

**RADIOACTIVE WASTE MANAGEMENT LIMITED**  
(the "**Company**")

Minutes of the 27<sup>th</sup> meeting of the directors of the Company  
held at Milton Hill House Hotel, Steventon, on 28<sup>th</sup> February 2017 at 08.30

**PRESENT:**

Mr David Batters	(Chairman)
Mr Claes Thegerström	(Independent Non-Executive Director) (via teleconference)
Professor Michael Bowman	(Independent Non-Executive Director)
Mr Bruce McKirdy	(RWM Managing Director)
Mr Kiernan Doherty	(NDA nominated Non-Executive Director)
Professor Melanie Brownridge	(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:**

Mr Tom Wintle, Programme Director, BEIS (morning session only)  
Mrs Helena Harding, Transition Programme Director (morning session only)  
Professor Denise Bower, Chair, RWM Readiness Review Panel (item 2.1 only)  
Mrs Elizabeth Hodgson, RWM Company Secretary (via video conference)  
Mrs Nicola Beale, PA to Managing Director

**1 APOLOGIES, QUORUM AND CONFLICTS OF INTEREST**

- 1.1 The Chairman reported that, notice having been given to all directors of the Company, a quorum was present. The Board noted the resignation of Mrs Douthwaite and the need to recruit a replacement Independent Non-Executive Director.

**2 CHAIRMAN'S INTRODUCTION**

- 2.1 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.
- 2.2 The Chairman provided an update on the recent Geological Disposal Programme Board meeting and the various actions arising.
- 2.3 The BEIS Programme Director informed the Board of a very positive meeting held with the Minister for Energy and Industrial Strategy. The Minister's focus is clearly on implementation and delivery and the Board discussed the implications of the proposed consultation date. The BEIS Programme Director summarised the challenges of the wider nuclear environment, such as Euratom, and considered there may be potential opportunities for RWM in relation to the new industrial strategy launched by DBEIS.

**3 MINUTES AND ACTIONS OF THE PREVIOUS MEETINGS AND REDACTIONS**

- 3.1 The Board approved the minutes of the January 2017 meeting of Radioactive Waste Management Limited and authorised the Chairman to sign them.
- 3.2 The Board reviewed the minutes of the January 2017 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.
- 3.3 An updated actions list is attached.

**4 REPORTS FROM SUB-COMMITTEES**

4.1 The Chairman of the HSSSEQ Committee provided a written update from the recent meeting. The Board discussed the timing of the launch of the siting process in relation to other key events and the need to consider the various assurance mechanisms in place, once NDA clarifies its expectations of subsidiary governance.

4.2 The Board noted the report from the HSSSEQ Sub-Committee and noted the other two Sub-Committees have not met since the last Board.

## **5 REPORT FROM THE CHAIR OF THE RWM READINESS REVIEW PANEL**

5.1 Professor Bower, the Chair of the RWM Readiness Review Panel, summarised the report from the Panel, explaining that the initial recommendations from Stage 1 of the process were included in the Project Initiation Routemap, which the Board has discussed in detail at previous meetings, and that this report focuses on the second tranche of recommendations.

5.2 When the RWM Readiness Review Panel met in January, they agreed that assuming the current and planned actions are carried out and key risks addressed, RWM is ready to launch the siting process in 2017. A delay into 2018 has the potential to bring other risks into play that might impact this readiness.

5.3 The RWM Readiness Review Panel found that there has been significant progress made against both the Review Panel recommendations and the Routemap Review enhancement plan actions. There are indicators of a culture shift in RWM, from a technically focused organisation to one focused on programme delivery and that there is now good cohesion between RWM and the other parties involved.

5.4 The RWM Readiness Review Panel identified a number of opportunities and items for further consideration, such as leveraging the opportunity of the Industrial Strategy and benchmarking of governance arrangements which have proved successful for similar organisations. Risks identified included the late appointment of the communications partner, the repeated long approvals processes and the need to broaden engagement that will lead up to approval of the business case.

5.5 The Board discussed the findings, in particular, the risk around the communications partner, the timescales required for programme delivery leadership capability, the move from preparation mode to operational phase and the need for an Infrastructure and Projects Authority review three months ahead of launch. It was noted that some outstanding matters remain but resolution of all actions are not required prior to launch. Some concerns were expressed regarding the capacity of RWM to deliver the launch but Professor Bower confirmed there was not a headcount issue; appropriate resources should be used at the right time.

5.6 The Chairman thanked Professor Bower for her attendance and presentation. Professor Bower left the meeting.

5.7 The Board made some further observations on the presentation and the actions arising. Key deliverables are the need to manage the opportunities and mitigate the risks. The Board look forward to the feedback from the Executive workshop to be held in mid-March.

5.8 The Board considered the benefits of asking the Panel to review progress again nearer the time of launch. It was agreed to assess the overall assurance map to decide the optimal time to re-engage with the Panel.

5.9 Despite the reassurances of Professor Bower and the Panel's report, there remain a significant number of actions to complete prior to launch and the Non-Executive Directors remain concerned that the organisation requires more impetus and potentially the appointment of a number of key staff e.g. Programme General Manager.

