



**NUCLEAR DECOMMISSIONING AUTHORITY
BOARD MEETING**

Minutes of the meeting of the Nuclear Decommissioning Authority (“NDA”) Board held on 22 and 23 November 2022 at the Carlisle Station Hotel, Court Square, Carlisle, CA1 1QY

Present (Board Members):	
Ros Rivaz (Chair)	Evelyn Dickey (Non-Executive Member)
David Peattie (Chief Executive Officer)	*Francis Livens (Non-Executive Member) in part as noted in the minutes
Mel Zuydam (Chief Financial Officer)	Chris Train (Non-Executive Member)
Janet Ashdown (Senior Independent Director)	Alex Reeves (Non-Executive Member)
Kathryn Cearnz (Non-Executive Member)	

Apologies (Board Members):
None

In attendance:	
*[Minute redacted – s.40 Personal] (Business Planning Manager) – in part as noted in the minutes	[Minute redacted – s.40 Personal] (Head of Non-NDA Liabilities) – in part as noted in the minutes
*Volker Beckers – in part as noted in the minutes	*[Minute redacted – s.40 Personal] (Head of Spent Fuel Management Value Stream) – in part as noted in the minutes
[Minute redacted – s.40 Personal] (Group Enterprise Risk Manager) – in part as noted in the minutes	[Minute redacted – s.40 Personal] (Deputy Company Secretary) – in part as noted in the minutes
Martin Chown (Sellafield CEO) – in part as noted in the minutes	Clive Nixon (Group Chief Nuclear Strategy Officer) – in part as noted in the minutes
Alan Cumming (Chief Operations and Performance Improvement Officer)	Corhyn Parr (NWS CEO) – in part as noted in the minutes
*[Minute redacted – s.40 Personal] (Assistant Company Secretary) – in part as noted in the minutes	*Gwen Parry-Jones (Magnox CEO) – in part as noted in the minutes
Claire Gallery-Strong (Director of IWMP & Strategy, NWS) – in part as noted in the minutes	*Frank Rainford (Group Chief of Staff and Security Officer) – in part as noted in the minutes
Wanda Goldwag (NTS Board Chair)	*Mark Rouse (Dounreay CEO) – in part as noted in the minutes
Jeremy Harrison (Group Director of Risk and Assurance) – in part as noted in the minutes	Matthew Shaw (Acting Group General Counsel and Company Secretary)
[Minute redacted – s.40 Personal] (Acting Associate GC Enterprise Risk) – in part as noted in the minutes	*Duncan Thompson (Group Development Director) – in part as noted in the minutes
*[Minute redacted – s.40 Personal] (Interim Operations Director, Sellafield) – in part as noted in the minutes	Paul Vallance (Group Director of Communications and Stakeholder Relations)
*[Minute redacted – s.40 Personal] (Head of Sanction) – in part as noted in the minutes	Hannah Wynne (Risk Director) – in part as noted in the minutes

Apologies (Attendees):
Neil Harnby (Group General Counsel and Company Secretary)

