

RADIOACTIVE WASTE MANAGEMENT LIMITED
(the "Company")

Minutes of the 25th meeting of the directors of the Company
held at Building 587, Curie Avenue, Harwell, Didcot, Oxfordshire OX11 0RH on 29th November
2016 at 09.30

PRESENT:

Mr David Batters	(Chairman)
Mr Claes Thegerström	(Independent Non-Executive Director)
Mrs Sue Douthwaite	(Independent Non-Executive Director)
Professor Michael Bowman	(Independent Non-Executive Director)
Mr Bruce McKirdy	(RWM Managing Director)
Mr Kiernan Doherty	(NDA nominated Non-Executive Director)
Mr Peter Lock	(RWM HSSEQ Director)
Mrs Ann McCall	(RWM Waste Management Director)
Mr Paul Vallance	(NDA nominated Non-Executive Director)

IN ATTENDANCE:

Observer, Mr Tom Wintle, Department for Business, Energy & Industrial Strategy
Transition Programme Director
RWM Stakeholder Engagements and Communications Director (Agenda Item 7 only)
GDF Siting Director (Agenda Item 7 only)
RWM Company Secretary (via video conference)
PA to Managing Director

1 CHAIRMAN'S INTRODUCTION AND CONFLICTS OF INTEREST

- 1.1 The Chairman reported that, notice having been given to all directors of the Company, a quorum was present. There were apologies for absence from Professor Brownridge.
- 1.2 The Chairman reminded the directors of the need to consider their general duties, including those contained in the Companies Act 2006, in considering the matters put to the meeting. No new or additional conflicts of interest were declared.
- 1.3 The Board noted that Professor Michael Bowman, having consented to act, has been appointed as an Independent Non-Executive Director of the Company, replacing Professor Charles Curtis.
- 1.4 Mr Wintle outlined the recent changes in BEIS and the new Senior Responsible Officer, Stephen Speed, who is due to visit RWM in December. Key challenges for RWM are the increased Government interest in the organisation, the new administration and the decision making timescales.

2 HEALTH, SAFETY, SECURITY, ENVIRONMENT, AND QUALITY REVIEW OF KPI'S

- 2.1 The RWM HSSEQ Director presented the Health, Safety, Security, Environment and Quality Key Performance Indicators (KPIs) in the Monthly Performance Report for Period 7. Five remain green and one is amber.
- 2.2 In Organisational Development, good progress continues with recruitment and a net increase in staff numbers has been maintained. There are a higher number of leavers than previous years but there is no apparent trend for this. The Executive has reviewed internal communications and identified a number of improvements.
- 2.3 In GDF Implementation, work continues on organisational transition in support of the siting process. The Enhancement Plan developed at the 'critical friends' workshop and the outputs from the 'scenarios' workshop need to be assimilated with the original

transition plan to ensure the full scope of activities to be undertaken is understood. The final output is expected by the end of the financial year but an initial document will be available in a shorter timescale. The KPI remains as amber, reflecting the need for clarity on the full scope of the transition.

- 2.4 The RWM Managing Director provided an update on the delay in the PACCP exemption to start the procurement of a strategic communications partner and the potential impacts on programme. Alternative plans have been made to mitigate the effect of the delay.
- 2.5 The Board noted the Health, Safety, Security, Environment and Quality Key Performance Indicators of the Monthly Performance Report.

3 UPDATE ON ORGANISATIONAL READINESS REVIEW

- 3.1 The Managing Director provided an update on the Organisational Readiness Review, summarising the work undertaken so far and noting the report circulated to the Board in October outlining the outputs from the 'critical friends' workshop. The next stage is for RWM to enact the Enhancement Plan, progress of which will be assessed by the Organisational Readiness Review Panel in January 2017.
- 3.2 The Managing Director explained that a recent workshop involving BEIS, NDA and RWM agreed a position on SRO governance but it was noted no timescales have been agreed to implement the change. The SRO transition would be straightforward but is dependent on appropriate assurance being provided. The workshop also clarified the understanding of the scope of the GDF Programme.
- 3.3 The Board noted the update on Organisational Readiness Review and agreed to reduce to Official the protective marking on the final report of the Critical Friends/Enhancement Planning workshops.

