

Annual Governance Statement

FY 2024/25



Contents:

Section 1: Annual Governance Statement (AGS) Summary **Pages 3 to 7**

Scope and Purpose of the Annual Governance Statement
How has the AGS been prepared?
Key Achievements in 2024/25

Section 2: Seven Core Principles **Pages 8 to 17**

What are the Seven Core Principles?
Application of the Core Principles
Governance Assurance Framework

Section 3: Review of Effectiveness **Pages 18 to 23**

Key elements of the Review of Effectiveness
Areas for Improvement
Areas we are Enhancing

Appendices: **Pages 24 to 29**

- A Link to our Purpose, Values, Vision and Game Changers
- B Collaborative Assurance
- C Key Governance Roles and Responsibilities
- D Three Lines of Defence
- E Risk Governance Structure



Section 1: Annual Governance Statement Summary



Section One – Annual Governance Statement Summary

1.1 Scope and Purpose of the AGS

The Annual Governance Statement (AGS) is mandatory for all Public Sector bodies and reports on the arrangements in place for ensuring that business is conducted in accordance with the law, regulations and proper practices and that money is safely and properly accounted for.

It is an accountability statement which sets out how well the business has delivered on Governance over the course of the previous year and details any current challenges and areas for improvement. Although for LNER it is not a mandatory requirement, the AGS is a key document in providing assurance to various stakeholders that we are achieving good governance. Effectively, the AGS shows that we are doing the right things, in the right way, for the right people in a timely, inclusive, open, honest and accountable manner. It will also be used to support the basis for the annual Head of Risk and Assurance Opinion.

The AGS is underpinned by a Governance Assurance Framework which sets out seven principles of good governance (**See Section Two**) and is the basis for developing the AGS.

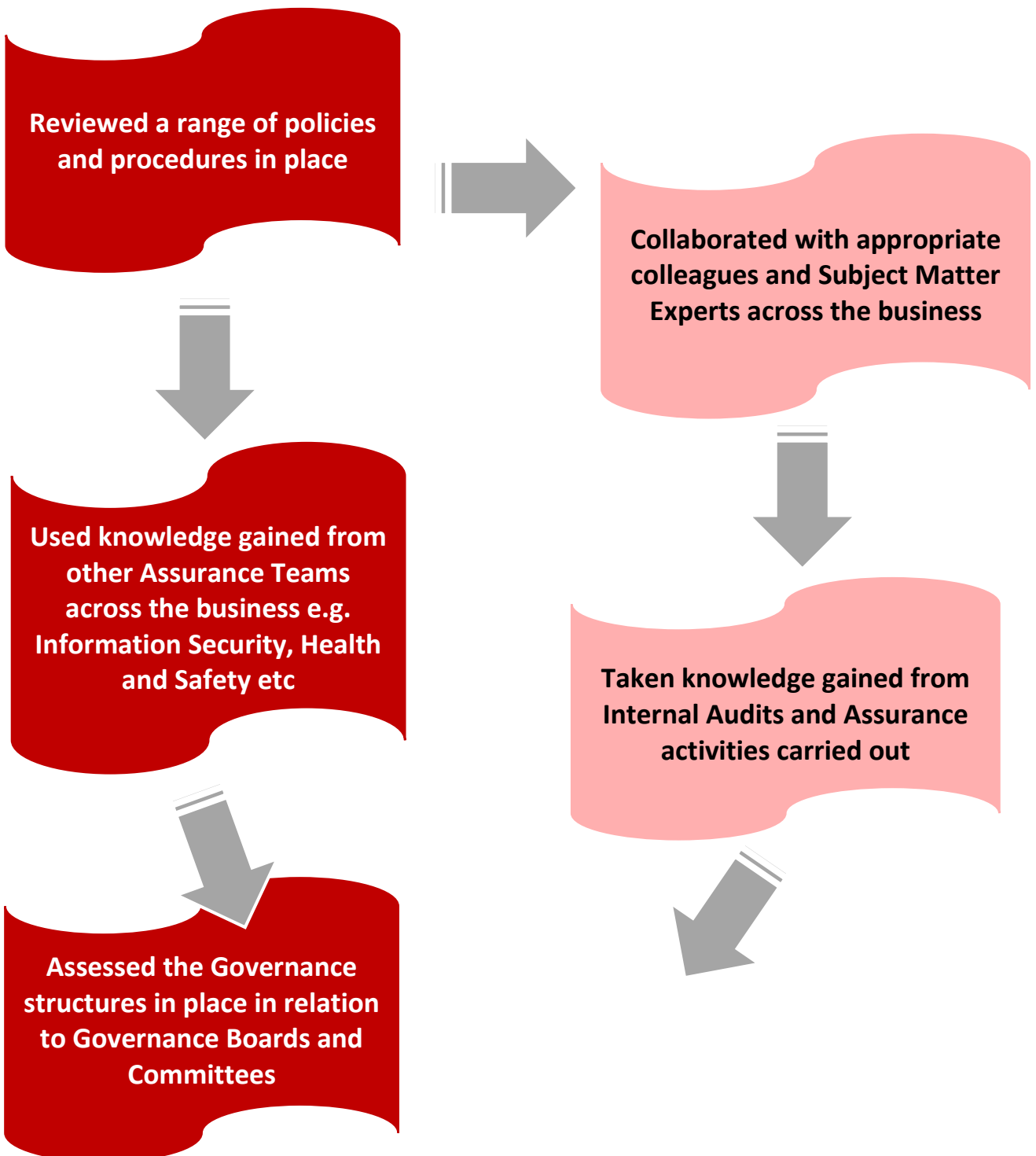
In addition to the seven principles, the framework also identifies the sources of assurance which Senior Management and Board Members can use to understand where assurances are obtained from, identify any potential gaps in levels of assurance and what level of reliance can be placed on that assurance. This is done by outlining the three lines of defence in effective risk management and control (**See Appendix C**).

