing them inappropriately. I raised this directly with the executive in December 2022, and updated Mr Read, who was already aware of the issue. In March 2023 I received an email by Mr Cameron which said two women in

his team had raised complaints/felt uncomfortable about the same Executive, that he had spoken to Mr Read, and now wanted such complaints formalised. When I picked this up with Mr Read, he did not want to deal with this issue. I reminded him that it was important that he acted and was taking the psychological safety of women in POL seriously (this was a point raised in a memo by our external advisers in March, which we discussed). He said he was not prepared to deal with it, as there were so many other issues to deal with.

- Mr Read's behaviour has at times constituted bullying, harassment etc. against me. I felt he continued to undermine me and suppress me, despite me delivering significant improvements in POL during my first 6 months, he grew more negative towards me. I believe this is because I was making him feel uncomfortable over the disclosures I was raising.
- Throughout my employment there were numerous formal and informal complaints and grievances raised against the Group Chief Finance Officer, Mr Cameron, by members of his team, other senior leaders and from female NED directors. I will cover this in more detail later in my statement, but I feel that Mr Read's failure to appropriately investigate and address his poor behaviour, showed contempt for the range of women in the organisation who had made such complaints, some who felt vulnerable (again, this was the basis of an email from our external advisers).
- Over the course of my employment from December 2022 to May 2023, there was a clear pattern of behaviour which highlighted women generally in POL were being treated very differently to men. I received at least 12 complaints, raised directly and indirectly, from female senior leaders/directors and/or non-

executive directors, who had raised formal or informal complaints/grievances against male members of the Group Executive raising alarming concerns over the behaviour and/or attitude from the male execs. This compared to just the one grievance raised by a male director. Owen Woodley was the only Executive to my knowledge that did not have any complaints raised about him during that time. I understand that in POL's recent engagement survey, over 30% of women reported that they have received "inappropriate comments"; it seems the sexism which I witnessed is still not being appropriately tackled.

- In December 2022, during my first two weeks of employment, two women physically broke down in front of me, explaining the levels of intimidation and/or aggression they had experienced when interfacing with various male Executives. In March 2023, another two women broke down complaining about male executive behaviours. In May 2023, a further female broke down. These were common occurrences, and all were recorded and/or reported to Mr Read, yet no action was taken.
- In the October 2022 engagement survey, the anecdotal results (which had not been disclosed when I arrived in December 2022) highlighted "favouritism", "lack of diversity" and "jobs for the boys" in the feedback. I also received an update from the Institute of British Ethics (IBE) at the end of March 2023 (who had surveyed POL employees in January 2023). They also confirmed that the phrase 'jobs for the boys' was fed back from the employees they interviewed, and that the leadership within POL was 'self-serving and separate from us' and there was "trust and communication" issues between leadership and the wider population. 'Jobs for the boys' was a phrase I had heard many times in my first few weeks, and I was told it specifically related to the way in which the

last four Group Executive appointments were recruited under Mr Read's tenure, and all being white males; the perception was that there was no open recruitment process, that some were appointed from within and others from his network. Also, that there was an 'inner circle' of men within POL that protected each other. Further, that men at the top were not held accountable and got away with poor performance or unacceptable behaviours. That this favouritism directly resulted in women and those from a different ethnic background being excluded from senior / Executive positions (as evident in the composition of the Group Executive).

- When I joined, I noted the Recruitment Policy on advertising was ambiguous, and I therefore tightened this up during my tenure to ensure all senior roles were advertised, to open opportunities up to a more diverse population, and prevent recruiting from the same pool. It was very apparent that across the organisation the policy was not being adhered to in a number of areas.

90. I must say that I remain shocked and upset about the response (or lack thereof) I received to the many allegations that I raised with Mr Staunton in May 2023, which were based on / a compilation of the many recorded complaints about governance I made to Mr Staunton, Mr Read and others, from the day I joined POL. Not one member of the Board reached out to me to understand what was going on. I particularly felt let down by Amanda Burton, for the reasons I mentioned earlier, but I was also disappointed by Lorna Gratton's lack of response. Her predecessor Tom Cooper had been keen to ensure I would be a success, and he had taken time to help me navigate POL. We had many 1-2-1 discussions and meetings. Lorna Gratton, on the other hand, who joined POL in late February/early March

2023, showed no interest in having a 1-2-1 meeting, in understanding the challenges of senior women in POL, in supporting me with the issues I was facing. She simply operated in an 'ivory' tower, and as such, she would only ever have a sanitised version of the POL business, which did not reflect the full complexity, the lack of trust and chaos of the business, and importantly, the human issues involved.

91. Despite my complaint to Mr Staunton, no action was taken until I raised a further complaint in September 2023, and even then the Board did not appear to have looked objectively or curiously at Mr Read's behaviour per se, his involvement in Remuneration Committee, or his behaviour towards me as the only woman (at that time) at the Executive level.
92. The results of the October 2022 POL Engagement Survey showed the worst scores centred on executive leadership behaviour, where only 39% of POL population 'had trust and confidence in the senior leadership' and only 39% felt that 'the senior leadership followed the 'ways of working' (Engagement Survey 2022 Document. **POL00448635**). The anecdotal feedback highlighted the poor behaviours from the men at the top of the organisation, lack of trust/integrity, silo working, unaccountable, self-interested etc. During January 2023 to April 2023, I developed a focus group with members of the Group Executive to develop and agree a new POL Leadership Framework (which focused on four behaviour capabilities to counter the negative behaviours identified by the survey). I emailed/talked to Mr Read about this several times, but I found it difficult to engage him and / or receive his active sponsorship. This ultimately resulted in the cancellation of several meetings with Lane4, a reputable consultancy, who I'd suggested we use to help

develop the GE team and leadership behaviours. Having seen the recent POL engagement results, I note that the scores relating to 'trust' in senior leaders has significantly worsened which suggests there remain difficulties in addressing the cultural transformation.

93. Again, to summarise, where corporate governance arrangements allow such a toxic culture to thrive, I would strongly suggest that it is fundamentally inadequate and in need of total overhaul.

Please describe the culture of POL at SEG level and set out your reflections as to the ways in which the culture has or has not changed following the findings of Fraser LJ in the Common Issues Judgment or resulting from evidence arising in the Inquiry. Please reference any actions which POL has taken to change the culture and include any reflections on how effective these changes have been.

94. My employment with POL began after the Common Issues Judgment.
95. There was an acknowledgement within POL when I joined that culture at POL needed to change, but there was not any sort of cohesive strategy as to how it should be done.
96. Further, in respect of GE level, it was clear that there had been a breakdown in several relationships between the interim CPO predecessor and members of the GE and Senior Leadership Group. The overriding feedback I received on joining was that whilst Ms Williams worked part-time (whilst she undertook another full-time role within a different organisation), her priority focus was simply on Remuneration Committee and not supporting the People Team or the wider people agenda in POL. I received feedback from the Group

Executive and from members of my team that it was a relief that I had arrived, so that I could help repair relationships and tackle cultural issues.

97. I was made responsible for driving cultural transformation in POL. From early on, I had feedback from Mr Read that he was unhappy with the pace of change in the cultural transformation. He told me on a number of occasions to “sort out my team”, who he did not believe were performing. When I asked Mr Read what he wanted to see in relation to cultural transformation, he said we needed to build trust across POL and with SPMs.
98. I understood that to be the output, but I could not gain any clarity from him in terms of what interventions were needed. He seemed to think tactical interventions, many of them, delivered at pace, was the solution. This resulted in plethora of initiatives on diversity & inclusion weekly events; the startup of a ‘culture club’ which Mr Read attended monthly to discuss culture initiatives with employees (such as the implementation of two annual ‘volunteering days’ for head office staff); the culture ‘hack’ team; the introduction of Clive the Caterpillar initiative, which was a multi-coloured fluffy caterpillar that was to be taken into meetings, and at the end of the meeting, the teams would speak to Clive about culture. One initiative which was being developed when I arrived, was to introduce an app, which would allow head office employees to thank each other via “e-cards”.
99. I received complaints on the initiatives which had been introduced and/or which were in development, that the initiatives “trivialised” culture transformation, that the initiatives were being introduced without buy-in from the business and that too many of the new initiatives were not “changing the

dial” on culture. I believe an email exists between me and Julia Marwood in February 2023 noting the same.

100. I discovered that the proposed app to send “thank you e-cards” was going to cost £150,000, which in my experience seemed excessive and a waste of public money. Against the backdrop of the complaints already received in respect of culture transformation initiatives, I asked for this initiative to be postponed whilst we re-think the cultural change plan. The decision to postpone this App was the basis for me receiving 3 ‘speak up’ complaints from GRO, which Mr Read and Mr Foat treated as a serious ‘whistleblowing’ matter (I will refer to this in more detail later).
101. There was also significant feedback in the October 2022 engagement results that highlighted poor leadership behaviour. The pervasive view in the wider POL business was that given these results had not been specifically addressed by the GE following their receipt, the GE must be trying to hide from or ignore the results.
102. I found it very surprising that no-one at Board level had asked to see the engagement survey results. When I mentioned this to Ben Tideswell around February 2023, he suggested that I should come along to the July 2023 Board meeting to update the Board on ‘culture and engagement’, the timing of which demonstrated a distinct lack of interest in culture and downplayed the importance of the results. It seemed to me that no-one considered these results any type of priority and as I mentioned before, the Board did not therefore appreciate the significant and ongoing lack of trust between SPMs, colleagues and POL leadership.

103. The leadership behaviours reflected in the Engagement Survey (39% had trust and confidence in the leadership) (POL00448635), as well as the feedback from the British Institute of Ethics, which all pointed to the biggest driver for cultural transformation in POL being its leadership. This was also documented in the in respect of operational improvements to POL process and procedures document I had seen in January 2023. I am a strong believer in the phrase 'the fish rots from the head down' and it was obvious to me that Mr Read's leadership and the behaviours of the GE as a team were fundamentally the reason why culture change was not happening and why we have the ongoing lack of trust. I believed that we needed to have set of leadership behaviours, which everyone across POL was aware of, that would be the basis for assessing individuals, through appraisals and 360 feedback, and would form the basis of building strong role models.
104. As I will explain in more detail later in this statement, during January, February and March 2023, I held many meetings with GE to try and discuss the feedback from the survey and prepare a set of new leadership behaviours, with great difficulty. However, we did produce a set of behaviours, which we could at least use as a basis for further discussion and finessing.
105. I had organised a 2 day (8th and 9th March 2023) offsite leadership meeting with Lane4 (EY) to help support the GE through this programme of change. There had been no 'leadership' interventions in POL for many years. In my experience, having the top team together for 2 days, to have an open and honest (and sometime painful) discussion on culture and behaviours, is hugely beneficial.

