

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

Minutes of the 42nd meeting of the board of directors (the "Board") of the Company

held at Building 329 West, Thomson Avenue, Harwell Campus, Didcot, OX11 0GD
on 23 January 2020
commencing at 12:30 PM

PRESENT:	Professor Malcolm Morley OBE	Chair
	Professor Mike Bowman	Independent Non-Executive Director
	Dr. David Prout CB	Independent Non-Executive Director
	Karen Wheeler CBE	Independent Non-Executive Director
	Claes Thegerström	Independent Non-Executive Director
	Corhyn Parr	NDA nominated Non-Executive Director (by telecon)
	Andrew van der Lem	NDA Nominated Non-Executive Director (by telecon)
	Bruce McKirdy	RWM Managing Director ("RWM MD")
	John Corderoy	GDF Programme Director
	Peter Lock	HSSEQ Director
IN ATTENDANCE:	Umran Nazir	Deputy Director, Decommissioning, Radioactive Material and GDF, Nuclear Directorate BEIS (by telecon)
	Peter Welch (items 5 and 8)	Business Services Director (by telecon)
	Andy Wong (item 8)	Transformation Director
	██████████ (items 5 & 7)	Interim Director of Communications and Stakeholder Relations (by telecon)
	██████████ (item 7)	Acting Siting and Engagement Director
	██████████	Head of Legal and Company Secretary
	██████████	Eversheds Sutherland (Int'l) LLP, Secretarial Support

1. APOLOGIES, QUORUM AND DECLARATION OF INTERESTS

- 1.1 A quorum being present, Professor Malcolm Morley OBE took the chair and welcomed the attendees to the meeting. It was confirmed that notice of the meeting had been given to each director, and that there were no apologies reported.

1.2 Each director present confirmed that they had no interests to disclose in any transaction or arrangement to be considered at the meeting in accordance with sections 177 or 182 of the Companies Act 2006 and the Company's articles of association. The Chair reminded the Board to declare any interests that may arise throughout the meeting.

2. CHAIR'S INTRODUCTION AND SAFETY SHARE

2.1 The Chair reminded the Board that part of the meeting was being observed by Q5 Partners who are advising RWM on its transformational change programme.

2.2 It was noted that the meeting would be the last meeting for Ms. Wheeler in her role as an independent NED and Chair of the AAC, following her appointment as Chief Executive of RWM. The Board congratulated Ms. Wheeler on her appointment. The Chair noted that this left a vacancy on the Board for a Non-Executive Director and that a recruitment process would be started to fill that vacancy. Ms. Wheeler's appointment also left a vacancy for a chair of the AAC and the Chair welcomed volunteers from the Board for that role. The Board agreed that the Chair would also act as Chair of the AAC on an interim basis.

2.3 The Chair noted that it had been agreed with the NDA that company secretarial responsibilities would be transferred from NDA to RWM and that the Head of Legal had been appointed RWM's Company Secretary.

2.4 The HSSEQ Director delivered a safety share about the recent Boeing 737 crash, which has been caused partly due to design failures and partly because the pilots' training was rushed in order to meet pressured deadlines. The lesson from this was that time and other pressures should not be allowed to override safety considerations.

3. MINUTES, ACTIONS AND MATTERS ARISING

3.1 The Board discussed the minutes of the 41st meeting of the Board, held on 30 October 2019, and agreed that the minutes of the meeting be approved.

3.2 The updated action list would be circulated to the Board following the meeting, with the inclusion of a status update.

4. UPDATE FROM BEIS

4.1 The Board welcomed Mr. Nazir, the Deputy Director, Decommissioning, Radioactive Material and Geological Disposal Facility in the Nuclear Directorate at BEIS to the meeting by telecon. The Board were informed that Government papers on energy and carbon neutrality were on hold due to delays caused by the recent General Election and that BEIS continued to work on policy development on decommissioning and radioactive materials, with intention to release draft policies for public consultation in April 2020.