Although part of the AGS process involves reviewing Internal Audits and identifying any potential areas for improvement, to develop an accurate and meaningful AGS, we obtain input and feedback from a wide spectrum of sources across LNER to assess how we are adhering to the seven principles and to assess the governance arrangements in place.



1.2 How has the AGS been prepared?

The Internal Audit Team used a range of sources to pull together the AGS through discussions with key stakeholders across the business as well as insights from audits completed and other sources as detailed below. The knowledge gained was then used to ascertain current processes in place as well as potential areas for improvement.



1.3 Key Achievements in 2024-25

Expansion of DFTO

DFTO was created and has been expanded with the more collaboration between Network Rail, GBR and DFTO, with other TOCs becoming part of the group in the coming years. The aim of this is to bring track and train together to deliver better services and improve performance.



Valued Behaviours

Lots of work has been going in to developing our new Valued Behaviours at LNER, to build our culture, for the future. Colleagues across the business participated in listening groups, drop ins and a Speak from the Heart (SFTH) Pulse survey to share their wanted future culture and behaviours.

Recruitment/Planning for Velocity

The Velocity timetable is due to go live in December 2025. This is a huge milestone for all of the East Coast and will be one of the biggest timetable changes in years. There has been lots of work ongoing to ensure that LNER is prepared with recruitment being carried out across the business, project teams being set up and analysis being done on resourcing requirements and training needs.

East Coast Velocity

Faster journeys. More services. Continued growth



Fusion – LNER have introduced a new system which integrates all of our key back office systems including Accounts Payable, Finance, Payroll and HR. The Finance and Accounts Payable systems have been brought in this year creating efficiencies and a more streamlined approach with further enhancements to come in the next financial year.



**ONE PLACE:
IMPROVED
PROCESSES &
COLLEAGUE
EXPERIENCE**



**OPPORTUNITY:
GREATER
ADHERENCE TO
PROCESSES,
MAXIMISING
BENEFITS**



**BETTER DATA:
UNLOCKING
FURTHER
BUSINESS
GROWTH**



**OPERATIONAL
READINESS:
TOOLS,
KNOWLEDGE,
SKILLS &
CONFIDENCE**

Collaboration - There has been a real focus on collaboration over the past 12 months across all areas of the business with a view to really driving and improving the way we do things. Whether that is within the Internal Audit Teams carrying out joint audits across all of the DFTO TOCs to provide additional assurance, or in the wider business, such as our communications teams working closely with Network Rail colleagues. We also had another Future Labs programme where all DFTO TOCS undertook the programme collaboratively to explore innovations and that can add value across the rail industry.

Future Labs



Social Value - Social value has been a key area of focus for LNER throughout the last 12 months, as the organisation continues to play an active role in supporting the communities it serves. This year, LNER has strengthened partnerships with local charities and community groups, delivering projects aimed at promoting social inclusion, improving accessibility, and encouraging sustainable travel. In addition, LNER has furthered its commitment to environmental responsibility through initiatives such as reducing single-use plastics, supporting biodiversity along the route, and working towards net zero carbon targets. Employee volunteering and fundraising efforts have also increased, with staff taking part in events that benefit a range of causes, including education, mental health, and local enterprise. The company's approach to social value is embedded in its core values and reflected in engagement activities that seek to create positive, lasting impacts for passengers, colleagues, and wider society.