**Action 27.01:** Chairman and Managing Director to meet to discuss senior capability and capacity.

## **6 RWM BOARD STEWARDSHIP FRAMEWORK**

- 6.1 The HSSEQ Director presented the RWM Board Stewardship Framework, which is revised to include previous comments, and the accompanying narrative, which identifies areas of Board engagement and the revised routine reporting cycle. Both documents remain work in progress but the Board is asked to apply the Framework to inform future business.
- 6.2 The Board commented on the application of the Framework to inform future Board business and approved the Stewardship Framework and accompanying narrative as a basis for Board planning and discussion. The Board also approved the revised approach to routine reporting.

## **7 RWM BUSINESS PLAN 2017-2020**

- 7.1 The RWM Transition Programme Director presented the draft Business Plan 2017-2020, providing an overview of the process so far and noting the final version will be submitted to the Board in March for approval.
- 7.2 The RWM Transition Programme Director set out the highlights of the draft Business Plan, outlining the milestones delivered during 2016/17 and explaining the increased funding request and efficiency savings proposed. The RWM Transition Programme Director also set out the GDF Programme Vision and Scope, implementation plan and key deliverables. The programme uncertainties e.g. political content, consent-based approach and the number of public enquiries were outlined.
- 7.3 The RWM Transition Programme Director summarised the RWM commitments in the NDA Business Plan and the Corporate Targets structured under each of the four key activities.
- 7.4 The Board commented on the draft Business Plan 2017-2020, noted the final Business Plan will be submitted to the March RWM Board for approval and agreed that the draft Business Plan will be shared with the BEIS SRO to confirm that the scope of work is appropriate and consistent with Government policy.

## **8 HEALTH, SAFETY, SECURITY, ENVIRONMENT, AND QUALITY REVIEW OF KPI'S**

- 8.1 The RWM HSSEQ Director presented the Health, Safety, Security, Environment and Quality Key Performance Indicators (KPIs) in the Monthly Performance Report. He explained there has been a steep increase in the number of employees in post but that eight are leaving through retirement or resignations. This seems concurrent with the national trend. The Iterative Development of the Disposal System KPI remains amber until the issues are resolved regarding the Operational Safety Case. The GDF Implementation KPI has been split into external and internal facing and remains amber due to uncertainty around the launch date. All other KPIs remain green.
- 8.2 The Board noted the Health, Safety, Security, Environment and Quality Key Performance Indicators of the Monthly Performance Report.

## **9 RADIOACTIVE WASTE MANAGEMENT LIMITED MONTHLY PERFORMANCE REPORT PERIOD 10**

- 9.1 The Managing Director provided the key highlights of the RWM Monthly Performance Report for Period 10, summarising progress against the high-level Corporate Targets, with six of the eight on target, one deferred to 2017/18 and one late with no overall impact on the programme. The Board reviewed the detailed reporting in Appendix 1 and questioned the status of Corporate Target 1.

9.2 The Board noted the RWM Monthly Performance Report for Period 10.

**10 VACANT NED POSITION**

10.1 In light of Mrs Douthwaite's resignation, the Chairman asked the Board to consider the skills needed in the replacement Independent Non-Executive Director and suggestions for finding a replacement. The Board brainstormed a number of ideas, with a particular focus on socio-political issues and organisations with similar stakeholder interest. The Chairman will consider the ideas further.

The Board was adjourned at 12.30 to hold a lunch with the Committee on Radioactive Waste Management (CoRWM) followed by a discussion on CoRWM role and programme, RWM vision and priorities, GDF Programme and Scottish policy.

The Board re-adjourned at 15.00 following a very useful discussion with CoRWM.

**11 AOB**

11.1 The Managing Director introduced a briefing entitled "GDF Delivering for the UK: Why a GDF?" the aim of which is to act as an outward facing briefing document setting out key messages on why geological disposal and why now. The Board felt the document would be useful to a number of audiences and noted the document.

11.2 The Managing Director summarised the response to Action 26.04 "Managing Director to provide alternative options around the appointment of the strategic communications partner". He reviewed the possible approaches including the use of other available resource and proposed three recommendations: to keep all the options described open, to continue to pursue the Cabinet Office exemption for communications expenditure for 2017/18 and the approval of three additional roles in the RWM communications team. The Board discussed the possibility of a combination of options and noted the document.

11.3 The Managing Director summarised the response to Action 25.03 "Stakeholder Engagement and Communications Director to present updated strategy document and implementation plan", which sets out the strategic approach to engagement and communications, including the three phases of engagement in the GDF siting process and the key audiences. The Board requested the addition of a high level plan and noted the document.

11.4 **Action 27.02:** Managing Director to add high level plan to Strategy document and Implementation Plan

**12 DATE OF NEXT MEETING AND 12 MONTH LOOK AHEAD**

12.1 The next meeting will take place on 30<sup>th</sup> March 2017.

12.2 The Board reviewed the 12 Month Look Ahead and proposed some clarifications to the March meeting agenda.

12.3 There being no further business, the Chairman declared the meeting closed.

.....Chairman