4.2 The Board discussed the publication of the programme business case with updated costings for a GDF and the publication of the Site Evaluation documents. Mr Nazir confirmed that the publication of the programme business case needs ministerial approval and that approval is not likely to be granted until after an anticipated cabinet reshuffle. He also confirmed that no further work from BEIS was required before the Site Evaluation documents could be published but that a grid slot from No.10 is required before they can be published.

4.3 The Board discussed generally the approach to be taken with any publication that refers to the cost of a GDF and agreed that any figures need to be accompanied by an appropriate narrative which should also include a breakdown of the taxpayer's contribution to these costs.

ACTION 42/02: The GDF Programme Director to start to consider the preparation of a public facing document which explains to the public where and how the taxpayer's money is being spent.

5. **REPORTS BY EXCEPTION**

- 5.1 **Safety:** The HSSEQ Director reported that Building 329 is nearing capacity and that even with agile working arrangements the office has reached full capacity on several days. A plan is being developed to provide additional office space by leasing another building on the Harwell campus. This will take some time to implement and in the interim short term occupancy of services offices in the Harwell Innovation Centre is being arranged to provide some additional work space.
- 5.2 **Finance:** The Business Services Director delivered an update on the NDA Spending Review. He reported to the Board that there have been few changes since the Board last reviewed this but that the NDA has requested credible planning scenarios looking forward for a period of 10 years which the finance team are working on.
- 5.3 **Programme and Performance:** The GDF Programme Director reported on a detailed review of RWM's corporate targets which had been undertaken with NDA. This identified that 9 out of RWM's 10 corporate targets were green with 1 amber target. The amber target relates to the siting process and a sub-milestone which anticipated that working groups might be formed in quarter 4 of 2019/2020 which is now unlikely to be met.
- 5.4 The Board reviewed RWM's performance against its budget which showed a projected underspend of £3m. It was explained that this has been caused in part by delays in entering into Community Partnerships, a reduction in how much NDA invoices RWM for IT expenditure and some delays in placing work with the supply chain. The Board discussed the under spend and how performance against budget could be improved against an agreed plan of work.
- 5.5 **Communications:** The Interim Director of Communications and Stakeholder Relations reported on the recent meeting of the Chair and RWM MD with MHP and explained that MHP are providing support on the GDF campaign generally and in the work being done to prepare for working groups. She confirmed that a Board workshop with MHP has been arranged for 19 February 2020 to provide an overview to the Board of the planned GDF campaign.
- 5.6 It was reported that now that the General Election had taken place and the pre-election period had expired plans to undertake wider engagement can be implemented. It was noted that the Chair is making great progress with parliamentary meetings, that a wider engagement plan for the Chief Executive and Chair is being developed and that a parliamentary engagement event in Westminster is being planned for March 2020.

6. **2020/23 DRAFT OPERATING PLAN**

- 6.1 The Board discussed the corporate targets in detail, and the matrix sitting against each corporate target with underlying targets feeding into those. It was agreed that the corporate targets for the year should be outcome focussed tangible targets, rather than on each directorate. It was noted that safety, security and functions like finance enabled the corporate targets.
- 6.2 The Board concluded that the three priority areas were: (i) deliver stable community partnerships; (ii) deliver waste management solutions; and (iii) transform RWM into a safe and effective delivery organisation.

7. **GDF SITING CAMPAIGN PLAN**

- 7.1 The Interim Director of Communications and Stakeholder Relations presented a paper which sought approval from the Board on lines to take on whether waste which is disposed of in a GDF would be retrievable if Government policy changed or there was an emergency. She explained that retrievability had been a key concern for communities and stakeholders during the previous siting processes and that there is likely to be significant dialogue on this topic during the current process.

