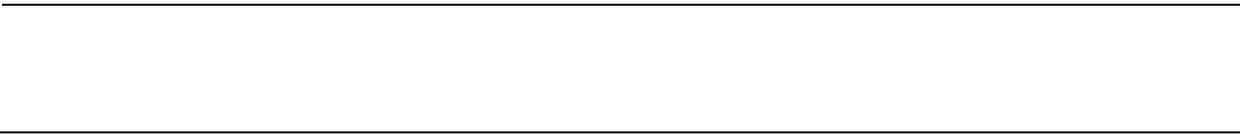




HORIZON

NUCLEAR POWER

Company Manual



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Foreword from CEO

The Company Manual

We are running a multi-billion pound project and setting ourselves up to operate a nuclear power station, consequently it is crucial that we understand how we organise and govern ourselves. This Company Manual is the starting point to understanding the structures that support the Wylfa Newydd Project.

The Company Manual summarises the structures, governance and arrangements Horizon Nuclear Power Wylfa Limited (Horizon) has in place to enable it to manage its activities.

Whilst the Company Manual may be submitted to regulators in support of our applications, it is the members of staff at Horizon who need to understand how we operate and are the main audience of the Company Manual.

It is a high level summary and deliberately avoids too much detail, in order that it can be easily digested and understood. Further detail can be found in the Horizon Management System.

As the activities of Horizon develop, so must the structures, governance and arrangements that support these activities. As such, the Company Manual will evolve and be reviewed and updated as necessary.



Duncan Hawthorne
Chief Executive Officer

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1 About this Document

1.1 Purpose and Applicability

1. This manual outlines the corporate governance structure, internal management structure and governance arrangements of Horizon Nuclear Power Wylfa Limited (Horizon), which enable Horizon to control and manage its activities, including those which could affect Safety. It is applicable to all Horizon employees and personnel working on behalf of Horizon.
2. This manual will be reviewed periodically, at significant business delivery points or when a significant policy or organisational change occurs within Horizon, which requires its amendment.

Table 1.1 Table of Definitions, Abbreviations and Acronyms

Term or Abbreviation	Definition
Board	Board of Directors of Horizon Nuclear Power Wylfa Limited
CAP	Corrective Action Programme
CEO	Chief Executive Officer
DAC	Design Acceptance Confirmation
DCO	Development Consent Order
EA	Environment Agency
EPC	Engineering, Procurement and Construction
EP-RSR	Radioactive Substances Regulation Environmental Permit
GDA	Generic Design Assessment
Horizon	Horizon Nuclear Power Wylfa Limited
Horizon Group	Horizon Nuclear Power Limited and its subsidiaries including: Horizon Nuclear Power Oldbury Limited; Horizon Nuclear Power Wylfa Holdings Limited; Horizon Nuclear Power Services Limited; and Horizon Nuclear Power Wylfa Limited (as illustrated in Figure 2.1)
Horizon Services	Horizon Nuclear Power Services Limited
Hitachi-GE	Hitachi-GE Nuclear Energy, Ltd.
HLT	Horizon Leadership Team
HMS	Horizon Management System
HR	Human Resources
IAEA	International Atomic Energy Agency
ISO	International Organization for Standardization
IT	Information Technology
MoNBC	Management of Nuclear Baseline Change
NRW	Natural Resources Wales
NSL	Nuclear Site Licence

Term or Abbreviation	Definition
OHSAS	Occupational Health and Safety Assessment Specification
ONR	Office for Nuclear Regulation
Pre-NSC	Preliminary Nuclear Safety Committee
RPA	Radiation Protection Advisor
RWA	Radioactive Waste Advisor
Safety	In this document, "Safety" includes nuclear safety (including radiation protection), non-nuclear health and safety, radiological environmental protection, non-radiological environmental protection, security (including safeguards and export control), and quality in so far it supports the delivery of these
SoDA	Statement of Design Acceptability
ToR	Terms of Reference
UK ABWR	United Kingdom Advanced Boiling Water Reactor

Capitalised Terms not defined or explained in this manual are defined or explained in the Horizon glossary.

2 Company Overview

3. Horizon was incorporated on 6 February 2009 as a private limited company registered in England and Wales with company number 06811987. Its registered office is Sunrise House, 1420 Charlton Court, Gloucester Business Park, Delta Way, Gloucester, GL3 4AE.
4. Horizon is planning to construct and operate a new nuclear power station on Anglesey, North Wales, known as Wylfa Newydd.

2.1 Introduction to the Wylfa Newydd Project

5. The Wylfa Newydd Project consists of the Power Station, the Off-Site Power Station Facilities and the Associated Development, which are described in more detail below.
 - I. The **Power Station** is the proposed new nuclear power station including two UK Advanced Boiling Water Reactors (UK ABWRs) to be supplied by Hitachi-GE Nuclear Energy, Ltd. (Hitachi-GE), associated plant and ancillary structures and features. This will also include the creation of a permanent landscaped setting for the Power Station, as well as construction of the cooling water system, associated breakwaters and marine off-loading facility.
 - II. The **Off-Site Power Station Facilities**, which are geographically separate from, but local to and part of, the Power Station, will comprise an alternate emergency control facility and environmental survey laboratory for the Power Station and a garage to store specialist vehicles.
 - III. The **Associated Development** supports the delivery and operation of the Power Station and includes such works as highway improvements, temporary accommodation for construction workers, a park and ride facility, a logistics centre and a visitor centre.
6. The UK ABWR is the latest evolution of a proven design of nuclear reactor which incorporates enhanced safety features, relevant international lessons learned from the events at Fukushima and changes to comply with UK regulatory requirements. The UK ABWR design is currently undergoing a Generic Design Assessment (GDA) by the Office for Nuclear Regulation (ONR) and the Environment Agency (EA) so that the generic elements of the reactor design can be assessed separately from the site-specific elements. Natural Resources Wales (NRW) is also participating in GDA because it is the body responsible for environmental permitting in Wales at a project specific level and will be leading on engagement with people in Wales.
7. The output of GDA will be a Design Acceptance Confirmation (DAC) from the ONR and a Statement of Design Acceptability (SoDA) from the EA. A DAC confirms that ONR considers the generic safety and security aspects of a reactor design to be satisfactory and a SoDA confirms that the EA, in consultation with Natural Resources Wales, considers the generic environmental aspects of a reactor design are satisfactory. Further site specific applications and assessment are required to support the granting of a Nuclear Site Licence (NSL) and Environmental Permits (including the Radioactive Substances Regulations Environmental Permit (EP-RSR)) to operate a proposed nuclear power station.
8. The UK ABWR has already received a positive regulatory justification decision by virtue of The Justification Decision (Generation of Electricity by the UK ABWR Nuclear Reactor) Regulations 2015. These regulations followed the conclusion reached by the Secretary

of State for Energy and Climate Change¹ that the deployment of the UK ABWR is justified, because the economic, social or other benefits outweigh any potential health detriments that could arise as a result of exposure to ionising radiation.

