

RADIOACTIVE WASTE MANAGEMENT LIMITED
(the "Company")


Minutes of the 38th meeting of the directors of the Company
held at Harwell Innovation Centre, Curie Avenue, Harwell, Didcot, Oxfordshire OX11 0RH

on 25th June 2019 (09.30 – 13.00)

PRESENT:

Professor Malcolm Morley OBE	Chair
Bruce McKirdy	RWM Managing Director
Claes Thegerström	Independent Non-Executive Director
Karen Wheeler CBE	Independent Non-Executive Director
Dr David Prout CB	Independent Non-Executive Director
Andrew van der Lem	NDA nominated Non-Executive Director
Corhyn Parr	NDA nominated Non-Executive Director
Peter Lock	RWM HSSEQ Director
Ann McCall	RWM Waste Management Director
John Corderoy	RWM Programme Director

IN ATTENDANCE:

Mr Umran Nazir	Deputy Director, Decommissioning, Radioactive Waste and GDF, BEIS
	RWM Assistant Company Secretary
Mr Peter Welch	RWM Business Services Director (items 1-7)

APOLOGIES:

Professor Mike Bowman	Independent Non-Executive Director
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1 WELCOME, 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, and welcomed the attendees to the meeting. Apologies for absence were received from Professor Mike Bowman.
- 1.2 No further conflicts of interest were declared and the Chair requested that conflicts should be noted as and when they arose.

2 CHAIR'S INTRODUCTION

- 2.1 The Chair 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.
- 2.2 The Chair noted that there was a full agenda for the Board to consider.

3 MINUTES, ACTIONS AND MATTERS ARISING

- 3.1 The minutes were approved with one minor amendment and the Chair was authorised to sign on behalf of the Board.
- 3.2 An updated actions list is attached.

4 ANNUAL REPORT AND ACCOUNTS

- 4.1 The Business Services Director explained that the auditors had approved unadjusted accounts. The Audit and Risk committee had proposed that the strategic report should be redrafted to make it more outward-facing in order to communicate RWM's mission to a wider audience.
- 4.2 The Board noted that the Annual Report and Accounts will be published by the end of July 2019, as soon as practicable following publication of NDA's Annual Report and Accounts.
- 4.3 The Board further noted that reference to RWM's top risks should be included in the report.
- 4.4 The Board endorsed the recommendation that any further changes should be delegated to the RWM Chair, the RWM MD and Chair of the Audit and Assurance Committee.
- 4.5 The Board approved the Annual Report and Accounts and agreed, subject to any material restatement, that they be signed by the RWM chair on behalf of the Board.
- 4.6 The Board agreed the publication of the RWM Annual Report and Accounts on the RWM website and to provide an accessible hard copy version for stakeholders.

5 UPDATE FROM BEIS

- 5.1 Mr Nazir gave a verbal update from BEIS to the Board.
- 5.2 He explained that the NPS (National Policy Statement) was due to be presented before the House of Commons in September 2019.
- 5.3 The Board discussed the implications of a delay to the process on the site evaluation factors document.
- 5.4 Mr Nazir commented on the SRO transition and explained that a tripartite agreement between BEIS, NDA and RWM was being prepared.

5.5 The Chair requested an introduction to new Ministers and Mr Nazir took this away as an action.

ACTION 38/01: *Mr Nazir to organise an introduction between The Chair and new ministers.*

5.5.6 The Board thanked Mr Nazir for the update.

6 SAFETY UPDATE

- 6.1 The HSSEQ Director updated the Board on the Harwell office move.
- 6.2 He reported that the NDA QPR had noted an insufficient number of senior level walk arounds and one reportable security incident regarding the ownership of a vetting status.

6.3 The Board noted the update.

7 FINANCE AND SPENDING REVIEW UPDATE

7.1 The Business Services Director reported that a revised narrative was being prepared for the spending review.

7.2 He informed the Board that a deep dive on forecast expenditure had shown that RWM are currently ahead of budget and that up to £3M may need to be repaid to NDA. The Board requested a further exploration of the under-spend prior to the return of funding and also emphasized the need for robust budgeting.