4 DRAFT INITIAL BUSINESS PLAN PRIORITIES AND CORPORATE TARGETS

- 4.1 The Transition Programme Director explained the NDA Business Planning process and the purpose of the Business Plan and Corporate Targets. The final document will be brought to the Board for approval in February 2017 and shared with BEIS at a similar time. The Transition Programme Director also explained a number of milestones are used to track progress of the programme deliverables, all of which are reported to the Board in the Monthly Performance Report.
- 4.2 The Board commented on the 2017 – 2020 draft initial business plan priorities and corporate targets, particularly around tightening them into SMART targets, considering what is viewed as 'success' by the customers and NDA, and grouping the targets into those 'business as usual' (which can be more certain) and 'new business' such as Siting, which will require a more flexible approach.
- 4.3 The Board noted progress on the 2017 – 2020 draft initial business plan priorities and corporate targets. The Board noted they would be submitted to the NDA Executive for comment on 16th December and noted the 2017 – 2020 Business Plan will be presented to the RWM Board and the BEIS Senior Responsible Owner for approval in February 2017.

Action 25.01: Transition Programme Director to provide Target Definition Documents at January 2017 meeting, revised as per the comments provided at the meeting. Documents to be issued in good time ahead of the meeting.

Action 25.02: All directors to provide any detailed comments on the 2017 – 2020 draft initial business plan priorities and corporate targets to the Transition Programme Director by 9th December 2016.

5 RWM COMMUNICATIONS STRATEGY

- 5.1 The Stakeholder Engagement and Communications Director and GDF Siting Director entered the meeting and presented the revised RWM Communications Strategy. The intention of the Strategy is to provide a high level framework for implementation of key communications activities, with a particular focus on launch activities. The revised Strategy attempts to address comments received at the previous Board meeting, whilst striking a balance between strategy and implementation.
- 5.2 The Board commented on the Strategy, with particular observations on the power of digital media and the feelings which may be invoked by RWM's activities. The Board discussed the importance of creating local support and relationships and a multi-layered approach to address and engage with different stakeholder groups.
- 5.3 The Board generally agreed with the principles of the RWM Communications and Stakeholder Engagement Strategy. A few matters required additional work; it was felt that whilst the contents were sound, the document should be sharper, clearer and more focussed; it was suggested that the focus going forward should be on planning rather than strategic work but that the final strategy document might be updated following the points raised by the Board.
- 5.4 It was proposed that Board assurance regarding the RWM Communications Strategy is likely to be assisted by a presentation or workshop on the implementation plan, which would provide additional insight. The Board agreed understanding how the Strategy translates into a plan would be valuable. A further paper together with the updated sharper strategy will be provided to the January Board.

Action 25.03: Stakeholder Engagement and Communications Director to present implementation plan to January Board meeting. *[Post meeting note: discussion taken at January Strategy meeting]*

- 5.5 The Stakeholder Engagement and Communications Director and GDF Siting Director left the meeting.

6 RADIOACTIVE WASTE MANAGEMENT LIMITED MONTHLY PERFORMANCE REPORT PERIOD 7

- 6.1 The Managing Director provided the key highlights of the RWM Monthly Performance Report for Period 7, noting the proposed evolution of the Technical Advisory Panel, and the positive Independent Review Panel support for the National Geological Screening outputs. The Managing Director also summarised the programme of work and available funding.

- 6.2 The Board noted the Monthly Progress Report.

7 REPORTS FROM SUB-COMMITTEES

- 7.1 The Chairman noted that Mrs Douthwaite is to be appointed as the Chair of the Audit and Risk Sub-Committee and the next meeting is scheduled for February 2017.
- 7.2 The Remuneration Committee took place immediately prior to the Board meeting and the Chairman noted it had considered the Executive half year scores and succession plans. A written update will be circulated in due course.
- 7.3 The Chair of the HSSSEQ Committee provided a written update of the latest Committee meeting and noted the level of staff turnover during 2016 and the actions in place to mitigate this.
- 7.4 The Board noted the reports from the Sub-Committees.

8 MINUTES AND ACTIONS OF THE PREVIOUS MEETINGS AND REDACTIONS

- 8.1 The Board approved the minutes of the September 2016 meeting of Radioactive Waste Management Limited and authorised the Chairman to sign them.
- 8.2 The Board reviewed the minutes of the September 2016 meeting of Radioactive Waste Management Limited to consider possible redactions needed prior to publication of the minutes on the NDA website. No redactions were identified.
- 8.3 An updated actions list is attached.

9 DATE OF NEXT MEETING AND 12 MONTH LOOK AHEAD

- 9.1 The next meeting will take place on 31st January 2017, with a two hour Board followed by a number of workshops.
- 9.2 The Board reviewed the 12 Month Look Ahead and had no comments. There are two additions to the January meeting regarding the Target Definition Documents and the Communications Implementation Plan.
- 9.3 There being no further business, the Chairman declared the meeting closed.

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Chairman