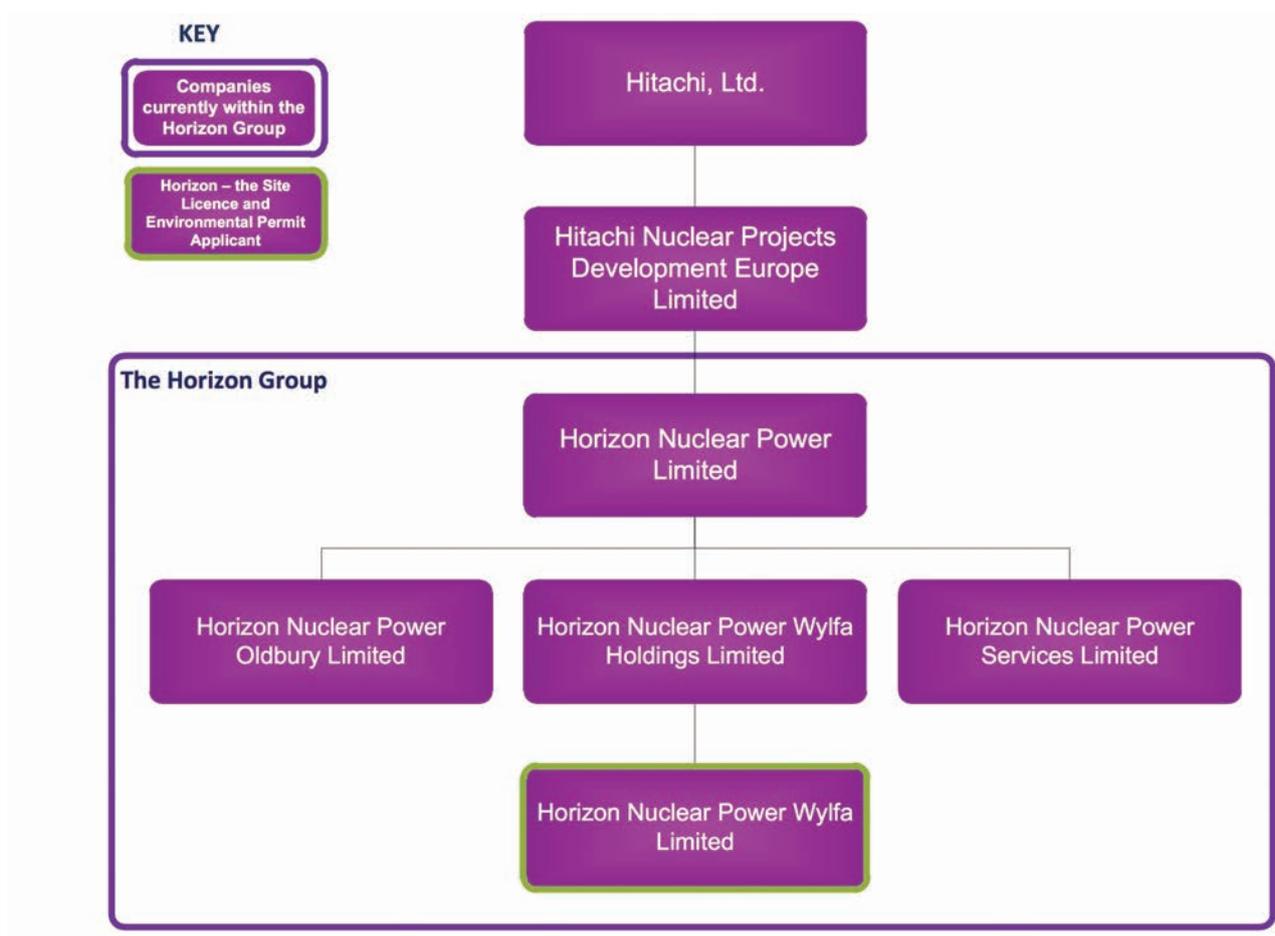
9. In relation to the Wylfa Newydd Project, Horizon will apply for a Nuclear Site Licence issued by the ONR, Environmental Permits and marine licences issued by NRW, a Development Consent Order (DCO) issued by the Secretary of State for Business, Energy and Industrial Strategy and planning permissions issued by the Isle of Anglesey County Council.
10. The Wylfa Newydd Project is being delivered in accordance with a framework of policies which govern its business and lead Horizon's developing integrated management system known as the Horizon Management System (HMS), which includes the governance and management of Safety.
11. Horizon's commitment to safety, health, environment and security is set out in its Safety, Health and Environment Policy and Security Policy. These policies are at the foundation of Horizon's management approach, which recognises the specific challenges associated with nuclear technology and the additional level of care and responsibility this requires.

2.2 Relationship between Horizon and its Owner

12. Horizon is currently a wholly-owned subsidiary of Horizon Nuclear Power Wylfa Holdings Limited (Wylfa Holding Company). The Wylfa Holding Company has been established to facilitate future investment in the Wylfa Newydd Project and is currently 100% owned by Horizon Nuclear Power Limited, which, via an intermediary company, is ultimately 100% owned by Hitachi, Ltd. This structure is illustrated in Figure 2.1.
13. Day-to-day management of the business has been delegated to the Chief Executive Officer (CEO) and the Horizon Leadership Team (HLT) and certain matters are reserved for the Horizon Board of Directors (Board) and Hitachi, Ltd. as the ultimate owner. The level of authority delegated to the CEO of Horizon allows the CEO to manage the Wylfa Newydd Project on a day-to-day basis. This includes managing the physical hazards arising from Horizon's current activities and current design and project planning activities, and responding to and making safe any hazard likely to arise in connection with the current phase of the Wylfa Newydd Project. The delegations will be reviewed to ensure they remain appropriate to the phase of the Wylfa Newydd Project.

¹ The functions of the Secretary of State for Energy and Climate Change are now performed by the Secretary of State for Business, Energy and Industrial Strategy.

Figure 2.1 Horizon Corporate Structure



2.3 Horizon Capability, Intelligent Customer and the Supply Chain

- Horizon must ensure it has adequate capability to control and oversee activities currently undertaken by it, and on behalf of Horizon, including those activities which impact on Safety. It currently uses a combination of employees provided by Horizon Nuclear Power Services Limited (Horizon Services), secondees and contractors supplied either directly to Horizon or via Horizon Services. Where resources are provided by Horizon Services the arrangements are being reviewed to ensure that Horizon's control of those resources is adequate and appropriate to the activities being undertaken.
- Horizon may also source other personnel from Horizon's approved suppliers. The contractual arrangements with the suppliers ensure, where required, that key personnel are not withdrawn unexpectedly and that, where possible, a like-for-like replacement is identified and agreed between Horizon and the supplier.