106. Two weeks before the event, Mr Read asked me to cancel it. This disappointed many of the GE members. His argument was that the presence of Mr Cameron would undermine the meeting. He wanted to postpone until Mr Cameron had left POL. I felt we would never get this important leadership meeting off the ground if Mr Read was not going to support it or was afraid of facing into these issues. I sought on many occasions to speak and reassure him about the leadership behaviours and the development programme, but he became more unwilling to sponsor or be part of the programme. I could only conclude that he was concerned either about his own behaviours being scrutinised and/or, it suited him to keep us all divided, rather do something that might start to unite us as one team.
107. Despite this setback, and as part of the drive to change culture, I organised a leadership event on 20 April 2023 to c100 of SLG to present the engagement results and the 'you said, we did' plan, as well as focus on leadership behaviours. I also presented this similar content to the 'all employee' wider business, on 27 April 2023 (although I had to modify and water down the content for the latter event, which I will explain more about later). Detail on the preparation for these events is set out further detail later in this statement.
108. As an aside, at the all-employee conference on 27 April 2023, the day before I was on stage in front of 2,000 people presenting responses about POL's culture and our plans to improve leadership behaviours, I was told by Mr Foat that an independent investigator would be contacting me on that day in relation to the (in my opinion, vindictive) complaints against me – further detail on these complaints is set out later in this statement.

109. I challenged Mr Foat and asked why he was treating what were clearly a political and/or personality difference between myself and two of my direct reports as a formal 'whistleblowing' complaint. He said he needed to satisfy the Inquiry, and questioned 'what would Sir Wyn say if we did not investigate a whistleblowing matter'. I said to him it was not whistleblowing, it was a grievance from a close-knit pair of disaffected individuals, who the CEO was unhappy with anyway and wanted removed, but Mr Foat insisted on referring to it as a 'speak up' whistleblowing complaint.
110. The strain on me was enormous prior to presenting to 2,000 people on culture change. I genuinely wanted to get on with my job, I really understood that we needed to change culture and build trust with SPMs but couldn't because of these men at the top of the organisation, who were deliberately exaggerating the complaints for their own agenda. I sent both Mr Foat and Mr Read several emails and messages asking them to help me, that it was impacting my health, but they chose to ignore me.
111. A fundamental issue is that POL does not seem to differentiate between grievances and whistleblowing. This has led to complaints between colleagues being pushed through a full, heavy-handed whistleblowing process in circumstances where a more nuanced approach via a grievance policy would likely have resolved an issue, much more amicably and without mediation.
112. A further fundamental problem is that most investigations are managed by Mr Foat and his team, and he has notoriously lacked any independence in relation to Mr Read; in Mr Staunton's terms, he was one of Mr Read's "henchmen".

113. In turn, this has led to a huge “fear factor” in the workforce; individuals will be being bullied, or be witness to bullying from others, and have significant evidence to substantiate such allegations, but will be scared to actually raise such concerns because they do not want to go through such an over the top, stressful and adversarial process, which could ultimately, and most likely, result in them having to leave POL.
114. It is almost an atmosphere that if an individual does put in a complaint, they are essentially doing so on the understanding that their time at POL is over; that they are prepared to leave because their role will become untenable thereafter.
115. POL’s approach of quickly jumping to aggressive investigations, protecting those in key positions and/or ‘the boys club’ has a significant ongoing impact on POL culture. I had direct experience of this; and not only in relation to the treatment of the complaints against me by two of my reports, but as briefly referenced earlier, in my experience in joining POL, relating to Inquiry updates. I also saw this in relation to how Elliott Jacobs was treated as well as senior women, who had formalised grievances, who then felt they needed to leave POL.
116. To recap, I signed an undertaking on 6th December 2022 so that I could be allowed access to Inquiry matters and updates on joining POL. I then received an Inquiry update at a GE meeting on 15 December 2022. Time then passed before I was written to on 15 March 2023 to say that the Inquiry hadn’t actually officially approved my undertaking. My understanding is that although I returned the signed undertaking, it may then not have been passed on by POL’s legal team to the Inquiry team. In any event, I suddenly found myself

being investigated by POL's investigations team, who had been instructed by their own department (the Legal team), to investigate a failure of compliance (caused by the Legal team) in relation to the Inquiry protocol. I was told an investigator would be appointed. I was told they would have access to my PC/emails. I feel I wasn't properly told at that point what I was alleged to have done wrong (and as it transpired, the issue rested with the Legal team). In March 2023, whilst this investigation was ongoing, I attended a GE meeting, where Inquiry matters were due to be discussed. I raised that I had received this letter and that there was an investigation ongoing, that I really did not understand what I had done wrong. I was then asked to leave the meeting, along with another individual, Martin Roberts who was in the same position. We spoke to each other immediately after, and we both felt we were being treated like naughty school children; it was utterly unnecessary and lacked any common sense.

117. Ultimately, the investigation found no wrongdoing on my part, but I believe that to even jump to a full investigation with an independent investigator demonstrated a huge lack of trust in me as a GE member, as well as lacking common sense. It was an incredibly heavy-handed approach which made me feel guilty until proven innocent, when if just simply asked the question, I could have just cleared up any confusion in an informal conversation. This approach to investigations seems apparent at all levels of POL, and regardless of allegation. I documented my concerns in emails to Mr Read.
118. I believe that the tendency to jump quickly to a heavy-handed investigation is a product of the fact that the investigations team sits under the legal team in POL's structure. An investigations team should be independent and free from

the potential bias of the legal team; I strongly believe investigations need to be carried out in a department separate from the legal team and what would be even better, managed by an independent external organisation.

119. I would like to make a general point in respect of culture here. Given the publicly owned nature of POL, I understand that anyone appointed as its CEO is essentially a public officeholder. As a public officeholder, that person ought to abide by and demonstrate the seven principles of public life, known as the Nolan Principles. In my time at POL my personal experience (and feedback from others) was that the behaviour of Mr Read was often non-compliant with all of these principles, and on occasion diametrically opposed to them.

Insofar as not addressed in response to the question above, please set out any concerns (if any) that specifically concern the treatment of women at POL and any actions taken in that regard.

120. I have set out more detailed concerns in respect of the treatment of women in my responses elsewhere in this statement, but otherwise, generally, I believe that the culture at GE level is poor towards women, or at least was poor during my time with POL.

It seemed to me that the driver for this was the behaviour of the most senior male members of GE. Many complaints were raised to me about the treatment of female senior leaders/directors or NEDs regarding allegations of bullying, intimidation, aggression and sexual harassment – I personally raised examples with Mr Read directly, as otherwise detailed in this statement - yet no substantive action was taken in respect of these complaints. I believe this lack of action set the tone for how women were treated throughout the organisation.

121. Further, it was clear to me that Mr Read was less comfortable dealing with women in senior positions; preferring younger, less experienced men in these positions who I believe he felt were more likely to support him personally. I think it is telling I was the only woman at GE level.

Please set out your involvement in the development of the Engagement Survey Presentation presented at Staff Conference (27/04/2023) (Presentation prepared by Jane Davies providing feedback on engagement survey and leadership behaviours – March 2023, POL00448642). Please summarise your knowledge of any responses of the POL SEG and POL Board to the results of this survey.

122. Until I drove home the results of the October 2022 Engagement Survey through my later work (more below), there was very little response from POL GE and Board on those results. I received feedback that the general feeling from the wider POL business was that the GE did not want to address or acknowledge the results of the feedback, and there was a view that the GE were essentially trying to hide the results through their inaction.

123. As explained earlier in this statement, I found it very surprising that no-one at Board level had asked to see the engagement survey results, and I was disappointed in the response I received when I raised this with Ben Tidswell around February 2023.

124. From January to March 2023, I held circa 12 meetings with the Executive team, either as a whole group or sub-group, to discuss the feedback from the October 2022 Engagement Survey and the British Institute of Ethics. The purpose of these meetings was to facilitate the introduction of new leadership behaviour framework.

125. I had agreed with Mr Read that I would work with the Executive team and we would then present back to him a proposal on the new leadership behaviours, along with a development plan for the GE. I sent him an outline of the behaviours in January, to which he did not respond.
126. I found most of the meetings were very difficult to handle. Many of GE members did not feel they personally had any issues on leadership or culture to address. They felt they were all taking action within their own teams, and it was particularly difficult trying to get them to accept that we needed to work together, to demonstrate we are one team, and to introduce a clear set of behaviours. I documented my concerns to Mr Read on 20th February. This latter comment was also made in context of Mr Read continually complaining to me, about individual GE's performance and behaviour.
127. After a meeting in March 2023, which I found excruciating in terms of getting the GE to work as a team, Owen Woodley called me and said that in all the time he had been at POL, no-one had ever asked the GE to operate as a team. That the individual agendas and siloed working was a fundamental barrier.
128. There were several iterations of the new behaviours which the GE developed as part of these meetings. For instance, I recall significant discussion early on, over one of the behaviours being 'Post Masters at the heart of POL' (i.e., that we should make the "SPMs our heroes" etc.). Richard Taylor (POL's former Director of Communications) was vocal about us not having this as one of our leadership behaviours. It was clear he was updating Mr Read outside of the meetings and when in attendance was representing Mr Read's voice.

Several times he stated in response to suggestions that Nick “won’t support” this or that.

129. Again, I could not get Mr Read to engage with me on the content prior to the leadership event at which these behaviours were to be unveiled, even though I had sent him the presentation and asked for a meeting; instead he worked through the content Richard Taylor.
130. On 20 April 2023, I organised a leadership event to c100 of SLG to present the engagement results and the ‘you said, we did’ plan, as well as focus on leadership behaviours. I ran some break out groups to discuss the feedback and what actions were needed. I also invited an external partner “Leading Edge” who specialise in cultural transformation to deliver an exercise ‘it starts with you’.
131. I received extremely positive feedback to this event, with the reaction generally being one of “this has been a long time coming”. It felt like the senior team were relieved that they were being given the opportunity to discuss ‘leadership behaviours’ and culture in an open forum. Mr Read was present but he was agitated throughout. Afterwards, he commented that he felt it went rather well.
132. Following this SLG update, I was to give an update on the same content, but to the “all employee” wider business on 27 April 2023.
133. On the Wednesday prior to the event, I received an updated slide deck from Juliet Lang (Email from Juliet Lang to Jane Davies regarding ‘Wood Street GE update’ dated 19 April 2023. **POL00460670**), who reported to me in her role of Director of Culture.
134. Juliet Lang called me to say Mr Read had asked her to change the SLG presentation for the ‘all employee conference’, to soften some of the language

- on leadership. I could not understand why he would dilute the message, particularly, as I thought it was presented in a way to protect him.
135. In order to please Mr Read, I had to change some of the wording such as switching the word 'existing' (poor) leadership behaviours to 'past' (poor) leadership behaviours, along with other forms of watering down the current 'cultural issues' message.
136. I had commissioned a video for the conference, where SPMs were interviewed in their branches, talking about their role within the community to bring the SPMs closer to POL. At the end of video the SPM's talk about that change is needed and why; it was a powerful video set to ignite the conversation that 'change is needed at the top of the organisation' (following on from the 'change starts with you' message from the version of the presentation made to SLG on 20 April 2023) (Presentation Video Transcript. WITN11650105).
137. Mr Read did not engage with me throughout the conference (apart from a breakfast meeting which Mr Staunton had called to discuss Mr Foat) until the end, when he came over and said he thought my presentation was 'better than expected'. I was also told that he did not like the video, specifically the end of the video where SPMs are stating clearly that POL must change.
138. It was clear he was afraid to acknowledge poor leadership behaviours and unfortunately, he was seeing my work as exposing and undermining him, despite my continuous efforts to get him to own this piece of work.