* Denotes attendance via MS Teams



AGENDA ITEM	Action Owner
<p><i>[Items 1, 2 and 3 were taken over dinner on 22 November 2022 at the Carlisle Station Hotel, Court Square, Carlisle CA1 1QY. Present for these items were R Rivaz, D Peattie, M Zuydam, J Ashdown, K Cearns, E Dickey, F Livens, A Reeves, C Train, M Shaw, A Cumming, P Vallance, D Jenkins, W Goldwag and V Beckers]</i></p>	
<p>Day 1</p>	
<p>1. Chair's Observations</p>	
<p>1.1</p>	<p>R Rivaz reported to the Board on her recent presentation to the Caithness Chamber of Commerce, her attendance at the NDA's Leadership Academy Conference and a site visit she had undertaken at Chapelcross with C Train the previous day. She also updated the Board on the plans to appoint a second Permanent Secretary at BEIS and her understanding of how the two Permanent Secretaries would divide their role and how they might interact with the NDA.</p>
<p>2. CEO's Update</p>	
<p>2.1</p>	<p>D Peattie provided the Board with updates on the following matters:</p> <ul style="list-style-type: none"> • [Minute redacted – s.36 Policy] • the wide range of cross group functional meetings which had recently taken place, including the Leadership Academy conference, a Group HR Conference and a Group Finance function; • the current funding challenges and the work being done to ensure that the Group can continue to deliver the mission within the current funding envelope; • a recent catch up with the ONR Chief Inspector where they discussed refreshing the MOU in place between the NDA and the ONR and the ONR's recent decision to commence enforcement action against Sellafield in relation to a Cyber matter; • the latest developments with Great British Nuclear and Rolls Royce SMRs; and • plans to make an advance payment of a proportion of the annual performance related pay to NDA staff in the December payroll.
<p>3. Chairs' Forum Update</p>	
<p>3.1</p>	<p>R Rivaz, D Peattie and W Goldwag each provided an overview of the recent meeting of the NDA Group Chairs which they all agreed was a positive meeting. R Rivaz reported that the Chairs were aligned on the structure of the group, that between them the Operating Model was well understood and that they were agreed that the focus should be on the ways of working needed to operate under the wholly owned subsidiary model.</p>
<p>3.2</p>	<p>R Rivaz also reported that the Chairs had agreed that they need to show leadership in order to fix the ways of working. She also reported on the Chairs' debate on the spending review challenges and the discussion which had taken place on the new narrative which had been developed by P Vallance with input from senior leaders across the Group. R Rivaz also highlighted a plan to have a Board-to-Board event during 2023 which would allow all of the Boards across the group to come together.</p>
<p>3.3</p>	<p>W Goldwag provided her reflections on the model change and emphasised her view that the centre and the subsidiaries need to work in partnership together rather than on the basis of command and control and direction from people in the centre. She outlined those things which she felt it was right and appropriate for the centre to lead upon and those where it would be more appropriate to rely upon the expertise and experience of people who are recruited in the businesses. She also shared her experience of where people working in the centre and the OpCos had different skills</p>



	and experiences. Those in attendance debated the role of the centre and the way in which it does and should interact with the subsidiaries. It was noted that the NDA employed suitably qualified and experienced personnel and had several NDA staff with significant PLC director level experience who could be deployed immediately to the businesses, for example to run major projects or programmes. It was suggested that it would be helpful to ensure the OpCo Chairs understood the role of the NDA and the statutory functions and duties that it must fulfil.	
3.4	Those in attendance discussed both perspectives and the approaches taken by the different subsidiaries to the role of the centre. They also discussed the role that mobility plays, how moving people around the group can help build networks and break down some of the barriers which exist and the benefits which may exist by, for example, inviting subsidiary Board NEDs to NDA Board meetings.	
	Day 2	
4.	Safety Moment	
4.1	<p>[[Minute redacted – s.40 Personal] <i>joined the meeting</i>]</p> <p>A Cumming presented the safety moment and highlighted the importance of the separation of people from moving plant, following the recent fatality at the Hinkley Point C construction site, which had been reported as a crush injury. The Board discussed the incident and highlighted safety observations from recent site visits. The Board emphasised the importance of staff walking on designated walkways on site and asked for the Executive to follow up recent observations to ensure action is taken.</p>	
5.	Board Administration	
5.1	Apologies	
5.1.1	It was noted that Francis Livens sent his apologies for the meeting but would endeavour to join in part via Teams when possible.	
5.2	Conflicts of Interest	
5.2.1	The Board considered the register of interests and highlighted that there was a duplicate entry for C Train. This would be rectified by the Secretary. K Cearns noted that she had shared her interests with the Secretary before the Meeting and that the register would be updated accordingly. The Board APPROVED that all Board Members present could participate fully in the meeting.	
5.3	Minutes of previous Board Meeting	
5.3.1	<p>The minutes of the meeting held on 17 and 18 October were APPROVED for signing, subject to the reflection of the following points made by the Board that:</p> <ul style="list-style-type: none"> the minutes indicate where papers had not been received in advance of matters discussed at the meeting. This would be included in the minutes in every case going forward. the reference at minute 1.1 to ‘Chair Buddy’ be changed to ‘Chair colleague’. the second recorded purpose of targets at minute be 7.1.2.2 be changed to “to assess incentive payments”; and minute 7.2.6 be updated to reflect that Board Members would indicate if they wished to participate in the teach-in on the process applied to prioritise the portfolio of opportunities for the Group to potentially do more beyond its core mission. 	
5.3.2	The Board discussed the treatment of actions arising at Board meetings. It was noted those that required a response to the Board would be recorded in minutes as formal actions and those that did not would be recorded, but not formalised as an action.	
5.3.3	The Board asked about the status of the Sellafeld General Counsel’s reporting line following the observation at the last meeting that the role was absent from the	