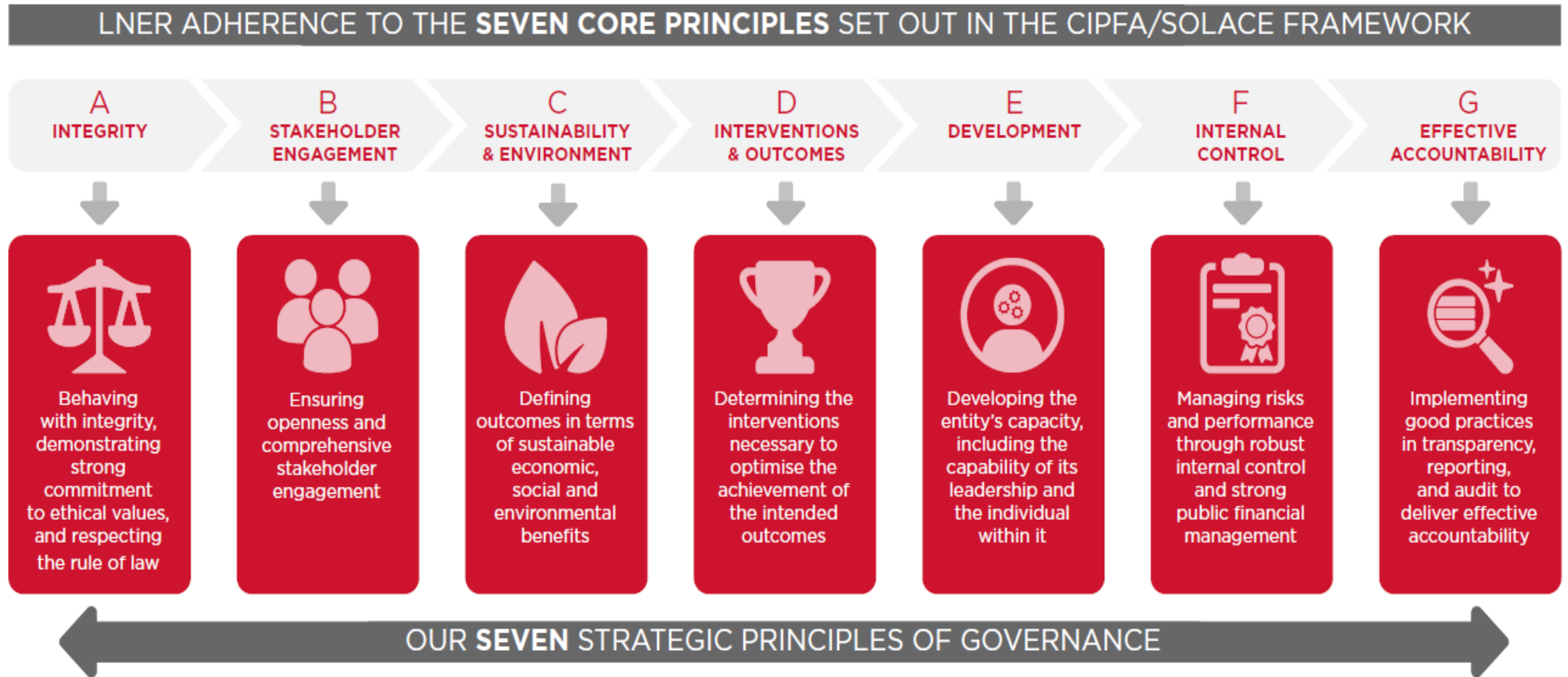


Section 2

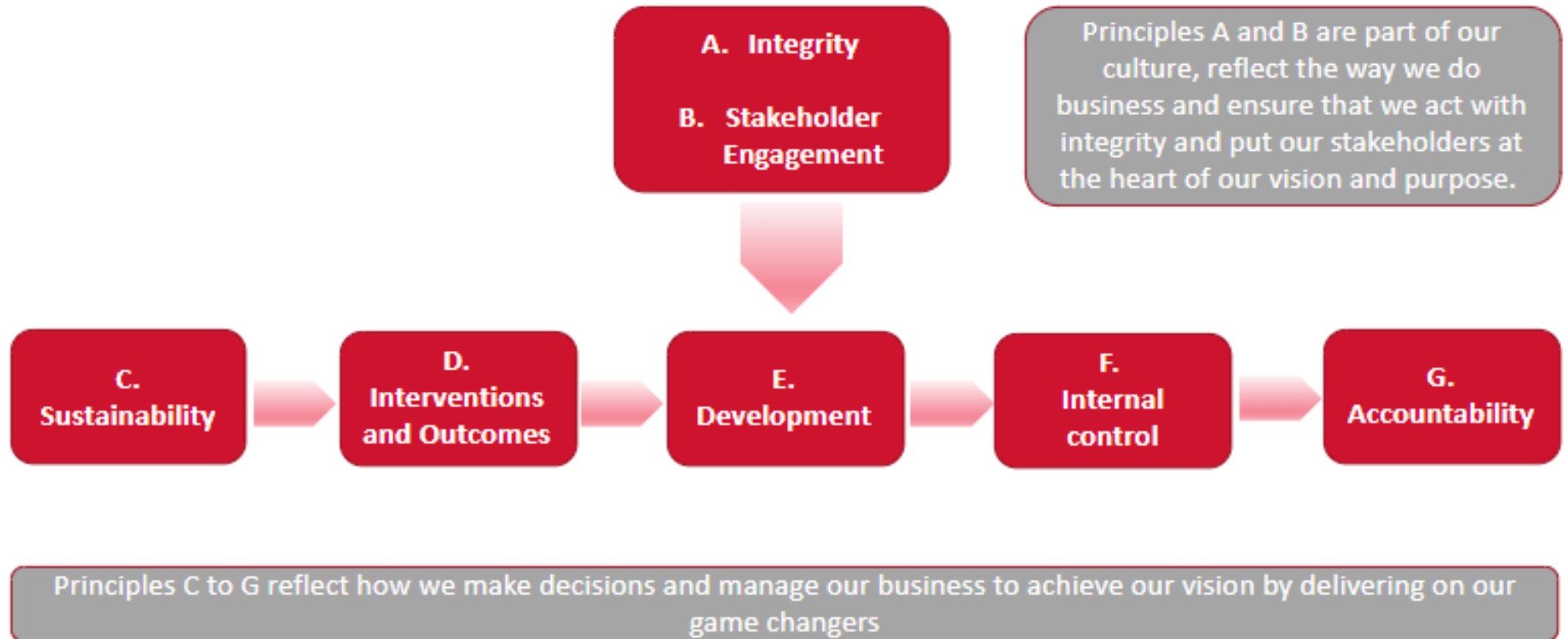
Seven Core Principles

Section Two – Seven Core Principles

2.1 What are the Seven Core Principles?



2.2 Application of the Seven Core Principles



2.3 Governance Assurance Framework

The following table gives a summary of how LNER adheres to each of the Seven Core Principles and will link to key documents to evidence this. The list is not exhaustive but our discussions with the key stakeholders indicate that these are the key areas to include.

Principle A: Integrity Behaving with integrity, demonstrating strong commitment to ethical values, and respecting the rule of law		
Behaving with Integrity	Demonstrating Strong Commitment to Ethical Values	Respecting the Rule of Law
<ul style="list-style-type: none"> ➤ There is an LNER Code of Conduct in place, which is sent to all colleagues prior to commencing work at LNER and is available on our internal Connect site. ➤ There is an established Audit and Risk Committee in place with oversight over how colleagues undertake duties. ➤ We have created a set of new valued behaviours, in conjunction with our colleagues, which are used to set out the standards we all must try to achieve to deliver for ourselves, colleagues, customers and communities. 	<ul style="list-style-type: none"> ➤ Arrangements are in place to make sure that colleagues are not influenced by prejudice, bias or conflicts of interest e.g. there are established Declaration of Interests and Gifts and Hospitality processes in place. ➤ Actively seek to deter and prevent fraud and corruption through the Investigations and Prosecutions Team and ensure where irregularity is suspected that it is thoroughly investigated. This link shows a news article where a fraud has been stopped through collaboration with the BTP. Fraud Example ➤ The required leadership and colleague 'behaviours' are embedded into performance appraisals which are completed annually. ➤ By achieving CIPS Ethics Accreditation, LNER demonstrates a clear commitment to upholding ethical standards and responsible practices throughout our procurement processes 	<ul style="list-style-type: none"> ➤ We have a DFTO Legal team with a Head of Legal who works collaboratively with the other DFTO TOCs to act as a key support function in providing professional legal advice across the organisations. ➤ There are dedicated Committees, Steering Groups and teams in place right across our organisation to support and lead on compliance with all relevant laws and regulations. These include the People and Policy Group, People Steering Group, Customer Group, Audit and Risk Committee etc. ➤ We have a Whistleblowing policy known as Speaking Up which ensures that all matters are appropriately reported and concerns are raised to help mitigate these risks.