Please summarise your experience of the SEG's relationship with and approach towards SPMs, the POL Board and the SPM NEDs on the POL Board.

139. I feel that I do not have significant experience of the relationship of the GE with and towards SPMs, the POL Board and the SPM NEDs, as I found that GE rarely discussed such matters (at least whilst I was present).
140. I am aware however that Mr Read did not want SPM NEDs on the Board. I have expanded on these comments later in this statement.
141. As a result of my involvement in the Nominations Committee and Remuneration Committee, I got to work closely with Saf Ismail and Elliott Jacobs as SPM NEDs. We worked together on the recruitment process of 3 NEDs. I also visited several post offices with Saf Ismail in Lancashire.
142. Saf Ismail informed me of the story of an SPM in his early 40s, who had died of cancer. As POL did not offer any sort of death in service benefit to SPMs, the surviving spouse of the SPM ended up in a poor financial situation. Saf Ismail explained that this situation was a result of POL's hard line on SPM benefits. Having heard this story, I worked with Ian Rudkin to explore whether such benefits were viable for SPMs, or whether there was anything POL could do in this instance, or to prevent other such instances happening. I felt this would be a humane and "right" step to take.
143. There was a real nervousness to try and provide support for SPMs to have any expanded rights or benefits from across POL, but particularly the Legal Department. I understand that this was in part due to action which had been taken by the trade union CMU to try and secure employment rights for SPMs prior to my arrival at POL. I had seen papers from the litigation brought by CMU in this respect, the defence of which was code-named "Project Starling" by POL.

144. Unfortunately, against the backdrop of the reluctance to help SPMs described above, Ian and I were unable to take this proposal any further.
145. I am also aware that the NED SPMs were not always invited to Board meetings, for instance, the meeting that took place on 24th January 2023, was a pre-arranged “sub” Board, where both NED SPMs were excluded.
146. Before I left June 2023, I did have a plan to bring SPM engagement into my team, but I ultimately did not get the chance to implement such plans.
147. I also spent a lot of time talking with Mr Cameron about the future of POL and what the strategic model could look like. My observation was the current model was too complicated and created unnecessary complexity and added significant cost.
148. Equally, I felt SPMs needed ‘protection’ and in particular legal support.
149. I also felt the commercial team/solutions should be moved into an established bank, which would allow SPMs to benefit from both commission and a profit share programme.
150. I was unable to progress the above discussions, given Alisdair became absent due to sickness and I left POL shortly thereafter.

What is your view as to the current composition of the POL SEG and the POL Board with regards to experience, expertise and abilities?

151. I can of course only provide views as they stood during my employment at POL, when I had first-hand knowledge.
152. I have already made my points previously on the Board’s role and the lack of emotional engagement with the wider business. I felt the Board as a whole firmly positioned itself behind Nick Read, and failed to look at the culture, the engagement, the emotional negative messages coming from SPM and

colleagues, which highlighted the poor levels of trusts, confidence and culture. There were so many red flags which were ignored. I do believe individually, some Board members could see the underlying issues, but there was a lack of collective consciousness and agreement on the significant softer issues affecting POL on how people were managed or treated. The Board needed to develop more of a curious brain, but importantly, it needed to show it had a heart and that it genuinely cared for the people who work for POL. In my view, this had not changed in 20 years (though more recently, having seen and heard Nigel Railton and the recent appointment of the SEG, it feels that there is some hope that things could be changing for the better).

153. The Board had simply reinforced the 'Nick Read, me first' behaviour and their focus was not wanting to upset him. Awarding Mr Read the highest performance rating a Grade 5 'Exceptional' in 2022 and a further Grade 5, in 2023, simply demonstrated a lack of independent, fact based and objective thinking. This is reflective of a constant worry about Mr Read, and fear of him leaving or demotivating him, rather than looking objectively at what he had delivered and the cultural impact he was having (every year, the engagement scores have deteriorated). As recorded in the minutes, a discussion took place in the Remuneration Committee in July 2022, where the spiraling legal costs were highlighted as a significant concern (and that Mr Read had not managed Mr Foat accordingly), and worrying people issues (which I believe related to him allowing one of the GE team to work from his chateau in France, as well as retaining a part-time CPO – (on a higher full time salary than himself) - who at the same time, was also holding down another full time executive role) etc., and in awarding him his Grade 5 (which increased the

newly added bonus multiplier), words to the effect “he did not need to be perfect to be exceptional”. It felt to me that the Board did not look objectively at the chaos and turmoil within POL, the deep lack of trust, the poor treatment of women etc which was being caused primarily, by the CEO, as a result of his unwillingness to hold people accountable, to take action to put right the many things that were broken or to support strong women.

154. From before I started my employment with POL, Mr Read did not believe that he had the right composition of people in executive positions at POL. He said on a number of occasions that he had ‘A’ class problems and a ‘B’ class GE team to deal with them. However, in my opinion, he was unwilling to manage (and help develop) the “B” team, as these were his favourites (the less experienced members of the Exec). Whilst he was often critical of their individual performance on contribution, it was quite apparent he was not providing them with any constructive feedback (this got exposed when a document he sent to me around 20th December 2022, which contained his ‘feelings’ for the GE team, was then later accidentally uploaded to their appraisals). I was told that this was the first time the GE had received some honest feedback from Mr Read; Mr Read in turn, confirmed it was ‘painful’.
155. I incorporated his ‘personal’ assessment of the GE into a presentation on GE Succession Planning, which reviewed their skills and capabilities and what was missing. This was sent to him at the end of December 2022. I had converted his personal ‘feelings’, to more constructive language in terms of key strengths and weaknesses. The plan was to discuss this with Henry Staunton in January 2023, however, this did not happen.

156. I discussed capability gaps within the GE structure with Mr Read in December and January. I was instructed by Mr Read to covertly recruit three interim executive positions, namely a new Chief Operations Officer/Deputy CEO (to have management responsibility over Owen Woodley and Martin Roberts) to effectively act as a span breaker on the day to day operations of the business, a Transformation Director to lead on NBIT Transformation and a new Chief Financial Officer to replace Mr Cameron, although the latter would be subject to exiting Mr Cameron. A fourth role to recruit a new Public Affairs Director to replace Richard Taylor was put on hold (despite Mr Read being most critical of him and his “glacial” performance).
157. Whilst I did source CVs and candidates for these roles, Mr Read dragged his heels in respect of advancing the recruitment process, which led to head-hunters becoming frustrated and candidates pulling out of contention. There was one candidate who had come through towards the end of my tenure, was appointed into the Chief Transformation Officer role, who I understand has now left POL.
158. From my own perspective, I felt that certain members of the GE were experienced and could operate at the ‘enterprise’ level in terms of delivering value and transformation. Others were more subject matter experts, capable of performing a proficient role day-to-day, but they did have problems in understanding and dealing with the wider issues affecting POL performance. There was very little support in place for their own development, and nothing in place for the development of the team as a collective. I have mentioned already that I hoped to employ Lane4 to help develop the team and the

individual executives, but two weeks before the first meeting, Mr Read cancelled the event.

159. Equally, I did not feel the GE was held accountable individually and importantly, collectively, for their actions, which contributed towards divisive (silo) behaviours within the GE, which in turn impacted the performance, culture and trust across POL.

WHISTLEBLOWER COMPLAINTS AND INVESTIGATIONS

Please set out in detail the circumstances which led to you making the complaint that has been widely reported in the press concerning Mr Read and/or Mr Staunton, the nature of the complaint and the response of the Board, SEG, Mr Read and any other individuals named in the complaint.

160. Some of the background to the reported complaint has been variously captured in my earlier points. For completeness however, I'll provide further context below.
161. As will have been apparent in my previous responses, I joined POL and found a huge amount of issues relating to non-compliance with POL policy and/or HMG governance guidance, financial mismanagement, bullying, unethical and discriminatory behaviour from the very top of POL's management, downwards.
162. I raised these issues as I encountered them; predominantly with Mr Read in his role of CEO and my line manager. However, as outlined earlier in this statement, I found my concerns (and those of other women raising them), were ignored. In fact, I found I began to suffer because of speaking up. I started to be frozen out of meetings and action groups, undermined, bullied

and humiliated by or at the direction of the person I had made most of my disclosures to; Mr Read.

163. At the beginning of my employment with POL, I knew I would be joining a difficult environment. What I did not expect was just how toxic the work environment in my new team was.
164. Every single member of the People Leadership Team had complaints and/or serious issues with the way things had been run. The decision to keep Ms Williams as the interim CPO (and in the 9 months prior to me joining was employed on part-time basis, whilst she had another full-time executive role) is a fundamental reason why the relationships within the HR department had broken down, but also why there were damaged relationships outside the department with the GE, with the Board and with UKGI etc. Members of the HR team and GE (e.g. Lee Kelly, Paul Wood, Martin Roberts, Owen Woodley, Al Cameron etc.), would say that Ms Williams created a sense of her own importance with Mr Read, for her own gain. Mr Read also confessed to me and 3 GE members in February 2023 that he felt 'played' by her. Juliet Lang said it was the decision to keep Ms Williams on that resulted in a poor reputation for the department and an inability to get traction with the GE.
165. The morale of my team was utterly broken. Two of my direct reports had actually said to me, prior to me joining POL (who I learned were my Ms Williams' 'favourites') that they did not want or need to be managed by me. The behaviour and attitude from these latter individuals at an early stage was challenging, criticising and nearly every meeting was very unpleasant to manage (as witnessed and evidenced by my other 6 team members).

166. Specifically, [GRO] was one of the individuals who said she 'did not want managing' and was fiercely independent/protective. There was several complaints and comments made by my direct team that she was one of Ms Williams's "favourites". This "favoured" group received significant additional bonuses and pay increases during the previous 12 months (which can be evidenced). I understand that the favourable treatment of [GRO], [GRO] and [GRO] resulted in the PLT having two "sub-groups", that were not working well together which also resulted in a fallout in a team meeting towards the end of November 2022, a week before I arrived. I was further made aware that [GRO] [GRO] was very upset that Ms Williams did not get the full time Group Chief People Officer role and I feel that she went out of her way to make my role difficult.

167. [GRO] was already known to be difficult by a number of POL Senior Managers; specifically, those who chaired the various committees such as the Data, Risk, Compliance and the SPM Committee (the programme to replace the Horizon system), which [GRO] had attended in the previous 9 months due to Angela William's part time hours. On 20th January 2023 the Deputy "SPM" Programme Director said at a "Steering Committee" that she was resigning (as was another key programme member) due to the 'toxic culture' within Programme Committee meetings; she and her line manager, specifically cited the behaviour of [GRO], summarising [GRO] behaviour as "passive hostility", "being difficult and challenging in meetings" and "sitting on the side line waiting for me and the programme to fail". This is exactly how her behaviour was towards me and others within her peer group.