	Sellafield executive succession plan. M Shaw confirmed that the role reports into the Sellafield CEO as would be expected.	
5.3.4	The Board referred to the decision at its last meeting that the update from the CIO be deferred to a later meeting and requested that this be added to the Board's forward agenda planner.	
5.4	Decision Log	
5.4.1	The record of decisions from the Board meeting held on 17 and 18 October 2022 was noted.	
5.4.2	<p>The Chair provided an update on the Nominations Committee meeting that had taken place the previous day. It was noted that D Peattie had provided an update on Executive succession planning. In order to add expertise and, in preparation for the conclusion of the terms of office of J Ashdown and potentially E Dickey, changes to the composition of the committees of the Board had been agreed. It was noted that upon J Ashdown's retirement from the Board, F Livens would become the chair of the Sustainability and Governance Committee and, with immediate effect:</p> <ul style="list-style-type: none"> (i) C Train would join the Health, Safety, Security & Environment Committee; (ii) J Ashdown would stand down from the Programmes & Projects Committee; and (iii) K Cearns would join the Remuneration Committee. 	
5.5	Action Update	
5.5.1	<p>The Board considered the update on actions arising from previous meetings and:</p> <ul style="list-style-type: none"> • agreed that actions 1666, 1774, 1790, 1791 and 1792 be closed; • noted the information circulated by the CFO prior to the meeting providing further detail on the energy cost risk, and inflation cost effects and forecasting. The Board agreed that action 1773 could be closed but requested that M Zuydam discuss with the ARAC Chair how best to approach updating the Board on the most up to date financial information, in parallel with the last published performance report; • requested that to allow progress on action 1664 to be considered, a written update be provided to the Board setting out the work completed to date, and still in progress, to improve the length and quality of Board submissions, and their presentation; • noted that the update from the Sellafield CEO on the agenda would include the action being taken to fulfil key roles at Sellafield, particularly those with health and safety responsibilities. The Board discussed that ongoing monitoring of the situation was an action for management and agreed that action 1788 could be closed; and • agreed that Board action 1793 would remain open, and the commercial hedging deep-dive session for the ARAC would be opened to the full board and any supporting papers sent to those Board Members who were interested. 	M Shaw
6.	CFO's Update	
6.1.1	M Zuydam presented the Period 6 2022/23 (P6) Board Performance Pack and highlighted the forecasted overspend of £52 million for Period 6. This was a considerable contrast, as referenced in the additional materials circulated prior to the weekend, to the P7 forecast once the significant benefit provided by the Energy Price Support mechanism was factored in.	
6.1.2	The Board noted Sellafield's significant inflation and energy cost pressures and that to benefit from the Government energy support scheme would require the non-operation of the Combined Heat and Power Plant on site. The Board considered the	



