



RADIOACTIVE WASTE MANAGEMENT LIMITED
(the "Company")

Minutes of the 37th meeting of the directors of the Company
held at Building 587, Curie Avenue, Harwell, Didcot, Oxfordshire OX11 0RH on
20th March 2019 (09.30 – 13.00)

PRESENT:

Professor Malcolm Morley OBE	(Chairman)
Mr Bruce McKirdy	(RWM Managing Director)
Mr Claes Thegerström	(Independent Non-Executive Director)
Professor Mike Bowman	(Independent Non-Executive Director)
Dr David Prout CB	(Independent Non-Executive Director)
Mr Andrew van der Lem	(NDA nominated Non-Executive Director)
Professor Melanie Brownridge	(NDA nominated Non-Executive Director – via VC)
Mr Peter Lock	(RWM HSSEQ Director)
Mrs Ann McCall	(RWM Waste Management Director)
Mr 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	Business Services Director
	PA to Mr Bruce McKirdy

APOLOGIES:

Mrs Karen Wheeler CBE	Independent Non-Executive Director
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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, and welcomed the attendees to the meeting. Apologies for absence were received from Mrs Wheeler.

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 No further conflicts of interest were declared and the Chair requested that conflicts should be noted as and when they arose.
- 2.3 The Chair reflected on his visit to the Phoenix Waste Management Symposium with the MD and the commonalities and differences which were evident across other countries. He also stressed the importance of communication with wider stakeholders in challenging existing preconceptions around a GDF.

3 MINUTES AND ACTIONS OF THE PREVIOUS MEETING AND REDACTIONS

- 3.1 The Board requested amendments to the minutes of the January 2019 meeting of Radioactive Waste Management Limited and the Assistant Company Secretary agreed to circulate those minutes for amendment.

ACTION 37/01: Assistant Company Secretary to circulate 29 January 2019 Board minutes for amendment.

- 3.2 An updated actions list is attached.

4 UPDATE FROM BEIS

- 4.1 Mr Nazir gave the updated position from BEIS drawing attention to the purdah period for local elections.
- 4.2 The Board discussed the importance of having clarity on the potential cost range of the GDF and the provision of a narrative around the range.
- 4.3 Mr Nazir explained that the transition of the SRO role from BEIS to NDA would involve the execution of two agreements. The Board requested that the tripartite agreement be brought to the Board for approval.
- 4.4 Mr Nazir outlined the BEIS approach to capital spending in the spending review.

RESOLVED: The Board noted the BEIS update.

ACTION 37/02: The MD to consider the governance around the project 2 business case in the context of the SRO transition and make recommendations to the Board for input into the NDA.

5 UPDATE ON SITING CAMPAIGN AND CONSULTATION EVENTS

- 5.1 The Siting and Engagement Director gave an overview of the current position. All siting evaluation criteria consultation events have now been

completed in England and Wales. The Board discussed attendance and feedback from the events and the lessons which could be learned from the initial engagement.

RESOLVED: The Board noted the update.

Mr Nazir left the meeting.

6 2019/20 FUNDING

- 6.1 The Managing Director gave an update on the funding position for 2019/20.
- 6.2 The Board discussed the challenges created by the level of funding and scope of work expected to be delivered. The Business Services Director explained that the NDA's business facing teams had completed an in-depth assurance on RWM's figures.
- 6.3 Whilst the Board acknowledged that the Executive is confident that it will deliver more through efficiencies and through programme profiling, it wanted to be more engaged in the overview of the budget development for future years.
- 6.4 The Board questioned the Executive on the plan to increase RWM's headcount to 195 and the corresponding pressure this would create in future years. The Directors also discussed the impact of the lower budget on the delivery of the programme. The Board concluded that it wanted to monitor performance against budget closely.
- 6.5 The Chair asked that the Board has more visibility on spend and performance data. He further requested that the budget process is improved so that the implications of different options can be assessed in a timely manner, so that the Board is able to influence NDA's budget process.

RESOLVED: The Board noted the approach to the 2019/20 budget and the implications of the funding on the delivery of the identified activities.