16. Horizon's Intelligent Customer capability oversees and controls all activities and any goods, works and services provided by suppliers which have the potential to impact on nuclear safety, security² and radiological environmental protection.
17. Horizon anticipates placing the major engineering, procurement and construction (EPC) contract or contracts (the EPC Contract) with a joint venture called Menter Newydd whose participants include Hitachi Nuclear Energy Europe, Limited, Bechtel Management Company Limited and JGC Corporation (UK) Limited.
18. Horizon has contracted with Menter Newydd under an Early Contractor Engagement (ECE) contract as a precursor to the EPC Contract and in order to provide design, procurement and certain other works and activities that will support a final investment decision to proceed with the Wylfa Newydd Project. It is intended that the EPC joint venture will be the contractor (EPC Contractor) for major elements of the delivery and construction of the Wylfa Newydd Power Station. Hitachi-GE acts as a sub-contractor to Menter Newydd to supply goods and professional services as both technology provider and reactor vendor. It is also anticipated that Hitachi-GE will act as a responsible designer³ for any parts of the design of the Power Station where it requires a formally defined and enduring relationship to be created between the operator and a design vendor throughout the lifetime of the Power Station.
19. Certain activities will be delivered by Horizon, outside of the EPC Contract, through a sub-programme that is referred to as the "Owner's Scope". Horizon will need to place contracts to support delivery of the Owner's Scope.

² Security as covered by the scope of the Nuclear Industries Security Regulations (NISR) 2003.

³ As the organisation designated with formal responsibility for maintaining detailed, specialised knowledge of all the systems and components important to safety, and a core capability in the detailed design process.

3 Vision, Mission, Values & Culture

3.1 Horizon Vision

20. Horizon believes there is a compelling requirement for new nuclear power in the UK to help tackle the vital and complex challenge of delivering a sustainable energy future. Horizon will deliver secure, affordable, low carbon energy, for present and future generations.

3.2 Horizon Mission

21. The Mission of Horizon Nuclear Power Wylfa Limited is to build a new, leading, UK nuclear utility company, successfully developing, constructing and operating the UK ABWR at Wylfa on Anglesey.

3.3 Horizon Values

22. Horizon's core values, stated below, are central to its management system, its organisation and its culture, and guide Horizon's approach to achieving its mission.
- I. **Safety:** Safety is Horizon's fundamental guiding principle and central to everything Horizon does. Horizon recognises the specific challenges associated with the nuclear environment and the high levels of responsibility that this entails. Horizon will challenge unsafe behaviours. Horizon will prioritise the safety, security and wellbeing of the public, our employees, the environment and our stakeholders.
 - II. **Courage:** Horizon will display strong, measured leadership and act responsibly to ensure it makes effective decisions, taking full account of all relevant factors. Horizon will then implement them diligently and with determination.
 - III. **Integrity:** Horizon will deliver what it promises and insist on an honest approach to everything it does, always aiming to do the right thing in a principled, reliable and trustworthy manner. Horizon's people will be encouraged to participate in a culture of challenge, listening and mutual respect.
 - IV. **Collaboration:** Horizon will work in a collaborative spirit all the time, building a sense of commitment to one another's success and valuing the contribution of people both inside and outside the organisation. Horizon will work together with its stakeholders, partners and suppliers through effective dialogue and consultation to deliver success for the organisation.
 - V. **Inspiration:** Horizon will encourage everyone to achieve their full potential and seek to inspire future generations. Horizon will act as a catalyst for change to enable the delivery of its vision. Horizon will recognise and nurture people's talents and their hopes for the future.
23. The vision, mission and values of Horizon are designed to support and reflect Horizon's long term objectives, and Horizon's promise to its employees and its stakeholders about how it will work to meet those objectives.

3.4 Horizon Culture

24. Horizon's values are intended to be practised at all levels of its business and are fostered within the organisational culture. The following attributes form the basis of Horizon's organisational culture:

- **Leadership:** Ensuring that the leaders are competent, that they lead by example and are independent in expressing their views and opinions when decision-making affects Safety;
- **Nuclear:** Ensuring a graded approach to nuclear quality and nuclear safety is established and maintained in our decision-making processes;
- **Security:** Ensuring our workforce members are vetted, that our premises, nuclear material and information are protected from theft and sabotage;
- **Non-Nuclear Safety:** Ensuring non-nuclear safety hazards are identified, risks are managed and workers are protected during design, construction, commissioning, operations and decommissioning activities;
- **Environment:** Ensuring the headquarters and Wylfa Newydd site lead in sustainability and protection of the environment during construction, commissioning, operations and decommissioning activities;
- **People:** Ensuring the skills, knowledge and experience needed within our organisation are available throughout all phases of the project and that behaviours and attitudes are aligned with Horizon's culture, including the oversight and control of contractors' work throughout the supply chain; and
- **Learning:** Ensuring the organisation learns from the experiences of itself and others throughout its lifecycle.

4 Policies and Management System

25. Horizon controls and manages its activities through the implementation of the arrangements contained within its developing integrated Horizon Management System (HMS). The HMS has a policy framework which provides a set of principles and standards under which Horizon and its governance bodies must operate, which are consistent with Horizon's values, and support the delivery of Horizon's vision and mission. Employees and contractors working from Horizon's premises are made aware of key policies and the purpose of the HMS during the induction process, and must comply with the arrangements specified at all times. Any training requirements necessary for the relevant staff to promote successful implementation of policies and other arrangements are set prior to being published on the HMS.
26. A key policy is the Horizon Code of Conduct, which sets out a framework within which Horizon expects staff to carry out their professional duties and responsibilities in order to maintain a high standard of personal conduct. It covers a broad spectrum of areas relating to conduct, including human rights, labour standards and anti-corruption.
27. Non-compliance with the HMS, including policies and associated arrangements, must be reported, reviewed and rectified in accordance with the Corrective Action Programme (CAP). The CAP is also used to promote good practice and supports the on-going learning and continuous improvement cycle.
28. The HMS has been established, implemented and developed to align with the requirements of International Atomic Energy Agency (IAEA) standards GS-R-3⁴ and to provide a single platform that integrates all aspects of the management of Horizon's business. Horizon is aware of the need to maintain alignment with the evolution of industry standards and legislation to ensure the HMS remains effective and therefore will transition to the updates of the relevant International Organization for Standardization (ISO) and IAEA standards in the required timescales. Some elements of the HMS have been assessed and certified by independent bodies against recognised national and international standards, in particular those that manage key Horizon management processes. Certifications granted for the HMS include:
 - BS EN ISO 9001:2008 for quality management;
 - BS EN ISO 14001:2004 for environmental management; and
 - BS OHSAS 18001:2007 for health and safety management.

⁴ These standards will be replaced with GSR Part 2: Leadership for Management and Safety and Horizon will align with those standards at the appropriate time.