	<p>impact of not operating the plant on site operations. The CFO undertook to connect C Train, who had expertise in this area, to the appropriate individual in the Group to discuss the management of electricity Triads (i.e., the three half-hour settlement periods of highest demand on the GB electricity transmission system between November and February (inclusive) each year, separated by at least ten clear days) and to document the management approach taken in the ongoing reporting to the Board on energy risk.</p>	M Zuydam
6.1.3	<p>It was noted that due to being delayed until at least the financial year ending 31 March 2025, £174 million ringfenced for Project Lion had been withdrawn from the budget forecast. M Zuydam confirmed that HMG Treasury were aware Project Lion had not been authorised when the budget was initially assigned but had requested it be included. The Board suggested that going forward, items in the budget that were still to be authorised, and therefore could be withdrawn, were ideally not included in submissions to HMG. Any proposal to itemise and include such an item to be discussed with the ARAC Chair prior to potentially being sent to HMG Treasury in writing with an appropriate explanation.</p>	
6.1.4	<p>M Zuydam talked to the SR21 forecast variance slides shared at the October 2022 meeting. The Board discussed current inflationary pressures and emphasised the importance of transparency and focus in reporting on inflationary pressure on the budget. The CFO would present the impact of inflationary pressure, wage and non-wage, to the ARAC Chair and discuss any consequent changes to be made to the performance reporting to the Board.</p>	
6.1.5	<p>The Board noted that the 3-year forecast [Minute redacted – s.36 Policy] The CFO would brief the ARAC Chair further on the respective dividend strategies and approach to reserves management.</p>	
6.1.6	<p>The CFO highlighted the ongoing work with Sellafield to further improve the sanctions and delegation process and noted that regular updates would be provided to the Programmes & Projects Committee. The Board emphasised the need to ensure the sanction approval process continued to run effectively against the Board's slightly reduced Board meeting schedule. An update on the improvements would be presented to the Board in due course. Consideration should be given to achieving authorisation out of formal committee if appropriate.</p>	
7.	Safety & Performance Improvement update	
7.1	<p>A Cumming provided an update on safety across the Group. It was noted that:</p> <ul style="list-style-type: none"> • the Health & Safety Conference held on 7 and 8 December gone well; • cases of 'long COVID' were being assessed, with information pending from NTS and Sellafield; • work was being undertaken across the Group to identify potentially similar scenarios to the root cause of the Sodium fire at Dounreay; • there had been several incidences recently of hand injuries in Magnox, including one resulting in crushed fingers. Magnox had requested assistance from the NDA to assess the immediate and root causes of the trend; and • wellbeing support for drivers affected by suicides on train lines was ongoing in NTS. 	
7.2	<p>The Board discussed the resourcing challenge in critical areas (including Health & Safety) at Sellafield and suggested that work be focused on pipeline development and succession planning for certain leadership roles across the Operating Companies. A Cumming would raise with the Group Head of Capability and Capacity the suggestion that the development of individuals targeted for senior leadership roles include health</p>	



	and safety management. To support consideration of whether the resource was appropriately deployed, the Board requested details on the size and composition of the health & safety function across the Group and how it compared to peer organisations.	A Cumming
7.3	The Board discussed the differences between immediate causes and root causes of health and safety incidents. It was noted that employees were encouraged to undertake individual risk assessments before starting tasks, the degree of formality of that assessment was dependant on the task. The Board stressed the importance of safety awareness across the workforce and shared observations that this had declined generally since the pandemic. It was noted that a behavioural safety programme in Magnox had achieved positive results.	
7.4	A Cumming reported that Relations with SEPA and the Scottish government were strengthening and were also improving with ONR. <i>[M Chown joined the Meeting]</i>	
8.	Update from Sellafield CEO	
8.1	<p>M Chown presented an update on the Sellafield business and responded to questions and challenge from the Board in the following areas:</p> <ul style="list-style-type: none"> (i) Business Update: Sellafield was exceptionally busy with all production and project facilities fully operational and staffing levels comparable to levels prior to the pandemic. All major projects were running well and to plan, including against Group Key Targets where relevant. The business was in the final two years of its five-year enterprise strategy and had six priorities to achieve and be ready for the strategy for the next 20 years (“Two for Twenty”). There had been workstreams to drive cultural change which had been successful at improving operational control and increasing output. A key mission for the next 20 to 30 years would be bulk retrievals. (ii) Threats to Sellafield: (a) Resourcing - recruitment and retention was challenging, with significant attrition to a variety of external sources. Succession planning work was underway to develop talent for the ‘second tier’ of leadership roles; (b) Reputational damage from recent and ongoing regulatory interventions, which was also impacting recruitment and retention; and (c) Industrial action had the potential to have a significantly detrimental effect on the business. (iii) Safety practices: the nature of the site’s projects means that there are a range of hazards which need to be managed. Sellafield’s safety performance compared well to the rest of the industry but had dropped, which management wanted to address. There had been no nuclear incidents in the year to date, and environmental and personal incidents were below prescribed tolerance levels for the year. Recent safety culture assessments had produced positive results and there was evidence of safety being taken seriously by employees and contractors. However, conventional safety incident metrics had been underperformed. Improvement plans and work on procedures and awareness was underway. Leadership observation in the field, the reporting of near misses, completion of significant actions and the governance of change, and the workforce, were anticipated to drive improvements. (iv) Role of Regulators: Sellafield is a highly regulated site with over 50 regulators based permanently on site. Relations with the ONR were good and communication strong. However, management remained cognisant of 	