This extremely poor behaviour and resignations were recorded in the 'SPM Programme Steerco' update from 20th January 2023, which I attended with a number of GE members. When I updated Mr Read on this, he told me to "sort your team out".

168. In early February 2023, I organised a meeting with **GRO** to understand her concerns and talk through some of the above 'behaviour' issues. There had also been several documented meetings where her behaviour was unsupportive and hostile, which the team had raised with me. There was also within an imminently impending Employment Tribunal hearing, brought against her for Race & Sex Discrimination, which I wanted to discuss with her. I wanted to see if I could help her. However, she was incredibly hostile and angry throughout the meeting and she abruptly terminated the call.
169. Shortly thereafter she resigned from her employment with POL, deleted all her electronic and telephone files, emails and records (against POL Data Protection policy) and raised a complaint that I had intimidated her on a call and that I had raised my voice with her in a previous meeting (which I deny). I understand a few days later she followed up with a further letter addressed only to Mr Read and Mr Foat. I did not ever see the contents of this letter.
170. There was wide acknowledgement that **GRO** was difficult. POL's company employment lawyer provided me with a summary document on her behaviour on the evidence relating to the Race & Sex Discrimination ET claim it was clear that she was "not kind" to those from a different ethnic background. This resulted in POL settling the claim outside of the ET, within weeks of **GRO** departure. With the knowledge that **GRO** was difficult, I was originally informed by Mr Foat, during February 2023 that a

“light touch” investigation would take place and that POL executive recognised that **GRO** behaviour also required investigating. I was told that the investigation would be overseen by an independent NED.

171. There were several key witnesses who would corroborate on the constructive way I dealt with **GRO** and equally on her appalling behaviour in meetings, however, these individuals were not interviewed.
172. Pinsent Masons are POL's external employment lawyers and were working in support of Mr Foat and Mr Read throughout this internal investigation into me. I have worked with Pinsent's for many years and believe I was considered a professional and respected Chief Human Resources Officer by them; only months before joining POL, I was working with them.
173. Whilst initially I engaged with Pinsent's to support me on this matter, I was told by Mr Foat around mid-February 2023 that I was not allowed to work with Pinsent Masons anymore on the **GRO** matter, as there was in Mr Foat's words 'a communication barrier' put in place. Pinsent's were going to support Mr Read and Mr Foat on the complaint against me, raised by **GRO**. **GRO** This all seemed very odd; during my career to date, I have always been able to access and rely on the company employment lawyers to support me in handling employment issues affecting either myself or the business. The timing of this decision (mid-February 2023), to prevent me from seeking support from POL's employment lawyers and leaving me without any form protection or legal guidance, coincided with Mr Read not getting his pay increase, along with me raising in an email on 20th February, the numerous governance and compliance concerns (as detailed before). It felt that Mr Read and Mr Foat were joining forces against me.

174. Despite being told that the investigation would be “light touch”, I did not hear anything further for 11 weeks. In my experience, grievances of this nature, should typically be concluded within 4 weeks maximum, this concerned me. The protracted nature of this and supposedly ‘light touch’ investigation again appeared very odd and when I asked for an update, I was being told ‘not to worry’. However, I could not help but worry and it was starting to impact my health, which I also raised with Mr Read and Mr Foat, but there was no support offered. It was becoming obvious to me that between Mr Read and Mr Foat, something was being orchestrated behind the scenes.
175. After the 11 weeks, in mid-April 2023, I was informed by Mr Foat that another member of the team: GRO who had resigned and had officially left POL at the end of March 2023) and her two direct reports (one whom I had never met, the other I had hardly any interaction with) lodged a complaint against me for postponing the ‘recognition app’. GRO previously told me the app would cost £50,000 to implement but I was advised by a member of the finance team (Michelle) that the actual cost would be £150,000. This was another initiative for head office staff only, and for the reasons I mentioned earlier in this statement, I was seeking to postpone it, to allow me time to understand the appropriateness of the App as well as to understand where it would sit within the ongoing ‘culture’ plan. GRO GRO was also regarded by my team as another of Ms Williams’ group of “favourites”. Mr Read had made it very clear from early in my employment, he was unhappy with her performance on culture change and was not unhappy

when she resigned (he immediately shared what he deemed positive news on her resignation, with the GE).

176. However, Mr Foat told me that we would now need to have a formal independent investigation, that this was now really serious and that this could result in my 'summary dismissal'. I was devastated and felt it was being prejudged. It was now clear, that Mr Read and Mr Foat had decided in the prior 11 weeks, to encourage these unfounded complaints against me, rather than support me as their new CPO, and both were deliberately using these complaints as a means to remove me (see below).
177. I reference this background because I felt that the complaints made against me were minor points, raised by individuals known to be the cause of the difficult and at times toxic atmosphere in my team and within POL. The details of such complaints were kept from me, but I know that accusations put forward against me were not fact or evidence based, and were more anecdotal, judgmental and mostly inaccurate, without balance. As mentioned before, there were several key witnesses who would corroborate on the constructive and professional way I dealt with my team and my own good character, however, these individuals were not interviewed.
178. I believe that between GRO initial complaint being received in early February 2023 and then the Terms of Reference for the investigation into complaints being discussed and sent to me on 10 April 2023, Mr Read had become fed up with me raising the serious issues referenced earlier in this response. He began to see me as difficult; a troublemaker, unable to obtain him the pay rise he felt he was due. I had felt for the last two months that I was being sidelined, and I was having to keep a strong focus on doing the

right things for POL, such as tacking the lack of trust and leadership behaviours (against Mr Read's desires). I felt the motivation behind the investigation did not actually relate to the complaints received (especially given Mr Read had on many occasions had also complained about the poor performance or conduct of these people to me and asked me to take action). I believe that Mr Read took it upon himself to ensure that the investigation was long, drawn out and difficult as possible, and it was done in retaliation because he found my calling out of wrongful behaviours, including his own behaviours over his pay, unacceptable. He was supported by Mr Foat who was known to be one of Mr Read's inner circle of deferential males (a "henchman", according to Mr Staunton).

179. On 24th April 2023 I made a complaint in writing that I was being upwardly bullied and I set out the reasons for this. I sent this to Mr Foat and a separate note to Mr Read. At this point I was starting to feel very unwell and mentally drained by the process and what I felt was a conspiracy. It was difficult to work out exactly what was going on, but I felt I was being targeted by a group of individuals, who were known to be disenfranchised, but these individuals were being supported by POL management. I was not sleeping. I was prescribed medication to 'calm' me and help me sleep (for the first time ever). This was just 3 days prior to the conference, where I was presenting to circa 2000 colleagues across POL.

This 'upward bullying' complaint was ignored. I did not have an acknowledgement – I was ignored. In normal caring businesses, this should have triggered an investigation and the offer of support/help for me would have been provided.

180. I spoke with Mr Staunton on 26th April 2023. Unlike me, he had seen the complaints made against me. He said that he felt the complaints were weak, that there was a 'lynch' mob at play, that everything was being blown out of proportion and that he was worried about the way this matter was being handled. He told me not to trust Mr Foat and Mr Read, that he felt they had some other agenda. He told me to find a 'street fighter' lawyer, who would protect me, and the POL would pay for this. This was unprecedented in my career, and seemed frankly crazy, but I did what he instructed.
181. On 9th May 2023 I had an all-day interview by the investigator appointed by Pinsent's (who were working for Mr Read and Mr Foat) to investigate the allegations, Simon Stephens. On the 12th May 2023 I submitted to the investigator an 87-page document, presenting the extensive facts, evidence and mitigation in support of my innocence. When I met Mr Stephens I was completely drained, lacking sleep and was unable to be myself.
182. On 12 May 2023, I put a call in to Amanda Burton. I was trying to support her on the TIS bonus investigation, but I also wanted to share my concerns over the Remuneration Committee governance (as suggested by Mr Staunton previously), and also to talk to her about the treatment I was receiving from Mr Read and Mr Foat. When I tried to broach these subjects with her, she immediately closed me down and said she did not want to compromise her role, as she might be called upon to be an independent reviewer of the whistleblowing. I tried to say to her that she needed to listen to me, she was the only senior woman in POL I could talk to, that it was significant, and I had

some grave concerns. She continued to shut me down. I came off that call and felt completely devastated by her response.

183. From 12th May 2023 to end of May 2023, I heard nothing further in respect of the investigation and I was becoming even more unwell, confused and concerned about the ongoing investigation and the way in which Mr Read was ignoring me. I took a planned weeks' holiday w/c 15th May. I was unable to sleep or relax.
184. On my return from holiday, 22nd May 2023, my doctor prescribed me for the first time ever with anti-depressant medication and signed me off work for two weeks because of the stress the situation was causing me. I contacted Mr Read and said I had been signed off that I was finding myself unexpectedly breaking down in floods of tears, that I had a permanent sore throat, I was not sleeping and was struggling concentrating. I said I would continue to work with the team but could not come into the office (because I did not want others to see me keep breaking down). He told me to take the doctor's advice and stay away from work.
185. With the investigation continuing to drag on, I felt I had to summarise the many issues I had raised with Mr Read throughout my POL employment and raise them with Mr Staunton (as Ms Burton did not want to listen and ultimately, I had no one else to speak to within POL). I sent this letter to Mr Staunton on 23rd May 2023, headlining the wrongdoings and ongoing treatment, and seeking his advice on how such issues should be addressed (**POL00448687**).
186. I did not receive any proper acknowledgment of the complaint. Mr Staunton called me as he was reading the letter shortly after I sent it to him that day, but simply told me that I needed to get on with Mr Read and get behind him. I felt

totally unsupported and distraught by his response, and the fact that he did not seem to be interested in progressing my concerns.

187. On 30th May 2023, I had a voice mail from Mr Staunton, asking if I wanted to speak to him. I sent him a text to say I was not in a great place at all, I felt a witch-hunt was taking place. That if he wanted to speak, we could get call in the following Friday. I did not hear anything further from him.
188. On 31st May 2023, the day that I was due to complete my 6-month probation period, I received at around 5pm an emailed letter from Mr Read confirming that “due to the lack of interaction over the last 6 weeks and the uncertainty raised by the ongoing investigation”, he was extending my probationary period by one month. At this point, I had been on sick leave for 7 days. To my knowledge this was unprecedented behaviour in POL. I complained in writing as I had been working until 1 week prior when I was signed off work. I thought his words and actions were unfair; it confirmed my suspicion that he was instrumental in orchestrating the investigating and was pre-judging the outcome, which was not boding well for me. This impacted my already struggling mental health even further.
189. I was again signed off work at the beginning of June 2023 for a further 4 weeks. I got a text from Mr Read that said this was “not good” for me or for him. I was in a very poor mental state. There was absolutely no compassion or concern for my well-being and the psychological impact the investigation and Mr Read’s behaviour was having on me.
190. Throughout June 2023, I heard nothing further from POL and it felt apparent that Mr Read would be planning my exit, which would be in retaliation of a) me raising my concerns to Mr Staunton b) me raising concerns through my

employment to Mr Read relating to wrong doings and compliance issues c) Mr Read's negative feelings towards me as a result of not securing him an increase to his remuneration.