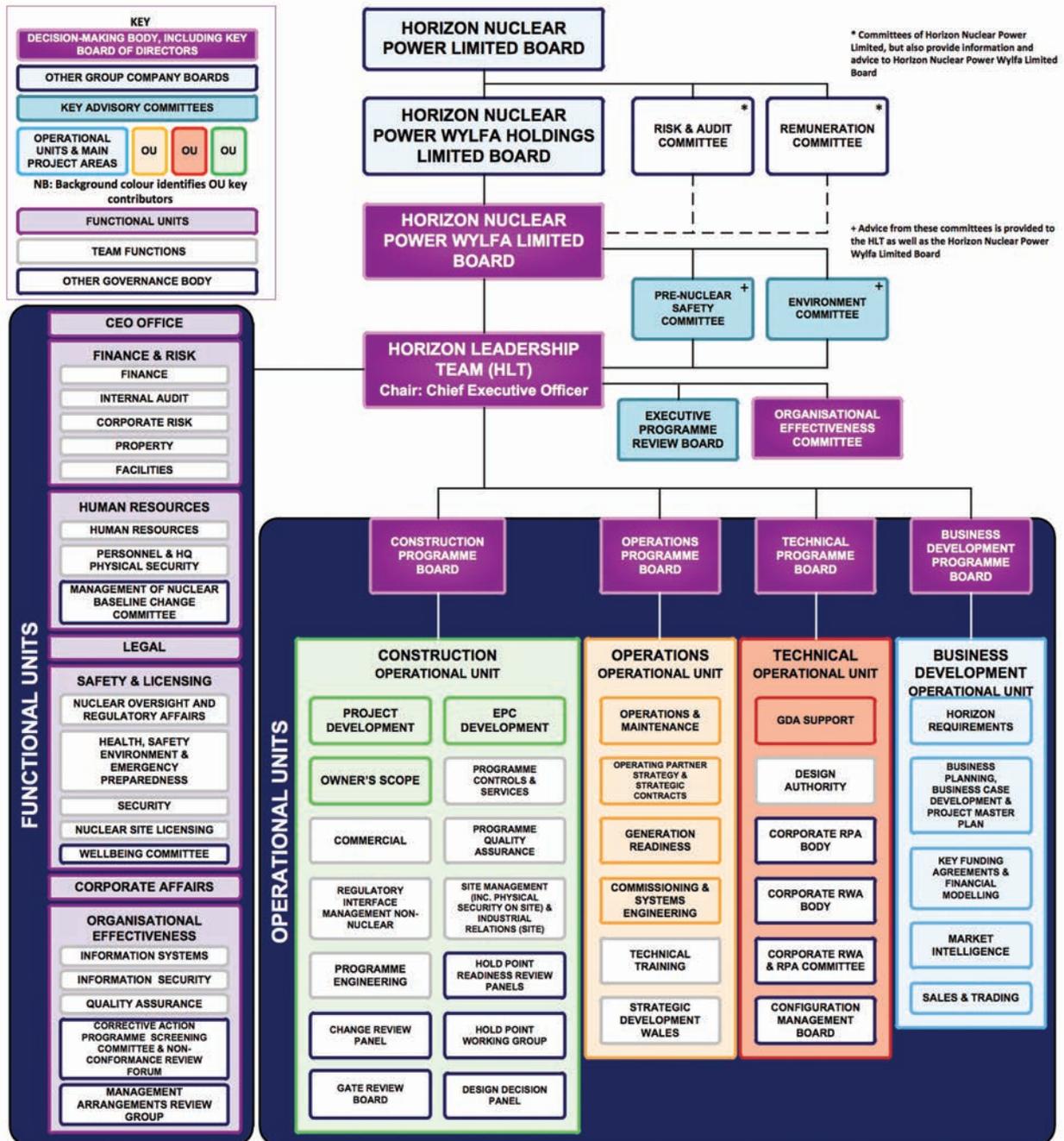
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5 Governance of Horizon

5.1 Introduction

29. The Horizon Board of Directors (Board) is ultimately accountable for Horizon's activities, its corporate governance framework and all decisions taken within the framework, including those relevant to Safety. As with all board directors in the UK, the Directors of the Board, whose appointments are registered at Companies House, must fulfil their legal duties, including to promote the success of the company.
30. Day-to-day management of Horizon's business is delegated to the CEO and the HLT. The Board holds the CEO and HLT accountable for this.
31. Horizon's corporate governance arrangements have been designed and implemented to ensure that, from the Board down, control is demonstrable, effective and decisions are subject to appropriate challenge and scrutiny. It is underpinned by the Horizon organisational culture and adheres to the following principles:
 - strategic direction is set and overseen by the Board, with a set of delegations to the business and reserved matters that can only be determined by the Board and the owner;
 - there is clear accountability and empowerment of demonstrably competent individuals from the Board down through the CEO and HLT to the appropriate level within Horizon;
 - responsibility sits closest to where activities are carried out. This includes physical works being controlled closest to where activity is taking place;
 - matters that have a high significance for Safety are subject to assurance independent of their delivery and decision-making;
 - lines of reporting, communication and escalation flow through the governance structure to the Board; and
 - decision-making is informed by timely, relevant and accurate information.
32. Figure 5.1 on the following page illustrates Horizon's organisational and governance structure. This figure is not exhaustive and does not illustrate all governance bodies that operate within the Horizon governance structure. Figure 5.1 does not illustrate the membership of the relevant governance bodies; whilst many sit within a functional or operational unit, their membership will, as appropriate, be comprised of individuals from across the business to support informed decision-making. Further information can be found within the HMS.

Figure 5.1 Horizon Organisational and Governance Structure



33. This organisational structure is in the process of being implemented, with the intention that the Programme Boards and most other governance bodies (illustrated in Figure 5.1) will be operational by the end of March 2017. Statements made in Sections 6, 7 and 8 are based on what is currently anticipated however the structure is likely to evolve over time and some elements of the structure shown may change.

5.2 Delegated Authority and Decision-Making

34. Decisions are made by the Board in accordance with Horizon's Articles of Association. In addition to the reservation of certain powers to Hitachi, Ltd. as the ultimate owner (see Section 2.2 above), certain powers are delegated from the Board to the CEO, and from

the CEO to the Chairs of the Programme Boards, Directors of Functional Units, other members of the HLT and to certain other positions within Horizon.

35. The delegations are set at a level that is intended to allow the efficient conduct of Horizon's activities, and is designed to facilitate appropriate devolved decision-making and personal accountability.
36. The CEO, as Chair of the HLT, and the Chairs of the Programme Boards are accountable for the decisions and recommendations made by the respective governance bodies. Generally, the Chair is required to take the views of the governance body into consideration and where a member of the relevant governance body disagrees with a decision or recommendation made, they are entitled to have their dissenting view recorded in the minutes of the relevant meeting.
37. Decision makers must comply with the arrangements described within the HMS. Decisions are escalated to the required governance body or individual in accordance with the nature of the decision being made and the relevant arrangements within the HMS.

5.3 Governance Roles and Responsibilities

38. Where applicable, each governance body below the HLT has a defined purpose and specific responsibilities as set out in its respective Terms of Reference (ToR). The ToR also include the membership of each body, meeting and quorum requirements, reporting responsibilities and resource requirements. A summary of the purpose of each governance body is described in Sections 6 (Board), 7 (HLT), and 8 (Other Governance Bodies) or where a governance body is not yet established a summary of its intended purpose. Where applicable the ToRs of each governance body will be reviewed annually.