	<p>the ONR's enforcement role and the need for investment in the relationship.</p> <p>(v) Cyber: [Minute redacted – s.36 Policy]</p> <p>(vi) Reviews: The MSSS review had concluded, and an action plan submitted to the Sellafield board. The actions were being taken seriously and had been added to the two-year operational plan for Sellafield.</p>	
8.2	M Chown responded to questions from the Board on any further concerns he wished to raise, or areas he considered could be managed more proactively. It was noted that there were 10 facilities at Sellafield, five containing sensitive nuclear materials, that M Chown wished to progress and would look to the Board for assistance to do so, including identifying the necessary funding. M Chown confirmed that all non-discrete work had ceased to ensure essential work was carried out safely.	
8.3	M Chown noted the Board's interest in the management of TRIAD at Sellafield and the related action taken by the CFO earlier in the meeting (see minute 6.1.2). <i>[M Chown left the meeting and F Livens, J Harrison, [Minute redacted – s.40 Personal] joined the meeting]</i>	
A – Governance and Culture		
9.1	Risk Appetite – Board Workshop	
9.1.1	J Harrison and K Cearns introduced the risk appetite workshop which was intended to: <ul style="list-style-type: none"> describe the requirements of public sector organisations with regards to risk appetite and the associated benefits; highlight the changes to assessment approach at the NDA with examples; and allow the Board to agree the appetite ranges for each risk impact category. 	
9.1.2	The Board acknowledged the importance of the timing of risk appetite conversations in decision-making and emphasised the importance of aligned language and understanding on risk management across the Group. The Board began to discuss the proposed appetite profile ranges in detail, but in view of the time available at the meeting requested that a standalone workshop (circa 5 hours) be arranged early in 2023 to continue its discussions and respond to the endorsements requested by the Group Risk team. In view of the significance of the risks managed by Sellafield relative to the rest of the Group, the Board requested that the Chair of the Sellafield board be invited to attend the workshop. <i>[F Livens, J Harrison, [Minute redacted – s.40 Personal] left the meeting]</i>	J Harrison / M Shaw
B – Programmes & Projects		
9.2	P&PC report	
9.2.1	C Train provided an update on the Programmes & Projects Committee (“P&PCo”) meeting held on 9 November 2022, in particular the paper presented for the Infrastructure Electrical Supply - New Construction (EDNUP) FBC, due to be considered later on the Board agenda. The Board noted the challenges the P&PCo [Minute redacted – s.36 Policy] The Board discussed the challenge that this presented, and C Train and D Peattie left the meeting to speak to the EDNUP presentation team on how to proceed in the circumstances. <i>[C Parr and [Minute redacted – s.40 Personal] joined the meeting]</i>	
9.3	Integrated Waste Management Programme (IWMP) Update and Model Demonstration	