191. On 30 June 2023, I was informed that the investigation had concluded. I was sent a copy of the summary report's table of findings by Mr Read (only sections 7.2 to 7.11). This was not on any headed paper, and I was not made aware of the full outcome.
192. Ultimately, the investigation's summary report stated that there was not sufficient evidence to find that there was a case to answer that my behaviour, taken overall had created a lack of trust in the working relationship between me or staff, or that it had created a toxic working environment which has led to individuals resigning and/or being absent and impacting on their health. This was the "main" allegation which had been made against me and was not upheld by the investigation.
193. There was no mention about the poor behaviour of GRO as the Terms of Reference suggested that there should be. Of the three remaining allegations in which the investigation report did find that there was possibly a case to answer (which to confirm, I deny), the report summary heavily caveated its finding, stating that the evidence needed to be considered with the wider allegations, the wider context and evidence and the points of mitigation identified. It is also important to note here that the 6 other members of my direct reports / team who I had asked to be interviewed, who witnessed the interactions and behaviours between myself and these disaffected direct reports, were not interviewed.

194. Despite the investigation essentially finding in my favour, the same day I also received a letter from Mr Read informing me that my employment was being terminated with immediate effect.
195. At this stage I had instructed solicitors to correspond with POL on my behalf. The situation was really impacting my mental health and I was in not fit state to even think finding a new role; this experience completely wiped me off my feet. I felt that I could not just let POL ignore all the concerns I had raised during my employment. I therefore took the complaint raised to Mr Staunton on 23 May 2023, added to it and raised it again on 4 September 2023; this time to Mr Foat (**POL00448690**).
196. The content of the complaint was entirely about Mr Read's conduct as detailed elsewhere in this statement. I did include a comment which had previously been made by Mr Staunton, though I did not mention him by name. This was intended to be used to illustrate the poor conduct / behaviour that Mr Read had towards me and had allowed to proliferate at POL.
197. Details on the adequacy of the investigation into the 'Speak Up' complaint are referenced later in this statement.
198. Whilst the investigation into my Speak Up complaint dragged on, the Business and Trade Committee of the House of Commons became aware of the fact of my complaint, following Mr Staunton's appearance at the Committee on week commencing 26th February 2024, where he referenced and waived in front of the Committee an "80-page dossier from the HRD" about Mr Read, stating that Mr Read needed to admit the issues in that "charge sheet".
199. Mr Staunton's comments were quickly picked up by the press, which I then had to address in my own statement to the press. It became apparent that I

had raised a separate Speak Up complaint, and this resulted in members of the press coming to my house and trying to contact me seeking comment on the story. I found this utterly distressing.

200. I have set out detail of the responses from POL to my complaint in my response below.

Please set out your experience in making the complaint, including your reflections as to the adequacy and effectiveness of POL's current whistleblowing policies and procedures.

201. My experience in making a 'Speak Up' complaint to POL is that it did not follow a clearly defined process, was overseen by biased members of Mr Read's inner circle and ultimately, left me completely exposed to the press and vulnerable. I have been at pains to explain to every journalist that their attention should be focused on justice for the SPMs. I have explained that despite my 'speak up' complaint highlighting the POL cultural & leadership characteristics not changing in line with the CIJ and HIJ judgement, I have a family, with 2 dependent kids. I wanted to return to my career, and I wanted this situation to be managed confidentially, to protect me. I felt POL's approach to managing this was far from adequate.

202. As explained above, throughout my employment I had raised concerns with Mr Read, to no avail. Once the issue with the TIS bonus made the press around May 2023, I raised further complaints to Amanda Burton as a newly appointed individual to the GE (and the only other female). She told me that she didn't want to speak with me, despite my serious concerns, because she needed to stay independent on such matters in case she was required for an investigation.

203. It was clear that I had nowhere else I could turn with my concerns, other than Mr Staunton. I therefore raised a formal complaint as to the problems I identified during my employment with POL on 23rd May 2023 directly to him. Still, no action was taken.
204. When I raised concerns a second time on 4 September 2023 to Mr Foat, he contacted me to say he would be sharing the complaint with the Board, which he said included Mr Read. I raised my concerns over the involvement of Mr Read, as I felt that it did not seem at all appropriate. It remained an ongoing concern that Mr Read was directly or indirectly involved in this process.
205. I learned sometime later that my 'Speak Up' complaint would be investigated by an independent investigator. The appointed investigator, a barrister from Devereux Chambers, contacted me on 17 October 2023 to explain that she had been appointed. I was concerned about the genuine nature of her 'independence' and raised these concerns. In her letters to me, the barrister, Marianne Tutin, emphasised that she was "independent and impartial" and that the matter would be kept strictly confidential. However, I have recently seen statements submitted to the Inquiry, that do not reflect the investigation was "independent" and it was clearly not kept confidential.
206. I found that I was kept in the dark for much of the investigation. I did not receive updates or really know what was happening. I did not get to see or provide input into the terms of reference for the investigation. I suggested various witnesses that the barrister could interview who had relevant information on the allegations I had made (including one key witness that would validate the Remuneration Committee governance issues) yet I understand that most of these witnesses, including the key witness, were not

contacted. I was interviewed for 2 – 3 hours on 10 November 2023, and I understand that it took nearly eight months for the barrister to finish her report and deliver it to the Investigation Steering Group.

207. I found in my investigation meeting that the barrister focused on matters which I felt immaterial to the complaint I had actually raised. She seemed to have a considerable focus on Mr. Staunton, despite the fact that the reference to Mr Staunton was only intended to demonstrate the culture that Mr Read allowed to thrive.

208. Those comments made by Mr Staunton, which I referenced, were made almost a year before it was brought up in the 'confidential' meeting with Ms Tutin. When those comments were made, a year before, I shared them with Mr Read, and with Mr Foat; I specifically asked Mr Foat to organise Diversity & Inclusion training for the Board (which was documented at the time). I also told Saf Ismail about the incident, and we both agreed Mr Staunton was primarily a very polite man, that he was at worst a bit "old fashioned", and he needed some help. I supported Mr Staunton and he was deeply concerned about this and wanted to learn. In the following months that I worked with Mr Staunton, I did not hear Mr Staunton say anything else that could be deemed politically incorrect. If it was such an issue, then Mr Foat and Mr Read should have acted a year before, they did not, because they also viewed it as insignificant.

209. I sent to the barrister a significant amount of material after the investigation meeting which I felt provided important context to my complaints, but it did not seem that this additional information was considered.

210. I felt that POL's commissioning of the investigation into my Speak Up complaint was not handled properly and led to potential bias in the investigation. Initially, Mr Foat (POL's General Counsel) was the commissioning executive of the investigation. I did not consider Mr Foat to be impartial, as he was part of Mr Read's inner circle. After a period carrying out this role, he was replaced as commissioning executive by Karen McEwan (POL's new Chief People Officer) so that he could instead act as witness to the investigation.
211. In my experience, I have understood it to be important that the individual commissioning an investigation and setting the terms of reference etc. is independent from the matters to be determined, to ensure that there is no actual or perceived bias in setting the terms of reference which they are then subsequently interviewed under. I felt here, especially, that there was a genuine risk of significant bias given Mr Foat's historic close support of Mr Read, which I felt not least, had led to the failure of POL to investigate the complaint I had made of "upwards bullying" in April 2023, the poor handling and circulation of my 'Speak Up' complaint to Mr Read, as well as the poor response to my data subject access request, amongst others.
212. I raised these concerns with the barrister when I was made aware of the change in commissioning officer. I received a response saying that my concerns were noted, but I believe by that point, bias had long since permeated the investigation.
213. I had lodged a claim with the Employment Tribunal in respect of POL and Mr Read on 9 November 2023.

214. I subsequently have seen correspondence between two NEDs Saf Ismail and Amanda Burton (Email chain between Saf Ismail, Benjamin Tidswell and Amanda Burton from 4 – 7 April 2024 **POL00448608**), at which point the investigation was concluding, where Amanda Burton specifically states, “please remember that Jane had issued an employment claim against POL and Nick [Read] and we have deliberately ensured that the work the barrister has done can be used to defend that claim”.
215. I already had doubts around the impartiality of the investigation process given the other points I have raised in this response, but seeing a copy of this correspondence confirmed to me that the ‘independent’ investigation was a sham, and the final report was simply going to find whatever it had to in order to defend Mr Read.
216. Further, I understand that the barrister was supported by John Bartlett throughout the investigation process (i.e. when reports or information were needed). John Bartlett did however work directly for Mr Foat and so in my view was again not impartial.
217. I had asked that I be allowed to see the findings of the report throughout the investigation process, or at least the terms of reference for the investigation, given the nature of the allegations and the personal effect Mr Read’s behaviour had on me. I was not allowed to see the terms of reference however, and when the investigation concluded in April 2024, I was not provided a copy of the report.
218. As explained above, whilst the investigation into my Speak Up complaint was ongoing, the Business and Trade Committee of the House of Commons became aware of the fact of my complaint, following Mr Staunton’s

appearance at the Committee on week commencing 26th February 2024, where he referenced and waived in front of the Committee an “80-page dossier from the HRD” about Mr Read, stating that Mr Read needed to admit the issues in that “charge sheet”. I was very upset at this development; all I had done was raise concerns via POL’s whistleblowing process which I hoped could be dealt with quickly and above all confidentially, as per the barrister’s promise to me, but this developed into it becoming public and national news.

219. I attempted to rectify some of the points raised by the POL Board at this Business and Trade Committee hearing by providing The Times with a statement that said that my ‘Speak Up’ complaint was about Mr Read only. Following this, I received a threat of ‘libel’ action from POL’s lawyers unless I agreed to say there was a ‘misunderstanding’. I felt I did not have the resources to challenge POL on this point and had to agree to a revised statement. This breach of confidentiality, which led to the “libel” threat and the need for me to keep writing to POL to ask them to stop portraying my ‘Speak Up’ complaint against Mr Staunton, when it was about Mr Read only, cost me personally thousands of pounds in lawyers and PR fees. This was in my view big brother, using the deep pockets of public money to aggressively defend their own poor and shocking behaviour. In my view, POL has not changed in 20 years. I remain shocked that the POL Board (the new NEDs in particular) sat on the sidelines allowing this to happen.

220. From this point, the Committee was aware of my Speak Up complaint and requested a copy of the complaint and the terms of reference from POL. POL obliged, meaning that the Committee were to see the report but I, the

whistleblower who had raised the concerns, was not allowed to see such documents.