5.4 Assurance, Oversight and Independent Challenge

39. Assurance of the nuclear safety (including radiation protection), non-nuclear health and safety, radiological environment, non-radiological environment, security, and quality elements of the company's activities is principally provided by the Safety and Licensing Functional Unit. The Safety and Licensing Functional Unit is operationally separate to the delivery functions which must meet the relevant policies and standards, meaning that the assurance provides the appropriate degree of independence and challenge.
40. In some areas, the accountability for providing assurance is delegated to other Functional Units, for example responsibility for delivery of assurance and oversight of Quality is delegated to the Organisational Effectiveness Director, however the Safety and Licensing Director remains accountable. The Safety and Licensing Director provides the route for raising concerns about assurance matters at HLT and Board level.
41. Within the Safety and Licensing Functional Unit, the Nuclear Oversight function within Horizon is mandated to deliver independent assurance on the effectiveness of the organisation's structures, arrangements and people in managing the hazards, risks and impacts associated with nuclear technology. The scope of the Nuclear Oversight function covers nuclear safety (including radiation protection), security and radiological environment.
42. The following is an overview of the key formal elements of the Nuclear Oversight function's activities:
 - observation and surveillance of Horizon meetings and governance arrangements;
 - formal scrutiny of workplace activities (inspections) against the controlling documentation and procedures;

- independent review of documents that are significant to nuclear safety, security or environmental protection (for example where there are implications for the EP-RSR);
 - provision of advice on nuclear safety, security and environmental matters; and
 - provision of concurrence, where appropriate, for the release of hold points.
43. The output of the Nuclear Oversight function's activities, amongst other things, inform written reports from the Head of Nuclear Oversight and Regulatory Affairs to the Safety and Licensing Director and CEO, to provide a view of the compliance and adequacy of Horizon's arrangements, as well as a judgement on its culture.
44. The Nuclear Oversight function works on behalf of the HLT and Board, reporting through the Safety and Licensing Director.
45. A nominated Head of Function within the Safety and Licensing Functional Unit is accountable for the assurance of non-nuclear health and safety and non-radiological environmental matters and is independent of the delivery units within the business. The programme of assurance activities will draw on similar techniques to nuclear oversight that are deployed proportionate to the hazards.
46. Internal Audit of Horizon's finance and corporate governance is provided by the Internal Audit Function in the Finance and Risk Functional Unit providing assurance of Horizon's performance against governance standards and shareholder requirements (for example compliance with Japanese Sarbanes-Oxley regulations).
47. Assurance of the effectiveness of programme delivery is provided both within the project controls arrangements within the Construction Operational Unit and, additionally, through an Independent Verification Project Management Office (IV-PMO) which reports and provides an independent view of project performance to the CEO.

5.5 Competence and Training

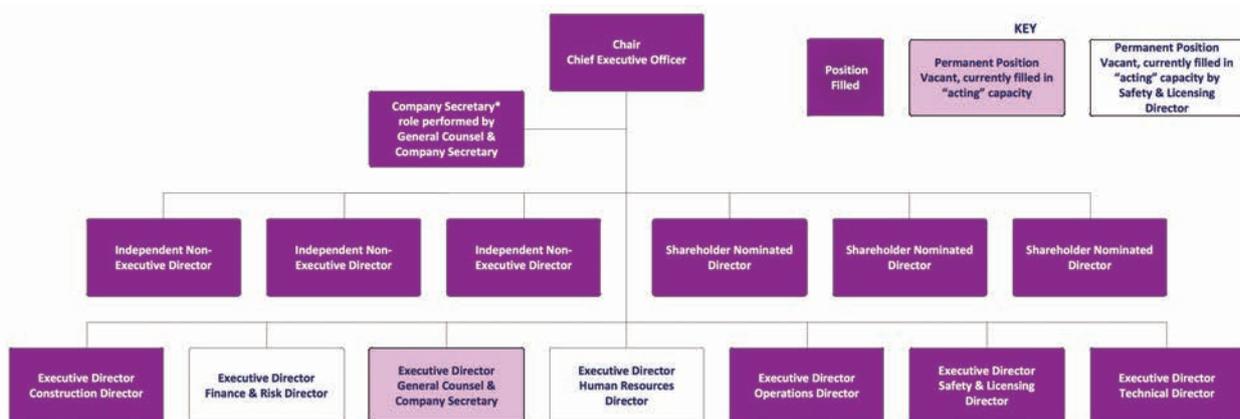
48. The success of Horizon in achieving high standards of Safety, operational and business excellence depends upon the quality and training of its employees. Horizon has implemented competency assessment arrangements and a systematic approach to training to ensure that individuals are competent to perform their roles to the standards required by Horizon. Staff and contractors performing roles which have specific Safety requirements will be suitably qualified and experienced.
49. Horizon's Nuclear Baseline Organisation (a subset of the overall Horizon organisation) has been developed to demonstrate that Horizon, its organisational structure, staffing and competencies are suitable and sufficient to manage those activities relevant to nuclear safety (including radiation protection), radiological environmental protection, security and quality in so far it supports the delivery of these.
50. Horizon has developed arrangements which define how changes to the Horizon organisation (including the Nuclear Baseline organisation) should be assessed and managed. Each Post in the Horizon organisation is defined within a Post Profile, which details the Role(s) (including activities, accountabilities and responsibilities) that the individual is expected to deliver.
51. For each member of the HLT, their accountabilities will be described in their Post Profile. Their competency to undertake each role within their Post Profile, as with all Horizon staff, is periodically assessed and confirmed. The Human Resources Director is accountable for maintaining all Post Profiles and the arrangements for their management and update. The principal accountabilities of the members of the HLT are outlined in Section 7 of this document.

6 Horizon Nuclear Power Wylfa Limited Board of Directors

6.1 Composition

52. The Board is currently chaired by the CEO and is composed of five Executive Directors, three Shareholder Nominated Directors, and three Independent Non-Executive Directors, as shown in Figure 6.1 below. Advice and challenge is provided to the Executive Directors on the management of the business by the Non-Executive Directors and the Shareholder Nominated Directors. Once the vacancies shown are filled there will be eight Executive Directors, although the composition of the Board may alter over time to ensure it collectively has the necessary competencies for each stage of the Wylfa Newydd Project.

Figure 6.1 Horizon Nuclear Power Wylfa Limited Board



6.2 Purpose

53. The purpose of the Board is to provide leadership to Horizon in the setting of Horizon's mission and business plan, within a governance framework of prudent and effective controls which enable risk to be assessed and managed. The Board is accountable to the owner for the success of Horizon's business. It may act on behalf of Horizon, in accordance with all of its powers and subject to any restrictions in the Articles of Association, delegations and any applicable laws, including those relating to safety, security and environmental protection. All Directors must act in what they consider to be the best interests of Horizon, consistent with Horizon's corporate governance, their statutory duties and Horizon's policies and procedures.
54. The Board approves and sets the organisation's strategic direction through the business strategy and business plan (including budget), policies and objectives, and oversees the compliance and achievement of the same. It maintains oversight of, and challenges, all aspects of the organisation's performance.

6.3 Meetings

55. The Board meets regularly to discharge its duties effectively. All meetings are minuted by the Company Secretary to reflect the business discussed, including the recording of any decisions and actions.