Principle B: Stakeholder Engagement

Ensuring openness and comprehensive stakeholder engagement

Openness	Comprehensive Stakeholder Engagement
<ul style="list-style-type: none">➤ Internal Communications plays a vital role in supporting our people and their engagement with our business priorities and our learning and leadership resources. This ensures our colleagues remain abreast of all current initiatives.➤ We have a range of policies and information on our LNER website to ensure that our customers, the public and our people have access to all relevant and up-to-date information. This includes our LNER Publication Scheme which provides details of the information we have committed to publish and gives details of the process to request information that is not published.➤ Dedicated news site on their website, giving details of all initiatives and news from across LNER - The latest news & updates from LNER LNER	<ul style="list-style-type: none">➤ We are continuously engaging with DFTO, Other TOCs, Network Rail and key stakeholders along the route and regularly meet/engage/liase with them on all areas of the business. In addition, we also jointly employ, with Network Rail, the Head of Performance as part of the East Coast Partnership.➤ Various measures are in place to support internal colleague engagement including Viva Engage (our internal social media platform), Connect (our internal business hub for information) and our weekly email (the Weekly Dispatch) which goes out to all colleagues.➤ LNER have signed an agreement with Agility Trains and Hitachi Rail defining how the three organisations will collaborate over the next 3 years. This is known as the Relationship Charter – details here.➤ LNER have a dedicated Research and Insights team carrying out various workshops and research into how our customers are feeling and the perceptions of our customers about a range of topics, such as our Simpler Fares program.



Principle C: Sustainability & Environment

Defining outcomes in terms of sustainable economic, social and environmental benefit

Defining Outcomes	Sustainable economic, social and environmental benefits
<ul style="list-style-type: none">➤ Our Responsible Business approach underpins everything we do as a business, ensuring social and environmental sustainability is at the core of our work.➤ We have our Responsible Business brand - A Better Journey. This encompasses three pillars: Better for People, Better for Places, Better for Planet. Delivering on A Better Journey is the responsibility of each and every one of our people across all levels of the business. Our Responsible Business Steering Group provides strategic leadership and support for the business.➤ As part of our journey to fully understand and address our climate risks and opportunities, LNER has fully applied the principles of Climate-related Financial Disclosures to ensure that climate change is appropriately reflected in our planning, decision making and our statutory report and accounts.➤ Our procurement practices actively integrate social value, ensuring our business decisions deliver positive impact for communities and suppliers. We are developing a dedicated social value strategy to align corporate and procurement social value across LNER➤ By publishing our Responsible Business report, we demonstrate accountability and transparency. providing insight into our progress and commitments in creating a business that is better for people, places, and the planet.	<ul style="list-style-type: none">➤ Our environmental sustainability is guided through the application of our ISO 14001, ISO 20400 and ISO 50001 certified energy management system, and strengthened through our partnerships with industry groups, our DFTO partners, station tenants, cleaners and colleagues.➤ Our Waste Management Strategy and Decarbonisation Strategy provide the foundation for our environmental sustainability activities, including maintaining Zero Waste to Landfill certification and working towards net zero by 2045.➤ LNER have generated over £31million of Social Local Economic Value in financial year 24/25 by working collaboratively with our supply chain.➤ Our Sustainable Procurement Commitment sets guidance and ambitions that reflects our commitment to responsible, ethical, and sustainable procurement practices.➤ We have a Community Investment Strategy which identifies the social issues that affect our people, customers and communities and we address these issues through various means, including our Customer and Community Investment Fund. In 24/25, we have been funding charities across our route such as protecting the ecosystem of rivers in the Highlands of Scotland to redistributing surplus food across Yorkshire.



Principle D: Interventions & Outcomes

Determining the interventions necessary to optimise the achievement of the intended outcomes

Determining interventions	Planning interventions	Optimising achievement of intended outcomes
<ul style="list-style-type: none">➤ The LNER Board defines the direction of LNER, setting policies and strategies regarding future development and provides oversight and challenge of the day-to-day operation, ensuring adequate systems and processes are maintained to measure and monitor LNER's effectiveness, efficiency and economy, as well as the quality of its safety, service delivery and governance arrangements.	<ul style="list-style-type: none">➤ There is a clearly defined Business Plan which is regularly reviewed and updated to reflect the current position of the business, which has clearly defined actions, outcomes and measures in place to monitor delivery. The focus of the Business Plans is to rebuild in the short term and transform in the long term.➤ There are regular reports produced which set out our financial position which is reviewed by the Board and other relevant committees. Mitigation strategies are in place to manage current and emerging risks.	<ul style="list-style-type: none">➤ LNER are driving efficiencies by bringing together data from across the business and beyond, which is now actively being used to automate, deliver cost savings and improve the customer experience.➤ We track KPIs across the business which feed into a scorecard held by DfT, which is used by all Rail Operators, allowing us to benchmark against similar businesses.