221. To add insult to injury, shortly after POL submitted a copy of such documents to the Committee, I was contacted by a member of the press who told me that the extracts of the report had been leaked. I was sent a large extract from the report and asked for my comment. This revelation caused me significant upset and distress, led to further unwanted news coverage and at the time had a huge impact on my career. I was at that stage seeking a new chief people officer role, but despite reaching late interview stages I found that my name being in the media and linked to the issues at POL was deeply off-putting to potential new employers who would inevitably choose another candidate, wanting to steer clear of the unfolding drama.
222. Again, I have not officially been provided a copy of the outcome of the report, I was simply told it had been delivered to POL who would act on it as necessary, but I understand following the leaks that it essentially found in Mr Read's favour in respect of the allegations against him, but that Mr Staunton, who I did not complain about, was deemed to have acted inappropriately.
223. This was disappointing, but not surprising given my concerns around the lack of independence and impartiality of the investigation process and the actors within POL I knew would be attempting to influence its findings.
224. I'm not aware of any specific action that might have been taken by the Board, SEG or otherwise as a result of the investigation's findings, given I am no longer employed by POL, and I was not told of any such actions by them when I was informed the investigation had concluded.

225. For the protection of future whistleblowers, I would say that POL needs to ensure that future whistleblowing complaints are dealt with by a truly independent third party, who does not have ties to the lawyers defending the organisation. That these investigators act within a specified and reasonable timescale, that the terms of reference are mutually agreed and transparent, that the list of witnesses/interviewees is transparent, that the methodology is explained, with regular updates to the whistleblower themselves, fairly and without real or perceived bias, and with confidentiality strictly always adhered to. Also, that the whistleblower is provided with some reasonable financial support and protection. Ultimately, I feel there should be a change in law which allows officers in public companies, who spend excessive public monies to defend themselves and/or their actions against whistleblowers yet are found by the Courts or an ET to be guilty of the alleged action(s), to be held accountable for the public spending abuse and negligence. There also needs to be a separate but detailed line in the annual report and accounts, which states what public money is being spent on defending the executives and/or board against whistleblowing claims.

Do you think the culture in POL actively encourages whistleblowers to speak openly and honestly about their concerns? Please provide reasons for your answer.

226. During my time at POL, I did not feel that the culture fostered an environment where people felt comfortable speaking up or sharing honestly their concerns. Yes, there did seem to be an acknowledgement that "Speaking Up" was the right thing to do, and reminders would go out to tell colleagues about the process and the fact it would be anonymous. However, in reality, this needed

to be part of the cultural transformation programme to be effective and I had fundamental concerns in the way in which POL managed the investigations into Speak Up complaints as set out earlier in this statement.

227. I knew firsthand of individuals who had raised issues and were subject to over-the-top, adversarial and protracted investigation processes and found subsequent feedback to be so difficult and upsetting that on conclusion of the investigation they had actually felt the need to resign, feeling as though the investigation had damaged working relationships so badly, they were unable to continue in their role. When you hear of stories like this which have happened to your colleagues, naturally you are wary yourself of raising concerns.
228. As stated elsewhere in this statement, it was also the case that bullying and poor behaviour were prevalent at the highest levels of POL. I believe that the fact nothing appeared to be done about this poor behaviour has led to others in the organisation taking the decision not to raise their own concerns, with a view that if the CEO himself turned his back on this type of poor behaviour, there is no point in individuals raising concerns about similar behaviour they are experiencing or concerned about.
229. There also seemed to be no difference between a Speak Up complaint relating to a whistleblowing matter (which would normally be directed to an independent investigation team) and those associated with a grievance (which should, in my experience, be dealt with by the HR team). The two processes were conflated at POL, and I did not feel that the investigations team at POL had the emotional intelligence to deal with some of these more complex grievances.

230. I am obviously conflicted when answering this question, given my own experiences of raising wrong doings and whistleblowing complaints to Mr Read and to the likes of Mr Foat (who was in the inner circle of Mr Read), which resulted in me having to go through a protracted and a very unhealthy, but moreover unnecessary, investigation. This was not because the complaints had substance, but because the CEO felt uncomfortable with me raising wrongdoing issues and calling him out. I also got defamed, and referred to as “blunt”, and within the recent weeks, I have heard for the first time, that here were ‘performance’ concerns, which again, suits Mr Read’s agenda.

231. Further, for the reasons explained earlier in the statement, I also feel that my subsequent Speak Up complaint was not managed justly or effectively. I do therefore feel that anyone in POL, thinking about raising their hands in relation to a concern, might have second thoughts when they see what has happened to me.

Are you aware of any other whistle-blowing complaints having been made within POL since the findings of Fraser LJ in a matter relevant to the issues being explored by the Inquiry? If so, please summarise the nature of the complaint(s) made and the response of the Board, SEG and any individuals named in the complaint, insofar as you are able whilst protecting the identity of the whistle-blower.

232. Any whistleblowing complaints made per POL’s Speak Up policy were directed to individuals in the legal team for consideration / investigation. In POL’s structure, the investigations team also sits within the legal team.

233. The result of this set-up was that the initial whistleblowing complaint and any subsequent investigation were, by design, handled by the legal team. I therefore had no involvement in or knowledge of any specific whistleblowing complaints in my role as Chief People Officer.

KEY EVENTS

To the extent which this is not covered in any previous question, please set out the circumstances which led to you not continuing in your position at POL.

234. I believe this is covered in previous answers, but to reiterate, my employment with POL was terminated on 30th June 2023 with immediate effect by Mr Read – despite not making any reference to misconduct (gross or not) in the dismissal letter, and not following any sort of usual employment law process to enact such dismissal.
235. The reason for the termination was purportedly that he felt “unable to confirm [my] suitability for continued employment with POL” following the outcome of an investigation into claims made by disaffected members of a dysfunctional and toxic team I inherited on joining POL.
236. The outcome of the investigation report however essentially exonerated me. It was very clear that there was not sufficient evidence to find that there was a pattern of behaviour from me which created a lack of trust in the working relationship between me and the rest of my team, or that it created a toxic working environment which led to individuals resigning or impacting their health.
237. The investigation only found minor points which suggested I could have had a case to answer, and even then, it was made clear that the evidence needed to

be considered in the wider context and in light of the significant mitigating evidence, including evidence that Mr Read personally encouraged me to take actions against the referenced individuals.

238. Despite this, Mr Read used the findings of the report to obfuscate the real reason he dismissed me; namely my raising of serious concerns, wrongdoings, significant compliance and governance issues throughout my employment to both him and Mr Staunton.

Please provide an overview of the 'Project Pheonix' and 'Past Roles' projects, including any involvement you had in the delivery of such projects, and any observations you may have about the progress and effectiveness of such projects.

239. I first became aware of Project Pheonix in February 2023. I was asked in a meeting by someone, I believe Diane Wills (the Inquiry Director), to look into the employment status of 106 colleagues who had allegations of wrongdoing made against them during the GLO and Human Impacts Hearing. At this point, the business had no understanding whether these colleagues were still employed in any capacity within POL.

240. I requested that I be furnished with the full list of colleagues so that I could investigate their employment status and report my findings. I received the list two weeks later and instructed a member of my senior leadership team to investigate and report back to me their findings. This work was completed, and it showed that of the 106 colleagues checked, 7 were employed by POL in various positions within the business.

241. The approach made to me in February 2023 was the first the HR team had known of Project Pheonix. The project was being managed by the Central

Investigations Team lead by John Bartlett and, to my knowledge, there had been no action or investigation undertaken before my team investigated matter, due to a lack of resource in the Central Investigation Team.

242. In respect of the "Past Roles" project, on 2 March 2023 Mr Brian Trotter gave evidence to the Inquiry and during his questioning by Counsel to the Inquiry he admitted that he was currently employed by POL working in the Remediation Unit.

243. This came as a big shock to POL, that we were employing people who had been involved in the suspension, investigation and prosecution of postmasters and they had been recruited into the team that were now responsible for deliver redress to wrongly prosecuted postmasters.

244. At this stage the piece of work relating to the issue was called "Conflicts" but was later changed to Past Roles as the business had a conflicts policy and this was causing some confusion with the leadership team.

245. I instructed a member of my leadership team, Patrick Quinn, to undertake a piece of work to fully understand who was employed within the Remediation Unit and their employment history with POL.

246. Upon investigation it emerged that when the Remediation Unit was initiated, the recruitment had been based on colleagues having knowledge of POL systems and procedures; no consideration had been given to any roles they had held or to fact they could have been involved in the suspension, investigation and prosecution of postmasters and the failings of the past. Indeed, it transpired that Brian Trotter was also part of the Project Pheonix investigation into an allegation into wrong doings by himself.

247. I also learned that these ex-colleagues were recruited to the Remediation Unit without compliance to POL Recruitment Policy (see below). This resulted in a complaint being raised, prior to me joining, against Simon Recaldin, the leader of this department, by a member of the HR department.
248. Brian Trotter and two others within the Remediation Unit were on fixed term contracts and because of their employment backgrounds I instructed the HR team with approval from the Remediation Director to end their employment upon their fixed term contract end date which was July and August 2023 respectively.
249. I emailed Mr Read on 20 March 2023 in relation to the matter of engaging and re-engaging ex-employees who have a potential conflict of interest. I suggested that we needed to review the risk of each employee, investigate and decide the best approach. I further suggested that we need guidance and/or a policy in place, as well as the recruitment process amending. I raised my concern to Mr Read as follows:
- “...It is another example of where we have systemic failure across the business (where common sense seems to have escaped us again!)”
250. I do not recall Mr Read responding to my email.
251. The recruitment process remained flawed, and I became aware of ex-employees returning to the POL within 18 months of being made redundant, which in my view could have constituted a conflict of interest and was not compliant with our Recruitment Policy.
252. When the initial investigation into colleagues employed within the remediation unit was completed, there were 42 colleagues identified to have held roles that could have been involved in the suspension, investigation and

prosecution of Post Masters. At this point, the investigation work was a desk top exercise and further validation would need to be completed to ensure data integrity and completeness.

253. It was clear to me that we needed to revisit our recruitment policy and procedures to make sure that this could not happen going forward. I therefore had the policy and recruitment documentation revised to include the capturing of any past employment and roles held, so that applicants who had held roles involved in the investigation and prosecution of Post Masters and the failings of the past would not be re-employed by the business.
254. It was a difficult matter to deal with for many people, particularly the Legal Team, who I could not pin down on a clear strategy and way forward. I understood this would mainly be a matter for HR to oversee, but I did have to keep discussing options with the Legal Team. From my perspective, the answer was fairly straightforward; if any colleagues employed across POL had an employment history that could undermine the SPM and/or public confidence, in either POL's processes, ongoing services or reputation, or trust, then we investigate with a view to consider serving notice to terminate their employment, and if we find mitigating reasons that supports the individual's continued employment, then we ensure these people are in roles which are not directly related to HMU activity.
255. At the point of me leaving POL, this was still being debated and I am still unsure, having seen some of the individuals attend the Inquiry, that this matter has been appropriately resolved.

Please consider the Times article dated 19 February 2024 (RLIT0000201).

Please set out in detail your understanding of the matters raised in this article,

including the relevant background, chronology and actions of any individuals involved. Please set out your reflections on the quoted statement of Mr Jacobs that he and Mr Ismail were “ignored and seen [...] as an annoyance” by other members of the POL Board.