6.4 Performance, Resources and Training

56. Directors will receive an induction training pack upon joining the Board. They will also update and refresh their skills and knowledge to ensure that individually and as a group they are suitably qualified and experienced to perform their roles.
57. The Board has access to the Company Secretary⁵ for assistance with all Board matters as required, for example, assisting the Chair in planning the Board's work, drawing up meeting agendas, minuting meetings, collecting and distributing information and providing practical support.
58. The Company Secretary provides guidance on what the Board's responsibilities are under the laws and governance framework to which they are subject and on how these responsibilities should be discharged. In addition, the Company Secretary supports the Chair to ensure the effective functioning of the Board.

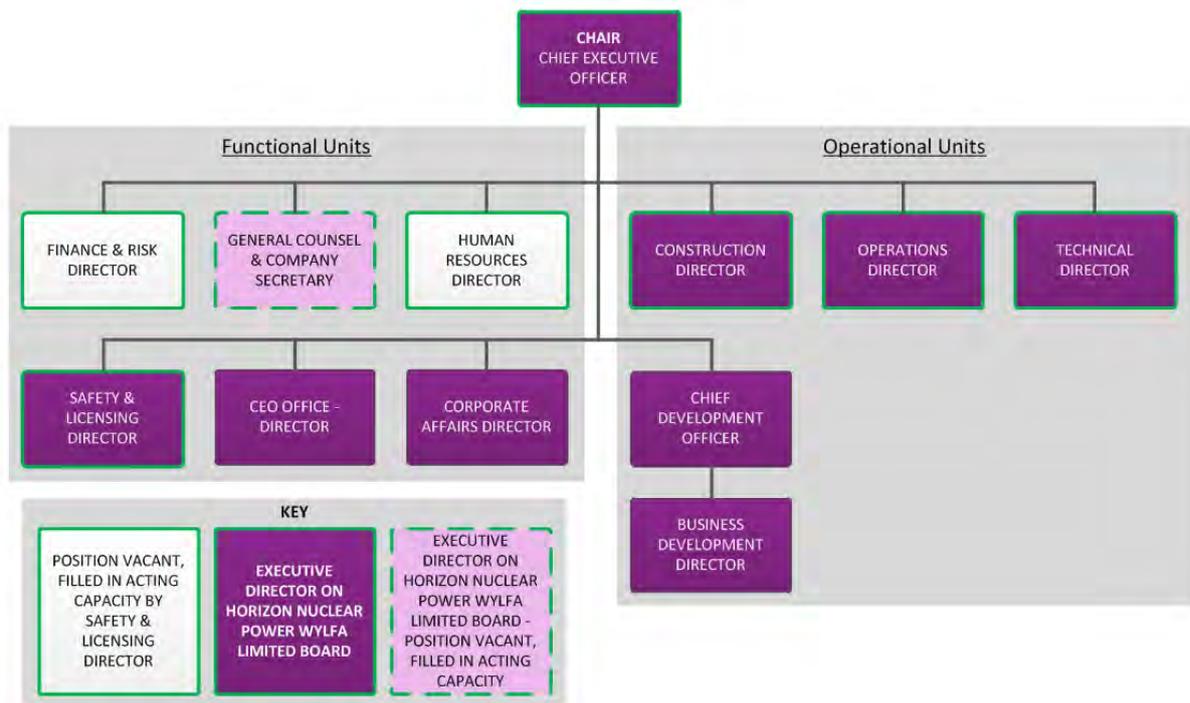
⁵ The role of Company Secretary is performed by the General Counsel and Company Secretary.

7 Horizon Leadership Team

7.1 Composition

59. The HLT is chaired by the CEO. Most members of the HLT, like other employees, are employed by Horizon Services. The exception to this is the Chief Development Officer and the CEO Office Director, who are seconded from the Hitachi group. Figure 7.1 illustrates the HLT structure.

Figure 7.1 Horizon Leadership Team



7.2 Purpose

60. The purpose of the HLT is to manage the day-to-day business of Horizon. It provides leadership to Horizon in the implementation of Horizon's mission and business plan within a governance framework of prudent and effective controls which enable risk to be assessed and managed. The CEO, as Chair of HLT, is accountable to the Board for the successful operation of the business. At a high level, the role of the HLT is:
- developing and recommending the overall business strategy, and business plan (including the budget) to the Board and delivering them once approved;
 - providing oversight and leadership of Operational and Functional Units to deliver the overall business strategy and business plan (including the budget) and baseline integrated schedule in a manner consistent with the corporate strategy;
 - reviewing and acting upon inter-programme activities, change, risks and overall programme performance against the baseline integrated schedule;
 - reporting programme performance to the Board and presenting programme proposals and changes requiring sanction;
 - supporting the CEO in fulfilling his or her responsibilities to the Board and in engaging with stakeholders; and

- promulgating Horizon's organisational culture throughout the business, including adherence to its vision, mission and values.

61. In addition, the HLT provides comments, guidance and recommendations to the CEO.
62. The CEO, as Chair of the HLT, reports and make recommendations to the Board, either verbally or in writing, on its proceedings and on all matters within its duties and responsibilities.

7.3 Meetings

63. The HLT aims to meet monthly, with a minimum of 10 formal monthly meetings per financial year and at such other times as the Chair of the HLT considers necessary.
64. The CEO, as Chair of the HLT, is responsible for setting the HLT meeting agendas, facilitating discussion and requesting additional individuals to attend meetings where appropriate. These may include, if they are not already part of the HLT, individuals to provide evidence on specific topics, including Safety, technical, legal, commercial and financial issues.

7.4 Performance

65. The HLT arranges for periodic reviews of its own performance, constitution and ToR, to ensure it is operating at maximum effectiveness and recommends any changes it considers necessary to the CEO for approval.

7.5 Chief Executive Officer

66. The CEO is an Executive Director of the Board and is also the Chair of the Board.
67. The Chair's role includes:
- providing leadership of the Board and retain ultimate oversight over the Horizon business;
 - ensuring that the Board operates effectively and efficiently;
 - enabling the Directors of the Board to fulfil their individual and collective duties to Horizon, and ensure the effective participation of all Directors; and
 - ensuring the Board concentrates on overall strategy, deals with reserved matters and leads on engagement with Horizon's owner.
68. As holder of the most senior executive office within Horizon, the CEO is Chair of the HLT and has overall accountability for the day-to-day running of Horizon and execution of the Business Plan. The CEO's principal accountabilities include (but are not limited to):
- developing the overall business strategy and associated business plans for approval by the Board and delivering the approved business strategy and business plan;
 - setting Horizon's culture, vision, mission and values and promulgating them throughout the business;
 - leading engagement with UK and Japanese Governments, shareholders and key industry stakeholders; and
 - providing overall leadership of the operations of the business.