Principle E: Development

Developing the entity's capacity, including the capability of its leadership and the individual within it

Developing LNER's Capacity	Developing the capability of LNER's leadership and the individuals within it
<ul style="list-style-type: none">➤ We have a dedicated Learning and Development Team in place who provide a whole range of opportunities for all colleagues across the business including coaching and mentor opportunities. LNER has launched a Leadership Programme available to all leaders and managers in line with developing talent identified through the PDR process➤ LNER has an Occupational Health and Wellbeing Service that provides occupational health and fitness for work assessments, legislative and regulatory medical assessments and rehabilitation advice. The department also manages outsourced treatment services, for example an Employee Assistance Programme, which provides staff counselling and advice, a physiotherapy service and eye care portal. The service also advises on health strategy and manages wellbeing initiatives across the network and via an online wellbeing site.➤ As a business, LNER have a number of apprentices right across the business. LNER are an accredited apprenticeship provider and have been made part of the Education and Skills Funding Council.➤ We constantly strive to attract, develop and retain the very best people and have a diverse workforce. Everyone at LNER is instrumental to the realisation of LNER's ambition to become the UK's most progressive and responsible train operator.➤ LNER have developed a new AI Tool which is being used to aid with recruitment – making the system fairer and more efficient for everyone involved.	<ul style="list-style-type: none">➤ LNER has an established performance appraisal process in place to ensure staff performance is regularly monitored, reviewed and enhanced.➤ Each year, the company undertakes an annual survey to measure employee engagement with a follow up survey conducted six months later to review progress. This enables us to monitor more regularly how our people are feeling and drive agile plans for continuous improvement.➤ We have a suite of learning modules in place at LNER and these have been relaunched to ensure that they are relevant, easy to access and allow employees to access a range of training modules. In addition to this, we also have a range of professional qualifications available for colleagues to undertake.➤ We have a full EDI action plan in place and are working on enhancing the capability of our leaders; creating spaces and networks where people feel like they belong; and recruiting for potential and retaining top talent.



Principle F: Internal Controls

Managing risks and performance through robust internal control and strong public financial management

Managing Risk and Performance	Robust Internal Control	Strong Public Financial Management
<ul style="list-style-type: none">➤ LNER has a robust Risk Management process in place with Strategic and Corporate Risk Registers maintained, updated and reported to the Audit and Risk Committee quarterly. In addition to this, there are a population of Risk Champions in place across the business who represent each Directorate and specialist areas.➤ The foundations of risk management and LNER application of risk management principles have been used as key supports to the major challenges the organisation has faced over the last 12 months.	<ul style="list-style-type: none">➤ As well as an established Audit and Risk Committee, we have a dedicated in-house Internal Audit Team in place and action plans have been agreed with management to address any recommendations arising from their activities. In addition, there are various other assurance functions across the business (e.g. Engineering, Information Security, Health and Safety, etc) to ensure LNER manage the risk of compliance with relevant standards.➤ LNER have received the ISO27001:2022 accreditation and are aligned with the EU NIS-Directive and PCI DSS compliance v4.0 which confirms our internal controls are assessed to the highest industry standards.	<ul style="list-style-type: none">➤ We have a dedicated Finance Team who work closely with the business to ensure that we have a strong Financial Management system in place. A tableau dashboard was developed which improved financial reporting and improved how budget-holders were able to view their information.➤ We have an External Audit review of our financial statements providing an opinion on the accounts, findings of which are reported to our Audit and Risk Committee.



Principle G: Effective Accountability

Implementing good practices in transparency, reporting and audit to deliver effective accountability

Implementing good practices in transparency	Implementing good practices in reporting	Assurance and effective accountability
<ul style="list-style-type: none">➤ We have a suite of policies and strategies published on the website to ensure a more transparent reporting culture is in place (e.g. the Gender Pay Gap report, Responsible Business report, Ethnicity Pay Gap report, etc)➤ We have a formal gifts and hospitality policy in place underpinned by an electronic portal to submit, approve and capture the details of all offers made to staff.	<ul style="list-style-type: none">➤ We have specific customer reports that we produce and circulate online twice a year. These reports include key information relating to improvements and investments being made for the benefit of our customers and a summary of how we are performing against our key metrics.➤ We publish a copy of our Annual Governance Statement both internally and on our external website to report how we have monitored the effectiveness of our governance arrangements.	<ul style="list-style-type: none">➤ We have an independent Internal Audit team with additional specialist assurance functions throughout the business (e.g. Safety, Engineering, Information Security, etc). There is also an Audit and Risk Committee who meet on a quarterly basis.➤ Risk-based internal auditing provides ongoing assurance that the key risks material to achieving LNER's objectives are being managed.



Section 3: Review of Effectiveness



Section Three – Review of Effectiveness

3.1 Key elements of the Review of Effectiveness

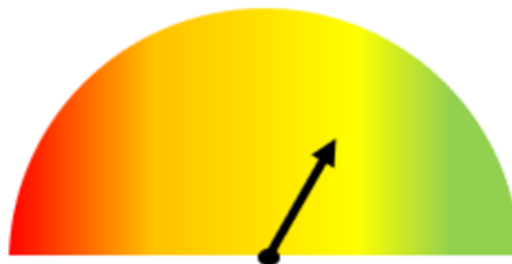
This Annual Governance Statement sets out LNER’s responsibility in terms of how we review the effectiveness of the governance frameworks that are currently in place, including the systems of internal control.

This statement takes in to account a whole range of information received by key stakeholders from across the business to align with the seven core principles as well as other key elements which are detailed below:

- Internal Audits that have been carried out for the financial year 2024/25, particularly where governance arrangements have been assessed. The processes in place for the review and implementation of recommendations means that any recommendations made will be logged and followed up, strengthening the controls in this area.
- Understanding LNER’s governance structures and the leadership and decision-making processes in place. These have been identified and summarised within the seven core principles and in **Appendix C**.
- External Audit carries out annual audits which are completed on time and with a good working relationship between the external audit team and the finance team with any recommendations made being tracked and followed up on as with any internal audits.
- The Risk Management processes in place are robust with a Strategic and Corporate Risk Register in place which is subject to regular reviews by the Head of Risk and Assurance with regular liaison with Risk Champions and this is presented to the Audit and Risk Committee on a quarterly basis.