7.3 The Board noted the update and Mr Welch left the meeting.

8 PROGRAMME AND PERFORMANCE UPDATE

8.1 The Programme Director presented performance against corporate targets to date. 4/45 KPIs are at AMBER including community engagement and site engagement, Procurement, Project 2 Business Case and Organisational Development.

41/45 KPIs are at GREEN.

8.2 The Board noted the update.

9 REPORT FROM BOARD COMMITTEES AND FORWARD PLANS

9.1 The Audit and Assurance Committee Chair reported that the Committee intended to prioritise the known risks and to consider how financial and operational performance is linked.

9.2 The Remuneration and Organisational Development Committee work had been reviewed in a prior meeting and was not discussed.

9.3 The Regulatory Committee Chair reported that there would be an increased emphasis on regulatory and technical matters in future, as well as health and safety.

9.4 The Chair of the Programme Committee expressed concern that he could not give the Board assurance as certain requested plans had not been forthcoming. The Board asked the Executive to identify and address the relevant issues.

9.5 The Board noted the reports and thanked the Chairs for their updates.

10 NDA PAR Report – Recommendations and RWM Executive responses

10.1 The RWM MD presented the NDA PAR report on the Project 2 Business Case. He stated that all of the recommendations contained within it had been accepted with the exception of the inclusion of all of RWM's costs. The costs would, however, be included in an annex.

10.2 The Board discussed the terminology used in the report and was not happy with the narrative response for the recommendations.

***ACTION 38/02:** Corhyn Parr to follow up with Alan Cumming on adjustment of terminology used in the PAR report on Project 2 Business Case.*

10.3 The Programme Director confirmed that all of the recommendations in the report were considered holistically and the IPA had felt that RWM was using best practice.

- 10.4 The Board questioned the discrepancies in the recommended and expected timeframes on the actions. The MD agreed to consider inclusion of a rationale to accompany the differing dates.

ACTION 38/03: RWM MD and Executive to review the narrative responses to the recommendations and the rationale for amended dates on PAR report with a report back to July Board for approval.

11 SITE INTELLIGENCE PROGRESS

- 11.1 A presentation was given to the Board at a meeting on 24/06/19.
- 11.2 The Board asked how quickly more detailed siting plans could be developed and discussed the role of MHP in gathering site intelligence.

ACTION 38/04: RWM Executive to share the insight and technical reports with the July Board.

12 SPONSORS REQUIREMENTS AND TRIPARTITE ARRANGEMENT

- 12.1 The RWM MD explained that a number of documents were being prepared in advance of the transfer of the SRO role from BEIS to NDA, including the sponsor's requirements document and a tripartite agreement.
- 12.2 The Board endorsed the view that a workshop should be arranged to consider governance under the framework for major programmes set out in the IPA document "Improving Infrastructure Delivery: Project Initiation Routemap: Governance Module June 2016".

Action 38/05: RWM MD to arrange a workshop to consider governance under the framework for major programmes.

13 2019-2022 RWM OPERATING PLAN


- 13.1 The Programme Director presented the Draft Operating Plan and explained that it had been altered in line with Board recommendations.
- 13.2 The Board requested that reference be included to NDA group targets.
- 13.3 The Board approved the Operating Plan.
- 13.4 **AOB**
- 13.5 There was no further business declared.

14 RWM BOARD AND COMMITTEES FORWARD LOOK

- 14.1 The Board postponed the Forward Look until the next meeting.

15 DATE OF NEXT MEETING

- 15.1 To be confirmed.
- 15.2 The Chairman declared the meeting closed.


.....Chairman



RWM Board Actions List

June 2019

Action	Comments	Who	Status
38/01	Mr Nazir to organise an introduction between The Chair and new ministers.	Umran Nazir	NEW
38/02	Corhyn Parr to follow up with [REDACTED] on adjustment of terminology used in the PAR report on Project 2 Business Case.	Corhyn Parr	NEW
38/03	RWM MD and Executive to review the rationale for amended dates on PAR report and actions and bring back to July Board for approval.	RWM MD Programme Director Waste Management Director HSSEQ Director Business Services Director	NEW
38/04	RWM Executive to share the insight and technical reports with the July Board.	Programme Director Waste Management Director HSSEQ Director Business Services Director	NEW
38/05	RWM MD to arrange a workshop to consider governance under the framework for major programmes.	RWM MD	NEW