ACTION 37/03: The MD to bring forward proposals for an improved budget process to the Board Workshop in May 2019.

7 SPENDING REVIEW

- 7.1 The Business Services Director presented an update on the spending review process and timescales. The Board requested more detail on the context and thinking behind the slides so that they are able to execute their duties successfully.

RESOLVED: The Board noted the update and requested more detail on the approach to the spending review.

ACTION 37/04: The Board Workshop in May 2019 to consider in depth the approach to the Spending Review.

8 CULTURE WORK SCOPE, SPECIFICATION, PROCUREMENT STRATEGY AND STAFF SURVEY

- 8.1 The Business Services Director gave a brief overview of the key activities from the ongoing work on corporate culture. He confirmed that RWM intends to re-run the pulse survey in order to benchmark any movement in staff opinion. He also explained that RWM was hoping to include staff interviews, in order to measure improvement in a more qualitative manner.
- 8.2 The Board discussed the need for adequate succession planning, developing leadership behaviours and the value of executive team visibility in employee engagement.

RESOLVED: The Board noted the scope to be delivered and approved the procurement approach and the use of a staff survey.

9 RWM CORPORATE COMMUNICATIONS STRATEGY

- 9.1 The Business Services Director presented the Corporate Communications Strategy which had been shared and agreed by the NDA and BEIS. The Board discussed the appropriate audiences for the document and whether it should be shared more widely. It also explored how the strategy could be kept up to date. The Board reminded the Executive Team that all such strategies should be considered by the Board before being shared and agreed by others.

RESOLVED: The Board approved the Communications Strategy.

10 REPORTS FROM BOARD COMMITTEES

- 10.1 The Chairman of the Remuneration and Organisational Development Committee, Professor Bowman, gave an overview of the work carried out by the Committee on reviewing the corporate targets for 2019-20.
- 10.2 The Chairman of the Regulatory Committee, Mr Thegerström, reported on its activities from the last meeting and a short summary was provided in the Board papers. He suggested introducing a relevant safety share at the start of each meeting, in order to reinforce the importance the Board attached to Health and Safety.
- 10.3 The Chairman of the Programme Board, Dr Prout, updated the Board on its previous meeting. He stressed the urgent need for a five year 'plan-on-a-page' to be prepared and shared ahead of the May discussion on the spending review.
- 10.4 In the absence of Mrs Wheeler, Mrs McCall gave an update from the audit and assurance committee, covering the risk framework, a standing risk item to be included on the Board agenda and the organisation of a risk workshop.

RESOLVED: The Board noted the reports from the Committees.

ACTION 37/05: The Board Workshop in May to include an in-depth review of organisational development.

ACTION 37/06: JC to prepare a two year programme plan to be shared with the Board

11 RWM MONTHLY PROGRESS

- 11.1 The Managing Director presented the Monthly Progress Report. The Board discussed the campaign dashboard and noted the intention to produce a weekly e-mail and monthly briefing note for the BEIS SRO.

RESOLVED: The Board noted the report.

ACTION 37/07: MD to send the monthly note to the Board

12 RWM BOARD FORWARD LOOK

- 12.1 The Board noted the Forward Look.

13 AOB

- 13.1 Feedback on the ONE NDA Handbook would be shared with [REDACTED]
[REDACTED]

- 13.2 The Chair informed the Board that Professor Brownridge would be stepping down as a NDA nominated Non-Executive Director at the end of April 2019. He thanked her, on behalf of the Board, for her work and hoped that she would continue to take an interest in the Board's activities. The Director of Integrated Waste Management will join the Board for the May 2019 workshop, as a NDA nominated Non-Executive Director.

- 13.3 The Chair concluded the meeting by saying that the shared endeavour and commitment of the Board would lead to progress in tackling the difficult issues that lay ahead.

14 DATE OF NEXT MEETING

- 14.1 There being no further business, the Chairman declared the meeting closed. The date of the next meeting of the Board in the form of a Workshop is 16 May 2019.


.....Chairman