9.3.1	C Parr and [Minute redacted – s.40 Personal] presented an update on the Integrated Waste Management Programme (IWMP) which covered the programme objectives and benefits, progress to date, near term focus and ambitions for realisation of opportunities. The Board was provided with a demonstration of the IWMP Waste Model, which included the value, costs, and treatment options for the disposal of the group radioactive waste inventory. The Board noted the forecasted group-wide savings and that the model required group-wide assurances regarding waste volumes and commercial models.	
9.3.2	The Board noted that the delivery of the IWMP objectives was predicated upon the correct level of funding being made available and that funding reduction or delays could potentially impact on the targeted future work. The Board congratulated C Parr and C Gallery-Strong on NWS' considerable work advancing the IWMP and confirmed its support for its continued progress. The Board discussed how in addition to ensuring the required funding and Group-wide commitment to the IWMP, the programme could best be supported. The Board suggested that it did not review any future business cases related to waste and containers from around the Group unless they had been sighted by C Parr. [C Parr and [Minute redacted – s.40 Personal] left and D Peattie and C Train returned to the meeting]	
9.4	Infrastructure Electrical Supply - New Construction (EDNUP) FBC	
9.4.1	D Peattie reported that following the discussion he and C Train had had with the EDNUP presentation team outside of the meeting it had been agreed that consideration of the FBC would be deferred and arrangements would be made for C Train to visit Sellafield to be talked through the outstanding information. The Board agreed that any points it wished to be raised with the team at Sellafield be passed to C Train in advance of his visit, and that authority be delegated to C Train to recommend to the Board how the request to endorse the FBC should be responded to. The Secretary would assist in arranging the visit for C Train, and any other Board Member wishing to attend. Thereafter, the request to endorse the FBC would be considered by Board correspondence in time to meet the January BEIS PIC deadline. The Board discussed how it could avoid situations like this reoccurring and it being unable to consider matters scheduled for its endorsement. [[Minute redacted – s.40 Personal] joined the meeting]	M Shaw
9.5	Sanction Forward Plan	
9.5.1	The Board noted the overview of upcoming sanction proposals due to be presented to the Group Investment Committee, P&PCo, Board and HMG up to July 2023. [Minute redacted – s.40 Personal] highlighted that more work was required on the Sellafield Combined Heat & Power Plant Outline Business Case, and this was likely to be deferred from the January meeting.	
9.5.2	The Board discussed its decision to move to less scheduled meetings and the consequence of this for the sanction approval process. It was noted that the CEO and CFO would ensure the sanction approval process continued to function effectively in these circumstances. [[Minute redacted – s.40 Personal] left and G Parry-Jones, M Rouse, F Rainford, C Nixon and [Minute redacted – s.40 Personal] joined the meeting]	
	C – OneNDA and Strategy	
9.6	Magnox & DSRL merger update	



9.6.1	<p>G Parry-Jones provided an update on the merger of Magnox Limited and Dounreay Site Restoration Limited and pointed to the strong relationship between the two organisations. This position was echoed by M Rouse. The Board noted that:</p> <ul style="list-style-type: none"> the Magnox / NDA Interface Agreement had been executed in October 2022; the transaction was on track to meet the 1 April target date for execution, subject to regulatory approval. An internal audit undertaken by Deloitte had provided a 'green' rating on the readiness of the organisations to be merged and identified good practices; five of the seven waste management licence applications to SEPA had been approved, and the final two would be submitted in January 2023. An ONS project assessment report was expected to be shared in December 2022; and preparatory work for the transfer of Dounreay's employees to Magnox was at an advanced stage, and TUPE letters had been sent out to employees. M Rouse highlighted the work done to establish forums for employees to ensure they were kept informed, and their views were fed into the process. 	
9.6.2	<p>The Board discussed the business and asset transfer approach being pursued for the merger and noted that the alternative method available (a statutory transfer scheme) was being held in reserve. The latter would require Government approval. M Shaw provided the Board with an overview of the asset transfer approach compared with a nuclear transfer scheme and explained that, whilst a transfer scheme was designed for exactly this type of scenario it was too late to change the transaction model. He also explained that it would in practice not be possible to use a transfer scheme to transfer any assets which were missed by the contractual asset transfer approach.</p>	
9.6.3	<p>The Board asked whether there were any risks associated with novating major contracts ahead of the execution date. M Shaw explained the approach being taken with contract novations and the plan to do as much work as possible pre-merger. The Board also discussed the timing of the due diligence exercise being undertaken at the end of the transaction, instead of the start as would be normal. The Board agreed that although it would be possible to pause the transaction if the due diligence identified any material issues, for future projects the due diligence should be scheduled so that it can inform decisions and project activity.</p>	
9.6.4	<p>The Board asked about the plans to integrate the two businesses post the merger. The Board noted the reporting line changes that would take place upon execution of the merger and how the two boards would become one at that date. Most of the synergies would follow the execution date and were targeted for 1 April 2024 to allow sufficient time for identification, and to ensure all relevant parties could contribute to the new operating model. It was noted that ONR was comfortable with this approach. An update would be provided to the Board in due course on the naming and branding that would be applied to Magnox Limited post merger.</p>	
9.6.5	<p>After careful consideration of the update provided by G Parry-Jones and M Rouse, the Board RESOLVED TO:</p> <ul style="list-style-type: none"> authorise the appointment of Mark Rouse as a director of Magnox Limited, in accordance with Article 16.1(b) of the Magnox Limited Articles of Association, with effect from 1 April 2023; authorise the termination of appointment of all directors of DSRL other than Mark Rouse and Neil Cook (who would remain as the only directors of the 'empty' DSRL entity post-merger), in accordance with Article 10.1 of the DSRL Articles of Association, with effect from 1 April 2023; 	