- 7.2 The Board discussed the concerns of the various stakeholders, including unions and campaign groups, around the concept of retrievability and agreed that it was vital that the views of all stakeholders concerned were considered.
- 7.3 The Board felt that it needed to better understand the issue, the Company's previous position on the subject and the implications for the GDF programme before it could consider the lines to take. NDA and RWM have previously prepared a position statement on the subject and the Board requested that RWM's Chief Scientist reviews and updates that paper as necessary to enable the Board to fully consider the position. The Chair noted that an updated paper on retrievability would also be helpful in discussions with communities.

Action 42:01 The Chief Scientist to review and update as necessary the existing RWM position paper on retrievability by 19 March 2020.

- 7.4 Dr Prout provided an update on discussions at the Programme Committee and the work to develop relationships with existing and new interested parties. The GDF Programme Director presented an overview of the work being done in the short term to try and deliver working groups in communities.
- 7.5 He explained that three teams have been established within RWM which are looking at: (i) exploring relationships with potential interested parties; (ii) engaging with potential new interested parties to try and form working groups; and (iii) engaging with working groups to help them to form community partnerships.
- 7.6 The Board welcomed the changes and were encouraged by the momentum which was being generated. The Board was interested to understand what impact an early test of public support may have on the programme.

ACTION 42/03: The GDF Programme Director to provide the February meeting with a draft paper on the analysis undertaken to date on the impact that a test of public support at various stages of the programme would have on cost and schedule of the programme.

- 7.7 The Acting Siting and Engagement Director presented an update on the current status of discussions with interested parties to the Board. The Board were informed that the Acting Siting and Engagement Director would be visiting a number of stakeholders around the country in order to progress initial evaluations reviews.

8. UPDATE ON ORGANISATIONAL DEVELOPMENT AND CULTURE CHANGE PROGRAMME

- 8.1 The Business Services Director introduced the Transformation Director to the Board and highlighted the progress which has been made since his appointment. The Board welcomed the Transformation Director to the meeting.
- 8.2 The Transformation Director delivered a presentation on his findings to date and on his plans for organisational development to the Board. He explained that in his opinion good progress has been made to date in transforming the organisation in to a delivery focussed organisation and that the focus was now on developing RWM into an organisation with an embedded matrix way of working. He also provided an overview of his work to develop a transformation team within RWM which currently consists of seven members who have been drafted in from different parts of the organisation.
- 8.3 A Transformation Board is also in the process of being established. Terms of Reference have been prepared and a first meeting of this board is scheduled to take place in February 2020.
- 8.4 The Chair confirmed that the Board would receive regular updates from the Transformation Director. It was agreed that the Transformation Director should join RODCO.

ACTION 42/04: The relevant Directors to provide the Board with copies of the slides presented by the GDF Programme Director, the Transformation Director and the Acting

Siting Director planning slides for the next meeting, showing the progress of the continuous change.

9. **REPORT FROM BOARD COMMITTEES**

9.1 Dr Prout provided an update from the Programme Committee. He outlined the development of an updated Plan on a Page, which was shared with the Board, which allows the reader to better understand the programme and, for example, areas of slippage. He also discussed the project planning culture in the organisation and the work being done to develop the efficiency of project planning, which should improve with the introduction of Cora, which is a project and performance management tool.

9.2 The other committee reports were taken as read.

10. **ANY OTHER BUSINESS**


10.1 The Board agreed that there was not time at this meeting to properly consider agenda item 10 on the RWM Risk Management Framework and agreed that it would be included on the agenda for the next meeting of the Board.

10.2 There was no other business to report but the Board cited the practicalities of telecon meetings.

ACTION 42/05: Head of Legal to resolve the telephony problems experienced during the meeting to ensure that people can dial in to future meetings.

11. **CLOSE OF MEETING**

11.1 It was noted that there would be a Board Workshop on 19 February 2020 and that the next Board meeting would take place on 19 March 2019, and the meeting was closed.


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CHAIRMAN OF THE MEETING
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