7.6 Operational Units and Functional Units

69. The members of the HLT will either lead an Operational Unit and chair an associated Programme Board or lead a Functional Unit as illustrated in Figure 5.1.
70. As the business moves into its next phase of development Horizon has adopted a model employing Functional Units and project delivery units (referred to as Operational Units in Horizon). This allows an appropriate division of policy and standard setting from programme delivery.
71. The Functional Units deliver traditional corporate functions (such as accounting and HR), provide advice, set the policies and the standards and assure against them whilst the Operational Units deliver to those policies and standards which have been set.
72. As Horizon is a development project, there are areas across the business where from a resource and capability perspective it makes sense that some of the functional roles are delivered from within the Operational Units.

7.7 Operational Units and Programme Boards

73. There are four Operational Units with associated Programme Boards:
 - I. Construction;
 - II. Operations;
 - III. Technical; and
 - IV. Business Development.
74. The purpose of each Programme Board is to oversee the relevant Operational Unit's programme (and in some cases the Operational Unit's functions) and to support the relevant Chair in their duties and responsibilities. This includes developing the relevant programme and all connected projects; managing project and function delivery; managing intra-programme risks and performance; reporting performance and risks to the HLT; and presenting project proposals requiring sanction to the HLT. In addition, the responsibilities of each Programme Board reflect the responsibilities and accountabilities of the relevant Programme Board Chair, as described below.

7.7.1 Construction Director

75. The Construction Director is an Executive Director of the Board and is a member of the HLT. The Construction Director leads the Construction Operational Unit and, as the Chair of the Construction Programme Board, is accountable for delivering its programme and provides the functions for the development, procurement, and design and construction management of the Power Station. The Construction Director's principal accountabilities include (but are not limited to):
 - specifying and managing contracts to deliver both the EPC and the Owner's Scope of works;
 - procuring goods and services relating to the development, design and construction of the Power Station and associated development;
 - overseeing the construction of the Power Station, including all site preparation work and associated developments;
 - obtaining and maintaining all major permissions, permits and consents (excluding the Nuclear Site Licence and subsequent ONR permissions);

- setting the policy and standards for procurement, programme and project controls, contract management and supply chain quality;
- implementing non-nuclear health and safety, non-radiological environmental protection, and security policies and standards at the Wylfa Newydd site;
- managing the non-nuclear regulatory interface relationships; and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Construction Operational Unit.

7.7.2 Operations Director

76. The Operations Director is an Executive Director of the Board and is a member of the HLT. The Operations Director leads the Operations Operational Unit and, as the Chair of the Operations Programme Board, is accountable for delivering its programme and providing the operational functions, building the generation business capability, commissioning, operating and maintaining the Power Station and the technical training function. The Operations Director's principal accountabilities include (but are not limited to):

- developing and implementing the commissioning, operations and maintenance strategies and plans;
- setting and implementing the operational partner strategy;
- developing Commissioning and Systems Engineering capability;
- implementing the technical training strategy and plan, including an apprenticeship programme, operator training (including simulator training) training administration and maintenance of training records;
- delivering the strategic reputation management in Wales;
- establishing and maintaining the relationship between Horizon and any future operating partner(s), who would, where required, assist Horizon in the development of its operating capability and organisational structures; and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Operations Operational Unit.

7.7.3 Technical Director

77. The Technical Director is an Executive Director of the Board and is a member of the HLT. The Technical Director leads the Technical Operational Unit and, as the Chair of the Technical Programme Board, is accountable for delivering its programme and provides the Design Authority support for the GDA and owns the nuclear safety and BAT cases. The Technical Director sets Horizon's technical requirements for the Power Station, accepting the Power Station design and ensuring delivery meets the relevant technical standards. The Technical Director's principal accountabilities include (but are not limited to):

- setting the design intent, design management policy, standards and arrangements and ensuring they are applied across Horizon;
- accepting the Power Station design and developing and implementing arrangements required for Horizon to take ownership and manage the Wylfa Newydd UK ABWR design from Hitachi-GE;
- adopting the GDA design;
- setting policy and standards for technical competence;

- setting policy and standards for configuration management and building information management and ensuring compliance with the same;
- developing the Wylfa Newydd Pre-Construction Safety Report and Best Available Techniques Case ensuring that the design meets nuclear safety, security and environmental protection requirements;
- setting the policy and standards for the Intelligent Customer arrangements;
- providing advice through the Corporate Radioactive Waste Advisor (RWA) Body and Corporate Radiation Protection Advisor (RPA) Body;
- developing and implementing the Company's Research and Development programme;
- establishing and maintaining the relationship with the Responsible Designer(s); and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Technical Operational Unit.

7.7.4 Chief Development Officer and Business Development Director

78. The Chief Development Officer (CDO) is a member of the HLT and is accountable for the overall delivery of the Business Development Operational Unit. The CDO's principal accountabilities include (but are not limited to):
- providing an interface and coordinating function with key stakeholders within Hitachi and the Government of Japan and its associated institutions and organisations; and
 - assisting in the coordination of business development activities undertaken in Japan and the UK to ensure consistent messaging and approach.
79. The Business Development Director is a member of the HLT. As the Chair of the Business Development Programme Board, the Business Development Director, is accountable for delivering its programme and provides the Operational Unit functions to attract and retain investors under conditions necessary to assure full funding of the Wylfa Newydd Project. The Business Development Director's principal accountabilities include (but are not limited to):
- developing the investment proposition across the business and maintaining the business case;
 - negotiating and delivering key project commercial and financial agreements (excluding contracts for procurement of the Power Station or Associated Development);
 - developing and maintaining the Approach to Project Development;
 - developing and implementing an investible strategy for sales and trading;
 - developing and implementing the financing strategy and plan; and
 - implementing policies and standards as set by the Operational and Functional Units relevant to the Business Development Operational Unit.

7.8 Functional Units

80. The Functional Units are led and managed by the relevant HLT member with the support of their teams. The relevant HLT member is accountable for delivering traditional corporate functions (as appropriate), providing advice and setting the policies,

procedures and standards for their respective Functional Unit. There are seven Functional Units:

- I. Finance and Risk;
- II. Legal (headed by the General Counsel and Company Secretary);
- III. Human Resources;
- IV. Safety and Licensing;
- V. CEO Office;
- VI. Corporate Affairs; and
- VII. Organisational Effectiveness.

81. The following sections state the accountabilities of the HLT members who lead these Functional Units.

7.8.1 Finance and Risk Director

82. The Finance and Risk Director is an Executive Director of the Board and is a member of the HLT⁶. The Finance and Risk Director leads the Finance and Risk Functional Unit and provides the corporate finance, enterprise risk and property and facilities functions. The Finance and Risk Director's principal accountabilities include (but are not limited to):

- developing, implementing and maintaining arrangements for all aspects of financial control: financial planning; management accounting; financial accounting; financial controls; insurance; treasury and cash management; business performance reporting; tax management and management of the external audit of accounts;
- developing and implementing systems of internal controls to safeguard the financial assets of Horizon, including the enterprise risk management framework;
- developing and implementing arrangements for Property and Facilities management, including management of: property transactions; tenancy agreements; the land and property acquisition plan; and Horizon's portfolio of land and property assets;
- providing an internal audit function including audit of policy and standards (other than those assured by the Safety and Licensing Director); and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Finance and Risk Functional Unit.