In addition to the above, the AGS is informed by the Head of Risk and Assurance Opinion and the review of effectiveness considers any elements of governance that were documented within that opinion. For 2024/25 the opinion was given as follows:

*‘The Audit and Risk Committee can take **moderate assurance** that arrangements to provide robust governance, risk management and internal control are suitably designed, applied effectively and support continuous improvement. That said, some matters identified during the course of our audit assignments require management attention with some exposure until actions are fully implemented.’*



Unsatisfactory Assurance	Limited Assurance	Moderate Assurance	Substantial Assurance
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3.2 Areas for Improvement

The key themes from the Head of Risk and Assurance Opinion which led to the partial assurance opinion as well as some other identified enhancements are detailed in the table below;

Theme	Opportunity for Improvement Identified	How we are enhancing the controls
Contract Management	A number of instances were noted whereby opportunities to improve our approach to contract management would positively contribute towards the control environment. This included contract management skills and the clear allocation of roles and responsibilities relating to contracts.	<ul style="list-style-type: none"> ➤ The Procurement Team are continuing to provide workshops/training courses relating to contract management that are available to all managers across the business. ➤ A Contract Management Community of Practice is being developed to enhance and align the processes in place in this area. ➤ The level of collaboration across the DFTO Group in relation to Purchasing and Contract Management, particularly the appointment of the Group Procurement Director within DFTO, can only help to improve this further in terms of shared learning and opportunities to support one another.
Single Points of Failure	A reoccurring theme related to the existence of reliance on specific individuals in a process, team or key area of the business. This creates single points of failure that put the control environment in that area at greater risk.	<ul style="list-style-type: none"> ➤ Further expansion of the Strategic Projects directorate is underway to standardise the processes in place and create a dedicated suite of policies, documents, manuals to guide people across the business. ➤ We are continuing to work in collaboration with the Business Resilience Team and the People Team to ensure this is fed into their programme of work to improve the overall level of resilience within LNER.
Roles and Responsibilities	Various audits flagged that key responsibilities are not consistently allocated to ensure specific individuals, roles or teams are aware of areas within their remit.	<ul style="list-style-type: none"> ➤ Strategic Projects Directorate gives us a greater level of focus on the importance of key controls within projects which include the allocation of responsibilities. The work done on corporate governance, led by the Strategic Projects Director and the Commercial Director has helped clarify responsibilities at a governance group level which will undoubtedly improve the allocation of responsibilities for those feeding into these groups.

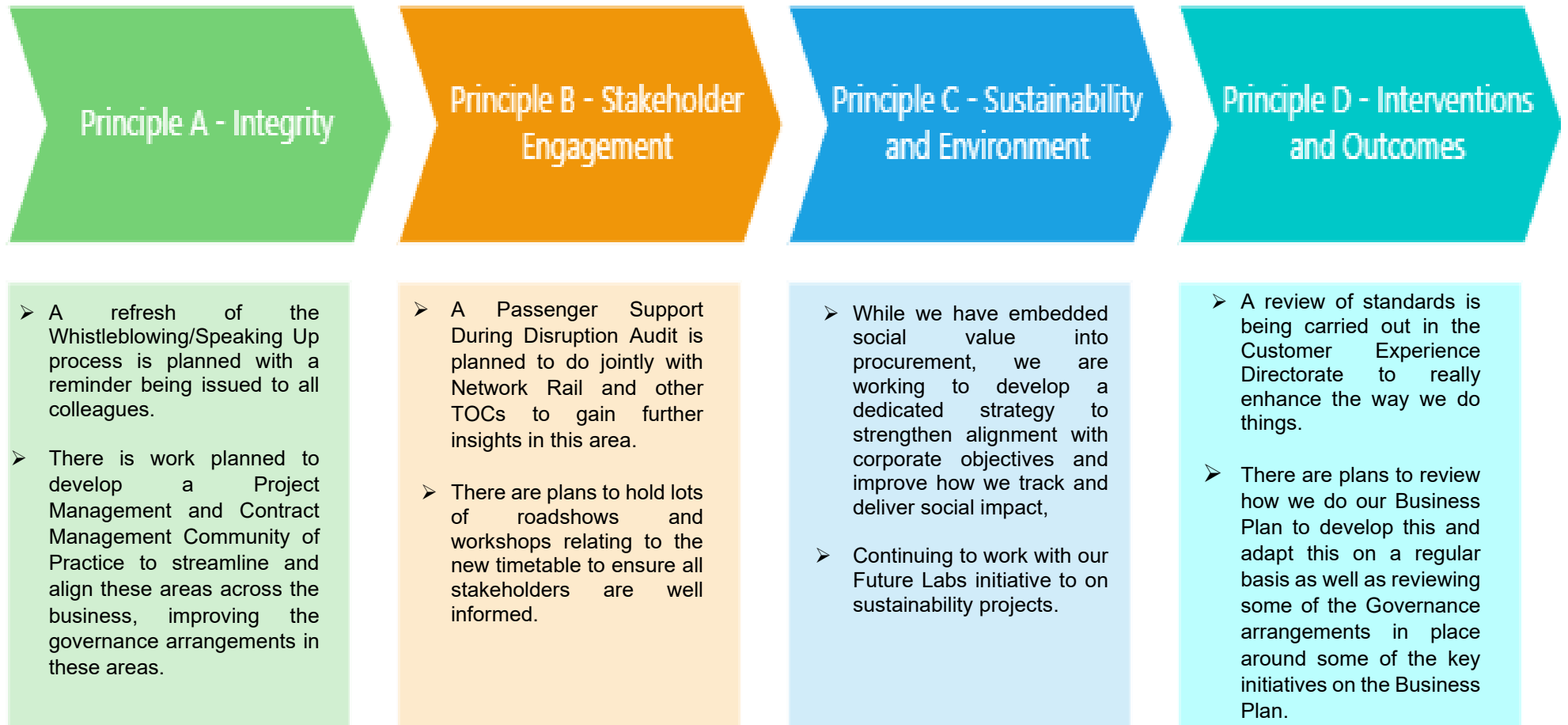


Theme	Opportunity for Improvement Identified	How we are enhancing the controls
Supporting Documentation	Several audits over the last 12 months highlighted key processes and their associated controls either had no supporting documentation to accompany them or documentation that was either out of date or not reflective of the whole system within which those controls operate.	➤ The continued success of the Strategic Projects Director and his team provides additional rigor, support and professionalism in all aspects of our approach to project management, including the requirement for appropriate supporting documentation. This change in project behaviours is already impacting on the wider business in terms of improving our business-as-usual practices in this area. The creation of a Community of Practice for Project Managers within LNER has been a significant step forward.
Conflicts of Interest	Whilst there have not been any instances of conflicts of interest being used in a way to receive personal gain, various audits, both within assurance and consultancy activities, have highlighted a risk which could crystallise in relation to conflicts of interest based on either a lack of controls or insufficient controls.	➤ To address this, remedial measures have been recommended as part of our audits, formally followed up to ensure that the risks in those areas are mitigated. Further discussions are ongoing to understand the processes that exist in other DFTO TOCs. The goal is to determine whether a more comprehensive, overarching process could be beneficial and if so, determine a way to implement this to reduce the risk of conflicts of interest across all areas.