	<ul style="list-style-type: none"> authorise a blanket execution of all novation agreements, lease assignments, transfers and other ancillary legal documents required to give effect to the business and assets transfer by Magnox Limited and DSRL, which would transfer the DSRL interest in all existing agreements to Magnox Limited without the need to revisit delegations and sanctions for each matter; and as sole shareholder in Magnox Limited, pass a special resolution for Magnox Limited to amend the Magnox Limited Articles of Association in order to increase the maximum number of directors on the Magnox Limited board from 11 to 12, and authorise David Peattie as NDA Group CEO to sign the appropriate form of written shareholder's resolution and to approve such amended Articles on behalf of the NDA. <p><i>[F Rainford left and D Thompson, [Minute redacted – s.40 Personal] and [Minute redacted – s.40 Personal] joined the meeting]</i></p>	
9.7	AGR update	
9.7.1	The Board noted the update on the programme to transfer the seven AGR power stations to the NDA group for decommissioning (the “AGR Programme”). D Thompson drew the Board’s attention to Appendix 1 to the update which detailed EDF fuel shipments, Sellafield dismantler performance and the number of full and empty skips in the pond for Sellafield for 2022/23. It was noted that the proportion of EDF fuel shipments against the plan was currently at 69%, and the Sellafield dismantler throughput was 77%. Both metrics were expected to improve, which was assisted by an increased buffer of skips.	
9.7.2	[Minute redacted – s.40 Personal] [Minute redacted – s.36 Policy]	
9.7.3	The Board queried the existence of a conflict resolution mechanism between the parties. G Parry-Jones confirmed that an escalation process was in place in case of unresolvable commercial conflict between the parties. C Nixon commented on the strong working relationship between EDF, the NDA and Magnox and highlighted the collaboration between the parties on strategy development. It was noted that aligned ways of working had been identified between the Magnox and EDF fleets.	
9.7.4	The Board questioned whether it would be more appropriate to have a separate AGR Programme and retain some involvement of EDF rather than transfer the defueled sites to the NDA and Magnox. The Executive outlined the rationale for the deal that BEIS struck with EDF and it was noted that ONR was most comfortable with this approach. The Board noted that an integrated assurance and approvals plan (IAAP) was being developed for the transfer for all of the sites and requested that an update on the IAAP for the Hunterston Transfer Blueprint be provided to the Board for its review and input before it was finalised. <i>[[Minute redacted – s.40 Personal] joined and [Minute redacted – s.40 Personal] and D Thompson left the meeting]</i>	G Parry-Jones
9.8	Project Saltus (Vulcan) Outline Business Case – Progress Update and Governance Lookahead	
9.8.1	[Minute redacted – s.40 Personal] [Minute redacted – s.36 Policy]	
9.8.2	[Minute redacted – s.40 Personal] [Minute redacted – s.36 Policy] <i>[M Rouse, G Parry-Jones, C Nixon and [Minute redacted – s.40 Personal] left the meeting]</i>	
9.9	2022 Annual Board Effectiveness Review: Results Summary and Areas for Focus in 2023/24	