256. The article quotes Mr Jacobs that the SPM NEDs were “ignored or unwanted” and “seen by many as an annoyance” (Quoted from the Times Article dated 19 February 2024. **RLIT0000201**).

257. I can confirm that, prior to me joining POL, Mr Read stated to me that he felt the SPM NEDs were too tactical and that he needed to reverse the decision to have SPM NEDs on the Board. On two further occasions, after Board meetings, he shared his frustration about their role at the Board meetings and reiterated a similar point; that they were annoying. I have seen recently meeting minutes in the public domain where it said that the SPM NEDs behave like Trade Unionist. This reflects the comments Mr Read had previously made to me.

258. When speaking with Simon Recaldin in my first weeks at POL, he did suggest that the reason why some SPMs had not come forward for compensation was that some are likely to be guilty and this was going to be a difficult message to handle.

259. He did share with me the significant efforts POL had made to make contact with SPMs, but it remained that over 700 had still not come forward to be exonerated. I raised this with Mr Read and separately with Richard Taylor, who both confirmed that in all likelihood some of the 700 SPMs who had not come forward were guilty and they were considering how to handle this from a PR perspective. I felt this view was worrying and would not encourage those

who have been wronged, who were already afraid, to come forward.

Moreover, this would certainly damage even further the trust and confidence between POL and SPMs. The background to the Times Article includes the publication by the POL CEO, Mr Read, of a letter to the Lord Chancellor and Secretary of State for Justice dated 9 January 2024 on the POL website which in my view reinforces what I heard.

260. I met with Elliott Jacobs and Saf Ismail in March 2023, who brought it to my attention that Elliott Jacobs was being investigated. Elliott Jacobs was naturally distraught by the experience and was feeling that he was already regarded as 'guilty' before any investigation had taken place. At the time, I was facing a second investigation because of the Inquiry, not receiving and approving my signed undertakings, which would allow me to see Inquiry updates at the monthly GE meetings. Elliott Jacobs drove me from Finsbury Dials to St Pancras, and Elliott Jacobs and I discussed the heavy-handed nature of the investigations team. We both felt things had not changed in the last 20 years.
261. I was very much of the view that POL's investigations needed to be removed from under Mr Foat's team and put into a completely independent third-party organisation. I wrote to Mr Read about my own concerns in respect of the way investigations were being managed and made these suggestions on 15th and 20th March. He then shared my email with Mr Foat, which did not help my relationship with Mr Foat, who later became defensive with me about the investigations team and process. Mr Foat was known to be close to Mr Read and was referred to by a board member as one of Mr Read's 'henchmen'.

262. I understood from the SPM NEDs that Mr Read referred to Mr Foat and the investigation team as the 'untouchables'. Mr Read would complain to me about the power the Legal Department held within POL, and that he could not see this situation changing whilst POL was working through the Inquiry and dealing with the compensation claims. I certainly felt Mr Read's unwillingness to challenge Mr Foat reinforced this position.
263. There were too many occasions when POL was receiving negative PR, as a result of poor governance or issues within Mr Foat's area: whether it was the costs associated with external lawyers (which in 2022 were £80m and 2023, were estimated to reach £250m); the lack of pace and over-bureaucracy in paying compensation; the undisclosed data not submitted to the Inquiry; the discovery of the use abhorrent racist language in classifying SPMs; the failure to provide timely information to the Inquiry; the recruitment of 40 ex colleagues in the HMU to handle the compensation process (some of which had previously been involved in prosecuting SPMs) etc.
264. Despite Mr Read recognising these performance issues, becoming frustrated with Mr Foat and complaining to me on several occasions that Mr Foat was out of his depth, Mr Read failed to appropriately address these 'performance' matters with him. Mr Staunton eventually insisted that Mr Read acted (at a breakfast meeting on 26th April 2023 which I attended) to remove from Mr Foat's responsibilities all matters relating to the Inquiry. I understand eventually was communicated in July 2023.
265. As mentioned before, I have an email from Mr Read in March 2023 (when it was made public that Brian Trotter was working for POL), where he complained to me about the re-engagement of ex colleagues within the HMU.

The suggestion made in such email was that this mess was the responsibility of the HR department. He copied Mr Foat into this email. However, my team had raised a complaint/grievance just prior to me joining as they had been excluded from the recruitment process for Simon Recaldin's/Mr Foat's team, which Mr Read was aware of. I have already mentioned the difficulty I experienced in trying to manage the latter conflicted individuals in this statement, and the fact I kept coming up against objections from the Legal team, when in my view, this should have been a decision my team take.

266. I have already highlighted a 'sub-board' meeting on 24th January 2023, to which neither NED SPMs was invited. This was a meeting that was already in the diary, and I was asked to attend the first section, to share with the Board the concerns raised by Mr Read on 23rd January 2023, over his pay, bonus and his threat of claiming constructive dismissal.

To the extent which this is not covered in any previous question, please set out in detail your understanding of the circumstances which led to the dismissal of Mr Staunton on 27 January 2024, including the relevant background, chronology and actions of any individuals involved.

267. I feel in part that the feedback I provided as part of my 'Speak Up' complaints could have contributed to this matter.

268. As mentioned before, I had made a point in my complaint about 'women being pains in the arse' which was more a reflection of how I felt Mr Read viewed strong women in the business.

269. This comment was made at a meeting on 25th January 2023 (a year before Mr Staunton was dismissed), with Green Park, when discussing NED shortlists.

In this meeting, Mr Staunton made some “old-fashioned” comments about one of the candidates.

270. Aside from asking about the origin of one of the candidates, in his words, “she doesn’t look coloured”, he went on to refer to her (in view of her age) as a ‘girl’ (as opposed to older woman, who he referred to as ‘ladies’). He then asked if she would be a ‘pain in the arse’; he went onto to explain that a previous female CEO in WHSmith had refused to employ women, as she felt they were all a ‘pain in the arse’. It is important to note here that Mr Staunton thought this candidate was very credible and as a result she was shortlisted and invited back to a face-to-face panel interview, where she performed very well. Ultimately, she was up against another extremely strong NED and was therefore not taken forward, however, Mr Staunton said to the panel that he wanted to keep her in mind, as he could see that due to her experience in digital etc., she could add value to POL in the future.
271. In any event, following the meeting, Dan Richards from Green Park called me to say that Mr Staunton needed to be pulled up on his comments and he asked if I would pick it up with him. I did this at a subsequent 1-2-1 meeting with Mr Staunton. Mr Staunton was deeply concerned his comments could be perceived in such a way. He told me that the ‘girls’ and “pain in the arse” comments were statements made by a previous female CEO he worked with, rather than these be something he personally was endorsing. In a follow up, he asked me to continue to point out anything he said that might not be considered politically incorrect, as he did not want to inadvertently offend anyone.

272. Following the 1-2-1 meeting, I raised these comments made by Mr Staunton with Mr Foat and Nick Foat, and we discussed arranging Diversity & Inclusion training for the NEDs (we had 3 new NEDs joining, who would also need this). We all agreed that Mr Staunton was not deliberately offensive, but his comments were inappropriate could be taken out of context and therefore, he could be a liability.
273. In the end, I do not believe any such training was delivered to the NEDs. I don't believe Mr Read raised these comments as concerns himself. I do not therefore consider the comments by Mr Staunton in January 2023 (one year before he was dismissed by the Secretary of State) were considered significant and/or material.
274. For the record, I did not and do not believe that Mr Staunton is sexist or racist. He actively championed diversity, and he insisted on diversity in the shortlisted candidates for roles. He had appointed Simon Jeffries as Audit Committee Chair, who was an excellent candidate, but he was a white middle-aged accountant and Henry was anxious that the other two appointees should reflect stronger diversity. He was continually pushing for a diverse board, particularly for more women and ethnic representation. He subsequently appointed Amanda Burton and Andrew Darfoor to NED roles. In my view, Mr Staunton was championing diversity more than anyone else in POL at the Board level. Had the investigation into my Speak Up complaint asked me directly if I felt Mr Staunton was sexist or racist, I would have said, categorically, no. I did not raise these specific matters as a complaint against Mr Staunton.

275. In relation to how this led to Mr Staunton's dismissal, when I attended my interview with the barrister in respect of my Speak Up complaint in November 2023, the barrister seemed to hone in on the section of my complaint relating to Mr Staunton's comments from January 2023, which I felt was a rather minor aspect of the much more serious matters I had raised. It felt as though she had an agenda to get rid of him. She didn't ask full questions of me in this respect, for example she never asked me whether I thought Mr Staunton was racist or sexist (which again, to confirm, I do not think he is).
276. I recall a meeting with David Bickerton, when we were discussing the proposed exit of Mr Cameron, POL's CFO. This was in March 2023, just after Kemi Badenoch was appointed as Secretary of State. There was a lot of evidence on informal complaints and a current formal complaint against Mr Cameron, which highlighted his volatile and aggressive behaviour, which in my view, impacted women more than it did men. David Bickerton was of the view that we could not use this as a reason for exiting Mr Cameron, that if Kemi Badenoch was presented with anything discriminatory, she would go 'ballistic', that she was 'hot' on these matters, and she would simply want him fired. I can only imagine therefore that Kemi Badenoch, having been presented by Lorna Gratton (UKGI – who was overseeing the investigation in my "Speak Up" complaint) with the comments that Mr Staunton made (without balance or context), she predictably went 'ballistic' as David Bickerton had warned she would.
277. My understanding of Mr Staunton was that he was clumsy with his words. He used "old-fashioned" language, which could often lead to him coming across as though he had said something offensive when (in my opinion) that had not

been his intention. I also updated Saf Ismail on Mr Staunton's comments, and he also agreed that Mr Staunton was not racist or sexist; that he was old fashioned but more over a very polite man. I think it is also fair to say that Mr Staunton did more to advance the diversity of GE than any Chairman before him.

278. I think perhaps a wider problem from my perspective with Mr Staunton was that he did not seem to want to hold the CEO accountable. He wanted harmony and gave the CEO his full support, without proper independent thought on his performance and behaviour. I do believe that Mr Staunton respected me and recognised I was capable, however, he did not want to get involved in the day-to-day relationship between myself and Mr Read, even though we had discussed some fairly serious concerns over misogyny, jobs for the boys and some serious compliance issues, particularly relating to remuneration.

279. Ultimately, my understanding is that Mr Staunton was dismissed due in part to the findings of the report into my complaint even though my complaint was never intended to be about him.

Please set out in detail your understanding of the circumstances which led to the resignation of Mr Cameron on 25 June 2024, including the relevant background, chronology and actions of any individuals involved.

280. To start, as has been alluded to elsewhere in this statement, I felt the relationship between Alistair Cameron and Mr Read was extremely poor.

281. Mr Read constantly complained about Mr Cameron's style, his assertiveness and over verbose contribution at meetings, all behind his back. Mr Read

complained about these things not only to me, but to other Board members, GE, UKGI and BEIS.