3.3 Areas we are Enhancing

As detailed in the adherence to our Seven Core Principles, LNER have various measures in place to evidence the governance arrangements in place however, as a business we are continually striving to adapt, improve and further enhance what we already have. Below details some of the plans for improvement over the next 12 months:



Principle E - Development

- Continue to provide a suite of e-learning opportunities for all colleagues across the business with their also being a focus on more training modules for colleagues on some key skills.
- There is lots of work planned regarding Inclusion with the increase of networks and more awareness and events being done to enhance this.
- There is lots of work planned .

Principle F - Internal Control

- More collaboration with the Internal Audit Team and the other key assurance functions both within LNER, other TOCs and outside of the rail industry.
- The Internal Audit Team are continuously developing with plans for another apprenticeship to be completed by two member of the team and training on auditing Financial Crime and Fraud.

Principle G - Effective Accountability

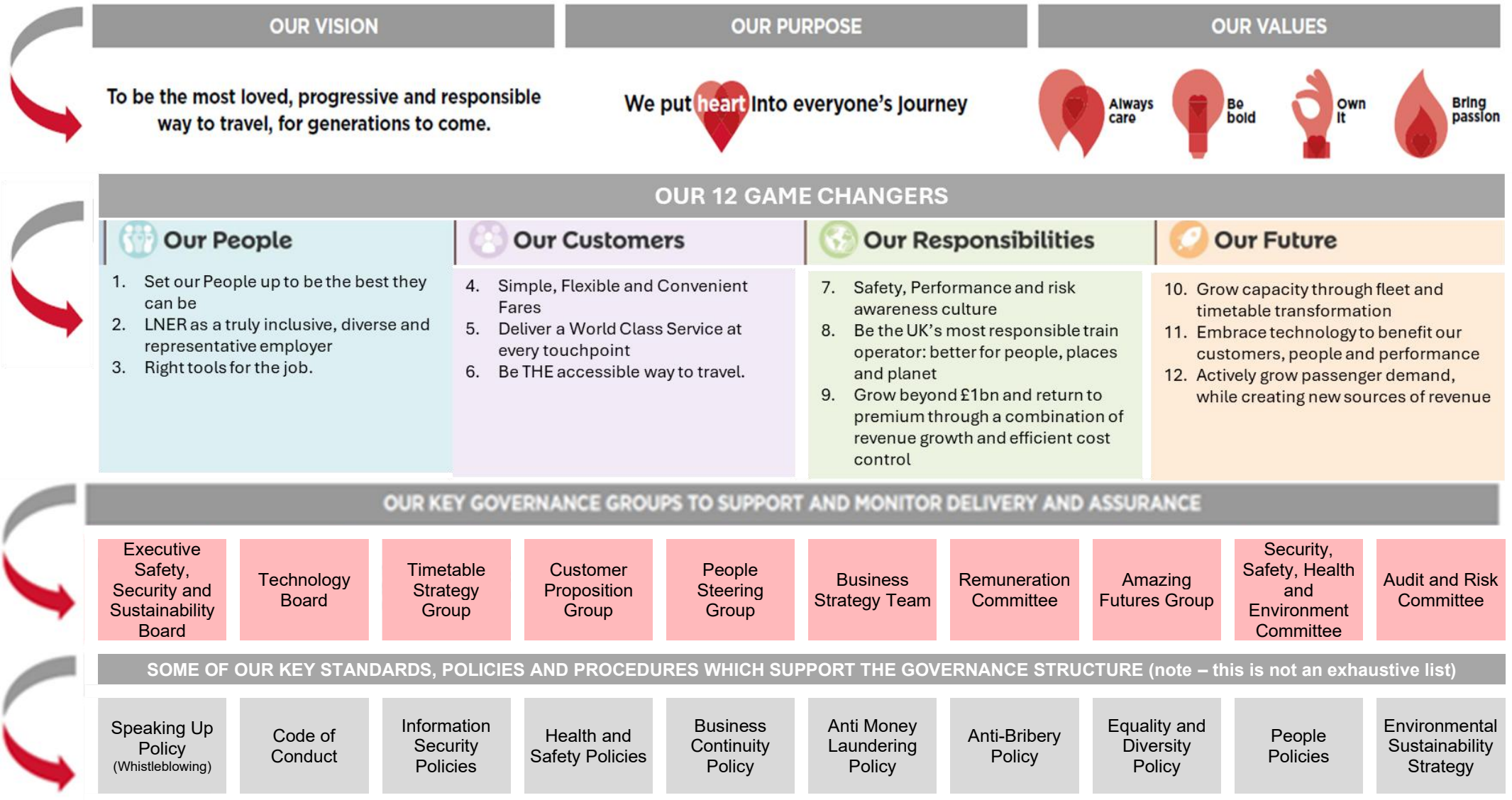
- Work in relation to Procurement, Supplier and Contract Management is going to be done to assess LNERs maturity level in these areas and work alongside DFTO and other TOCs to share knowledge and best practice.



Appendices



Appendix A – Links to our Purpose, Values, Vision and Game Changers



Appendix B - Collaborative Assurance

The Internal Audit team are just a single part of a wider network of audit, risk and assurance specialists within LNER. The activities of each of these teams form a fundamental part of the governance arrangements within the organisation and play a major role in the items listed in the AGS.