9.9.1	<p>The Board discussed the update on the annual board effectiveness review in detail and requested that the paper come back to the next meeting with the following amendments:</p> <ul style="list-style-type: none"> the first two recommendations would be replaced, and the recommendations reviewed to ensure they were SMART targets; the director induction process would be included as a recommendation. This would be bespoke to each incoming director, ensure introductions were at an appropriate cadence and focus initially on getting new directors up to speed on operations; improvements to director training would be added as a recommendation; and the output from the committee reviews would be included. 	
9.9.2	<p>The Board discussed the future meeting agendas and agreed that the February Board meeting would be reinstated for 2023 and the outcomes of the board and committee effectiveness reviews would be considered at that meeting. Ahead of this, the report to the Board would be refreshed in line with the Board's feedback.</p>	M Shaw
9.9.3	<p>The Board discussed the timing of the next external effectiveness review of the board and its committees. It was noted that in line with best practice an external review should be conducted every three years. It was noted that the recent Chair's letter had requested that UKGI be consulted on the scope of the next effectiveness review of the Board and its Committees. M Shaw would do so in due course.</p> <p><i>[[Minute redacted – s.40 Personal] joined the Meeting]</i></p>	M Shaw
10.1	Draft 2023-26 Business Plan	
10.1.1	<p>The Board noted that the NDA's draft 2023-26 Business Plan was due to be published for consultation on 5 December subject to ministerial approval. The Board raised several points of feedback that it wished to be considered prior to the planned publication. Subject to the feedback provided at the meeting being addressed and that any further feedback would be sent to M Zuydam and S Asquith to be actioned in advance of publication, the Board RESOLVED TO APPROVE the draft Business Plan for onward submission to BEIS to seek ministerial approval to publish the document for consultation. The Board also RESOLVED TO APPROVE that authority be delegated to the CEO and CFO to finalise the plan prior to publication of the final plan in March 2023. The Board discussed the optimum timetable to allow it provide feedback further in advance in future years and requested that the business plan be added to the forward agenda for 2023 with adequate time for review, prior to the consultation.</p> <p><i>[[Minute redacted – s.40 Personal] left the Meeting]</i></p>	
10.2	Mission Progress Report	
10.2.1	<p>The Board discussed the Mission Progress Report and highlighted its importance for stakeholders. The Board commended the content of the report and RESOLVED TO APPROVE its publication. The Board agreed that in future years the report would only require the approval of the executive directors before publication. It would however receive a copy for noting.</p>	
10.3	Proposal for advance payment of part of the NDA annual incentive	
10.3.1	<p>The Board discussed the proposal to pay a flat rate of £1,250 in the December payroll as an advance on the 2022/23 annual incentive plan by way of support during the current cost of living crisis. This would be paid to all employees eligible for the annual incentive, excluding executives. It was noted that the proposal was fully supported by the CEO, CFO and GCPO, and that the risk of overpayment when the annual incentive was finalised in Q1 2023/24 was minimal. The Board discussed the proposal in detail and RESOLVED TO APPROVE the payment.</p>	



11.	Reflections from the NTS Chair	
11.1	W Goldwag highlighted her experience in working as a board evaluator and praised the preparation and engagement of board members, and the respectful way in which Board Members engaged with one another. W Goldwag commented on the size of the pack for the meeting and emphasised the importance of quality and timely papers.	
12.	Other	
12.1	Forward Agenda	
12.1.1	The Board noted the forward agenda and that this would be updated by the Corporate Governance team to reflect the requests made throughout the meeting. It was suggested that it would be useful for the Board to be presented with some mobility case studies to understand the experiences of those who moved around the Group.	
12.2	Any Other Business	
12.2.1	E Dickey provided an update on her attendance at the recent Joint Consultation Group meeting and highlighted that in the recent employee satisfaction 'Pulse' survey there had been a significant increase in comments regarding pay, which should be targeted for redress. The Board agreed with the observations and noted it was bound by the timetable imposed by HMG to those in the Civil Service Pay Remit. The Board commented that advance notice of events it may find generally useful would be helpful to enable attendance.	
13.	Board reflections	
13.1	The Board shared a number of reflections on the meeting, in particular that the volume of materials presented continued to be challenging; the site visits undertaken prior to the meeting had been well executed and worthwhile; there was strong support for the IWMP and keen support that progress not be hindered by funding constraints.	
13.2	There being no other business the Chair closed the meeting at 15:59.	