282. On my first day with POL, I was told by my predecessor that one of my priorities was to remove Mr Cameron from POL. This was something that Mr Read continued to reiterate to me in various 1-2-1 meetings.
283. To me, it was clear when speaking with Mr Cameron that he sensed that Mr Read wanted to remove him. As such, I believe he felt vulnerable, and my view is that this led in part to his “lashing out” and aggressive behaviour towards others.
284. Throughout my time as Group Chief People Officer there were numerous informal complaints and one formal grievance raised against Mr Cameron by members of his team, other senior leaders and from 3 female NED directors.
285. I would say that 90% of these complaints came from women and all pointed to his aggressive, intimidatory and/or unpredictable behaviour. I do not believe that Mr Cameron was deliberately sexist, I do however feel his behaviour impacted on women than men. I do not think he appreciated the impact he had on women, and I felt it was important that Mr Read should manage Mr Cameron’s behaviour, however, Mr Read flatly refused to raise any such concerns with him. This had a detrimental effect on women in POL.
286. I understood from early on in my role with POL that Mr Read had attempted to exit Mr Cameron by way of settlement agreement around April 2021. Mr Read started an exit process and told Mr Cameron that he would be leaving POL under an agreement, but did not follow the Shareholder’s request regarding timings for the agreement. As such, approval for a settlement was ultimately

retracted by the Shareholder, and Mr Read had to inform Mr Cameron that he would now in fact not be exited.

287. This difficult situation resulted in ongoing acrimony and awful toxic behaviour between them from that point. Mr Read was constantly complaining informally of Mr Cameron's aggressive behaviour but was unwilling to challenge him. This only added to the feeling that Mr Read was protecting male members of the GE and ultimately resulted in a number of people telling me that they were unwilling to put any complaints in against Mr Cameron. I also understand that Mr Read's refusal to deal with this matter formally resulted in many women feeling vulnerable working in POL and uninclined to raise concerns – I include myself in this number.
288. In the event of Mr Cameron leaving POL, which seemed inevitable, Mr Read wanted to prevent Mr Cameron from speaking out about misconduct or wrong doings which had occurred at POL and grant him an enhance severance package, 'good leaver' status and a mutual exit from POL, wrapped up in a settlement agreement. Mr Read sought approval to go down the settlement agreement route a second time from the Shareholder in March 2023, but the request was rejected.
289. The advice of UKGI (which I also supported) was to performance manage Mr Cameron (and offer him the support he needed to change behaviour) instead of simply removing him. Mr Read was vehemently opposed to taking appropriate performance management action, as he felt that Mr Cameron 'would fight like a rat in a sack' and would raise grievances and complaints about Mr Read's own failures/conduct. Mr Cameron on at least 3 occasions threatened to 'even the playing field' if Mr Read took any action against him.

290. On around 23 March 2023, after the rejection by Shareholder of settlement plan, Mr Read came into my office. He was aggressive and agitated. He said he wanted a word with me. It transpired that Mr Cameron had written a letter to Mr Read. I understand that the letter contained a list of protected disclosures, concerning the costs and lack of governance in IT (although Mr Read would not show me the letter itself at the time). Mr Read said he was not prepared to continue working with Mr Cameron. He instructed me that Mr Cameron should be exited immediately. I explained that this was not possible, that we needed to work through a normal performance management process. He was unwilling to do this. I believe Mr Read felt hamstrung in having to keep Mr Cameron employed which led to frustration and mistrust.
291. It was around this time, April 2023, that Mr Cameron separately confirmed to me that he was feeling very stressed and unwell. I asked Mr Cameron whether the cause was his relationship with Mr Read and he acknowledged this was the likely cause. I suggested he needed to think about himself and his health and go and see his GP. He said he was taking holiday, and he would think about his next steps.
292. At this point there had been several attempts to remove Mr Cameron that had failed. I discussed with Mr Read and Mr Staunton shortly after this conversation my concern that Mr Cameron might be signed off work with sickness given his complaints of ill health and stress. They agreed it would be a sensible course of action, for Mr Cameron to take sick leave.
293. Mr Cameron then went on holiday for two weeks to Thailand and when he returned he was signed off sick with stress. I was asked by Mr Read on 11

May 2023 to make a call to Mr Cameron to understand how he was feeling, and when I did so Mr Cameron told me of his continuing stress and anxiety relating to his situation at work. Mr Cameron further told me that if the current grievance against him was not managed fairly, 'that he would even the playing field'. I documented the key points of meeting to Mr Read.

294. At the above meeting Mr Cameron also raised concerns over NBIT delays, spending on NBIT, SPM remuneration, and key metrics, all of which he felt had been moving in the wrong direction over the last 3 years (recorded in notes). He also mentioned (as he had done previously) that Mr Read preferred and trusted the less experienced 'younger' men, who were in his 'inner circle' and that the more experienced 'older' execs which included him, Owen, Martin and me, were not trusted by Mr Read. Mr Cameron came across as a person who actually cared for SPMs and Post Office. He was not however, respected or supported by the CEO.
295. I understand that Mr Cameron remained off work from that point. I left POL myself shortly afterwards, but did subsequently see in the news that Mr Cameron has retired from POL due to ill-health in June 2024.

Please set out any other comments, reflections or concerns (if any) you may have about your experience on the POL SEG, as well as any other matters that you consider the Chair of the Inquiry should be aware of.

296. This was just 7 months of my life, but one of the most difficult challenges from a mental health perspective. I consider myself fairly robust, but this has left me with ongoing health issues which I have to deal with. In saying this, I do fully recognise what happened to me, was incidental by comparison to the beyond awful experience wronged SPM's have gone through. I have felt a

strong compassion for them throughout which this has only added to my drive to flush out the ongoing and extremely poor behaviours within POL, which continue to fail the SPMs.

297. I walked into an organisation that was completely out of control, chaotic, with significant operational as well as cultural issues to fix.

298. It became apparent that Mr Read did not have a grip on these issues, he seemed to be operating in a self-obsessed world where he was unwilling to focus on any of the important issues affecting POL in favour of his own pay.

299. The POL Board cannot remain focused on protecting the CEO at all costs. There needs to be a heart and a brain at the top of the organisation, which shows true curiosity and care in what is happening round them, including the CEO behaviour. I would suggest that the POL Board routinely conduct 360 assessments on the individual SEG and Board effectiveness to monitor these points. Those Board members who cannot demonstrate emotional intelligence, who don't look beyond their ivory tower, who don't have a genuine concern for SPMs should be removed.

300. The Board and Shareholder need to truly understand the cause of the breakdown in trust and confidence in senior leaders and develop plans to fix this.

301. The Government and Shareholder also need show more interest in what is happening, carry out surveys and understand the issues affecting SPMs and colleagues.

302. It is the people who work long hours, on the front line, facing customers, i.e. SPMs who are the ones POL need to nurture and care for. POL's strategy, culture and focus needs to be about improving the lives of SPMs.

- 303. The strategy should remove complexity in the organisation and focus on how it can improve SPM remuneration, reduce HQ costs and provide SPMs with opportunities to enhance their businesses.
- 304. There needs to be more representation of SPMs in the senior structures in POL and more opportunity for them to feedback and for their concerns to be heard. Learnings need to be celebrated.
- 305. There needs to be the immediate removal of investigations from POL (as it remains a significant source of mistrust) and placed in the hands of an independent third-party expert (e.g. Second sight).
- 306. The whistleblowing process should be distinct from grievances and the independent investigation processes should be transparent in the policy.
- 307. SPMs need proper protection. When I worked within Lloyds Pharmacy, the Pharmacy Defence Association was an organisation set up to support and defend Pharmacists (who could be facing an investigation into conduct or malpractice). I feel there is a strong need for SPMs to have a similar organisation, that provides them with legal support to defend themselves.

Statement of Truth

I believe the content of this statement to be true

Signature 

Date.....
29 November 2024 | 6:19:12 AM PST

ANNEX 1**Index to Witness Statement of Jane Davies**

No.	Document Description	Control Number	URN
1.	Email from Angela Williams to Jane Davies regarding 'Follow up' dated 4 December 2022.	POL-BSFF-WITN-058-0014612	POL00460659
2.	Overview of HMG Governance Document	POL-BSFF-WITN-058-0023872	POL00460663
3.	Teams message from Nick Read to Jane Davies dated 2 December 2022.	POL-BSFF-WITN-058-0014367	POL00460671
4.	Email from Jane Davies to Nick Read dated 1 February 2023.	POL-BSFF-WITN-058-0030134	POL00460668
5.	Email from Nick Read to Angela Williams regarding 'Remco' dated 2 December 2022.	POL-BSFF-WITN-058-0014360	POL00460658
6.	22/23 STIP and 22-25 LTIP document.	POL-BSFF-WITN-058-0015164	POL00460660
7.	Transcript of Teams Call with Paul Wood.	WITN11650102	WITN11650102
8.	Letter from Jane Davies to Henry Staunton regarding 'Strictly Private and Confidential' dated 23 May 2023.	POL-BSFF-WITN-006-0014682	POL00448687

9.	Email from Nick Read to Jane Davies dated 22 January 2023.	POL-BSFF-WITN-058-0027761	POL00460665
10.	Email from Nick Read to Jane Davies dated 20 January 2023.	POL-BSFF-WITN-058-0027707	POL00460664
11.	Email from Nick Read to Jane Davies regarding BEIS/ UKGI response dated 26 January 2023.	POL-BSFF-WITN-058-0028751	POL00460666
12.	Email from Jane Davies to Zdravko Mladenov, Tim McInnes and Alisdair Cameron regarding 'Moving to a Day Rate Contractor' dated 22 December 2022.	POL-BSFF-WITN-058-0022390	POL00460661
13.	Email from Jane Davies to Zdravko Mladenov regarding 'Moving to a Day Rate Contractor' dated 29 December 2022.	POL-BSFF-WITN-058-0022634	POL00460662
14.	Jane Davies to Nick Read regarding concerns.	POL-BSFF-WITN-058-0033947	POL00460669
15.	Speak Up Complaint (BSFF privilege redactions).	POL-BSFF-WITN-006-0023470	POL00448690
16.	Email from Jane Davies to Nick Read dated 1 February 2023.	POL-BSFF-WITN-058-0029929	POL00460667

17.	Screenshot – Q&A slide from NBIT programme roll out briefing.	WITN11650103	WITN11650103
18.	Engagement Survey 2022 Document.	POL-BSFF-WITN-058-0014953	POL00448635
19.	Presentation prepared by Jane Davies providing feedback on engagement survey and leadership behaviours – March 2023.	POL-BSFF-WITN-010-0000044	POL00448642
20.	Email from Juliet Lang to Jane Davies regarding 'Wood Street GE update' dated 19 April 2023.	POL-BSFF-WITN-058-0060811	POL00460670
21.	Presentation Video Transcript.	WITN11650105	WITN11650105
22.	Email chain between Saf Ismail, Benjamin Tidswell and Amanda Burton from 4 – 7 April 2024	POL-BSFF-WITN-021-0000022	POL00448608
23.	The Times article dated 19 February 2024.	RLIT0000201	RLIT0000201