Although not exhaustive, this includes our colleagues within the following teams:

- Safety Assurance Team
- Information Security Team
- Engineering Assurance Team
- Employee Relations Team
- Performance Assurance Team
- Sustainability Team
- Catering Assurance Team



Appendix C – Key Governance Roles and Responsibilities

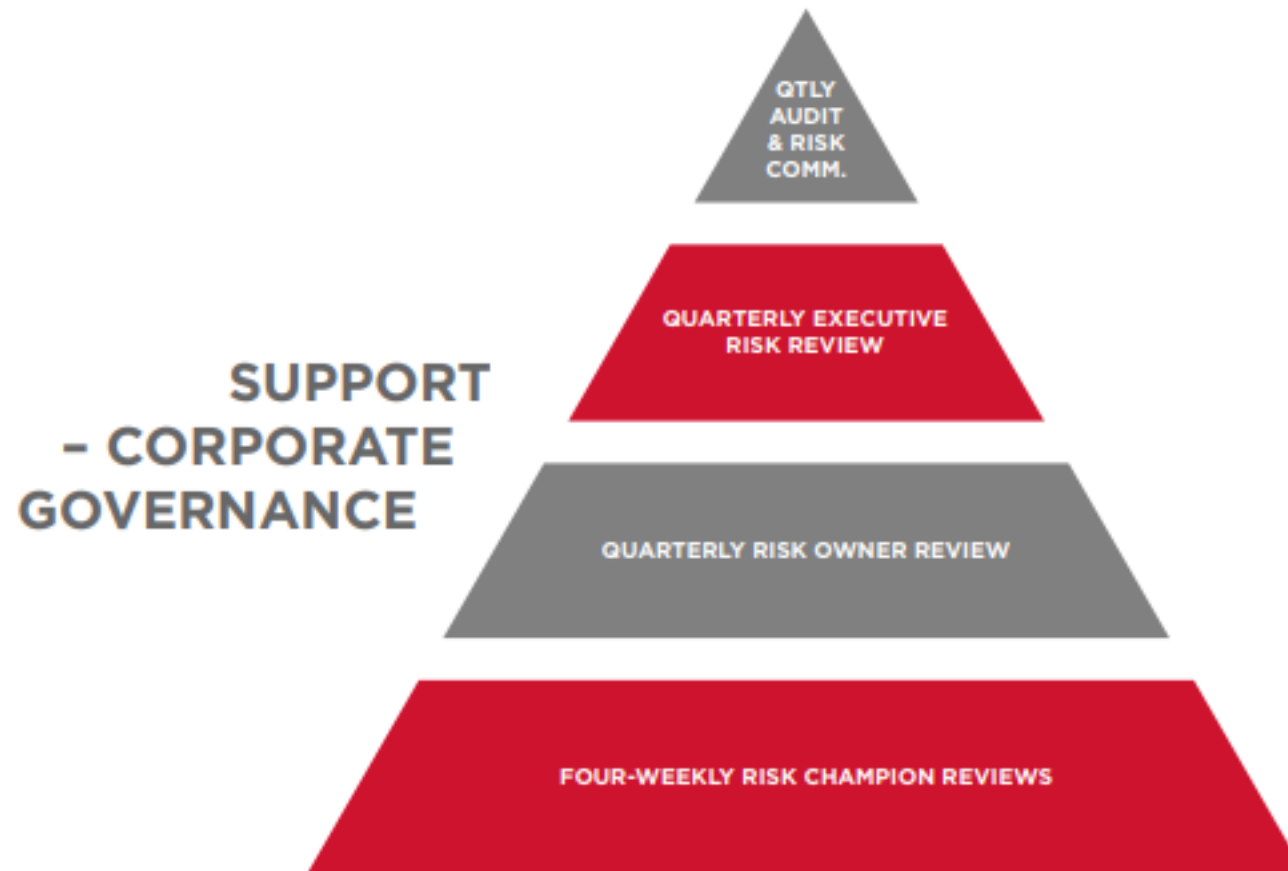
DOHL	<ul style="list-style-type: none"> • Provides a support and stewardship role to LNER, promoting effective governance of its operations. • Promotes best practice within the DOHL Group and wider rail industry. • Ensures that LNER is operating in accordance with the Services Agreement, health and safety obligations and the terms of its licences.
THE LNER BOARD	<ul style="list-style-type: none"> • Main decision making body for LNER. • Approves the organisational strategy, key policies and budgetary frameworks.
AUDIT COMMITTEE	<ul style="list-style-type: none"> • Provides independent assurance to the Board on the adequacy and effectiveness of the governance arrangements, risk management framework and internal control environment. • Promotes high standards of member conduct. • Approves the Annual Statement of Accounts and Annual Internal Audit Plan.
EXECUTIVE TEAM	<ul style="list-style-type: none"> • Implements the policy and budgetary framework set by the LNER Board. • Contributes towards the effective corporate management and governance of LNER.
INTERNAL AUDIT	<ul style="list-style-type: none"> • Provides independent assurance and annual opinion on the adequacy and effectiveness of the governance, risk management and control framework of LNER. • Delivers an annual programme of risk based audit activity, including counter fraud and investigation activity. • Makes recommendations for improvements in the management of risk.
EXTERNAL AUDIT	<ul style="list-style-type: none"> • Audit / review and report on LNER's financial statements, providing an opinion on the accounts.
MANAGEMENT TEAM	<ul style="list-style-type: none"> • Responsible for developing, maintaining and implementing LNER's governance, risk and control framework. • Contribute to the effective corporate management and governance of LNER.



Appendix D – Three Lines of Defence



Appendix E – Risk Governance Structure



Other Developments:

- TCFD Risk Register
- Contingency Planning Risk Register
- Covid Risk Register
- Senior Accounting Officer Risk Register
- Corporate Criminal Offence Risk Register
- Various Directorate level Risk Registers

Other Formal Risk Arrangements:

- Project Risk Management in place
- Operational Safety Risk Management - SHEC
- Information Security Risk Register



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