7.8.2 General Counsel and Company Secretary

83. The General Counsel and Company Secretary is an Executive Director of the Board and is a member of the HLT⁷. The General Counsel and Company Secretary leads the Legal Functional Unit, which provides legal as well as company secretarial services. The General Counsel and Company Secretary's principal accountabilities include (but are not limited to):

⁶ The role of Finance & Risk Director is currently filled in an acting capacity by the Safety & Licensing Director (S&L Director). The S&L Director is already an Executive Director of the Board, however once a permanent appointment has been made, the new postholder will also become an Executive Director of the Board.

⁷ The role of General Counsel and Company Secretary is currently filled in an acting capacity at HLT level; once a permanent appointment has been made, the postholder will also become an Executive Director of the Board.

- establishing and maintaining a legal compliance and governance framework, including associated arrangements, which support the delivery of Horizon's business objectives and advising the governance body in question of relevant legislative and regulatory requirements;
- ensuring compliance with relevant corporate governance requirements;
- providing legal services and advice within the business, including the management of external legal advice;
- providing professional company secretarial services to Horizon;
- establishing and maintaining adequate Export Control arrangements; and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Legal Functional Unit.

7.8.3 Human Resources Director

84. The Human Resources Director is an Executive Director of the Board and is a member of the HLT⁸. The Human Resources Director leads the Human Resources Functional Unit and provides the corporate function of Human Resources (HR) (including management of the Nuclear Baseline) and supports the delivery of organisational effectiveness. The Human Resources Director's principal accountabilities include (but are not limited to):

- setting the people strategy to recruit, retain and develop staff, including through leadership and succession planning, in order to support organisational effectiveness;
- developing and implementing the overall design and management of the organisation structure and maintaining oversight of its potential to impact on nuclear safety, security, radiological environmental protection and quality through the Nuclear Baseline;
- developing and managing the Nuclear Baseline;
- setting HR policies and standards;
- chairing the Organisational Effectiveness Committee;
- implementing non-technical training and maintaining employee records (other than training); and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Human Resources Functional Unit.

7.8.4 Safety and Licensing Director

85. The Safety and Licensing Director is an Executive Director of the Board and is a member of the HLT. The Safety and Licensing Director leads the Safety and Licensing Functional Unit providing the corporate independent function for setting and assuring policies and standards for Safety. The Safety and Licensing Director's principal accountabilities include (but are not limited to):

⁸ The role of Human Resources Director is currently filled in an acting capacity by the Safety & Licensing Director (S&L Director). The S&L Director is already an Executive Director of the Board, however once a permanent appointment has been made, the new postholder will also become an Executive Director of the Board.

- setting the policy and standards for nuclear safety (including radiation protection), non-nuclear health and safety, radiological and non-radiological environmental protection, security, emergency preparedness and quality;
- providing assurance and oversight of all company policies and standards relating to nuclear safety (including radiation protection), non-nuclear health and safety, radiological environment, non-radiological environmental protection, security, emergency preparedness and quality⁹;
- chairing the Preliminary Nuclear Safety and Environment Committees;
- setting nuclear site licensing strategy, obtaining and maintaining a Nuclear Site Licence and subsequent ONR permissions;
- assuring compliance with the Nuclear Site Licence, Environmental Permits and the Construction Site Security Plan (to be replaced by the Nuclear Site Security Plan at NSL Grant);
- managing the nuclear regulatory interface relationships;
- acting as the Senior Information Risk Owner; and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Safety and Licensing Functional Unit.

7.8.5 CEO Office - Director

86. The CEO Office Director is a member of the HLT and operates as an important conduit between Horizon and its owner. The CEO Office's principal accountabilities include (but are not limited to):

- providing appropriate advice and guidance to ensure clear lines of communication between Horizon and its owner and facilitating timely decision-making as required by the delegations of authority; and
- advising the CEO on matters of cultural alignment and assisting the CEO in monitoring progress of key project activities, in particular GDA and the development of the EPC contract arrangements.

7.8.6 Corporate Affairs Director

87. The Corporate Affairs Director is a member of the HLT. The Corporate Affairs Director leads the Corporate Affairs Functional Unit and provides the corporate function of promoting and protecting Horizon's brand and reputation and managing communication activity. The Corporate Affairs Director's principal accountabilities include (but are not limited to):

- managing public relations and external affairs (including political, industry, media);
- developing and implementing a comprehensive stakeholder engagement strategy;
- setting and implementing strategy for employee engagement and internal communications;
- setting and implementing the corporate sustainability strategy; and

⁹ Responsibility for the delivery of assurance and oversight of Quality is delegated to the Organisational Effectiveness Director.

- implementing policies and standards as set by the Operational and Functional Units relevant to the Corporate Affairs Functional Unit.

7.8.7 Organisational Effectiveness Director

88. The Organisational Effectiveness Director reports directly to the CEO, and leads the Organisational Effectiveness Functional Unit providing the corporate function for organisational effectiveness, information systems and the management system (although does not sit on the HLT). The Organisational Effectiveness Director works closely with the HLT to ensure that the IT strategy supports and aligns with the overall development of the organisation. The Organisational Effectiveness Director's principal accountabilities include (but are not limited to):

- developing and implementing the organisational effectiveness strategy and the organisational culture programme;
- setting information system policy and standards
- delivery of information systems through the development and management of Information Technology (IT) strategy, IT operations, IT project delivery and quality standards (including supply chain quality);
- developing, implementing and maintaining an integrated management system accredited to the relevant ISO or equivalent standards;
- developing and implementing the Knowledge Management policy and framework; and
- implementing policies and standards as set by the Operational and Functional Units relevant to the Organisational Effectiveness Functional Unit.

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8 Other Governance Bodies

89. In addition to the Board, the HLT and the Programme Boards a number of other governance bodies have been established, illustrated in Figure 5.1, which include decision-making, advisory and consultative committees or groups. These bodies are in the process of being implemented, with the intention that the Programme Boards and most other governance bodies will be operational by the end of March 2017. Statements made below are based on what is currently anticipated however the structure is likely to evolve over time and some elements of the structure shown may change.
90. These bodies operate in accordance with their ToRs, support and peer review decision-making including, but not limited to, Safety, technical and financial considerations, and are key contributory elements of the overall governance arrangements of Horizon. A summary of the purpose of these bodies is stated in the following sections.

8.1 Risk and Audit Committee

91. The purpose of the Risk and Audit committee is to review and consider the management of risk by, and auditing of, all companies within the Horizon Group (see Figure 2.1). The Risk and Audit Committee also provides information and advice to the Horizon Board.

8.2 Remuneration Committee

92. The purpose of the Remuneration Committee is to set the remuneration policy for the majority of Executive Directors and HLT members and oversee any profit sharing, bonus and pension schemes for all companies within the Horizon Group (see Figure 2.1). The Remuneration Committee also provides information and advice to the Horizon Board.

8.3 Preliminary Nuclear Safety Committee

93. The purpose of the Preliminary Nuclear Safety Committee (Pre-NSC) is to provide independent nuclear safety advice around the organisation, operation and management to the CEO, HLT and Board. It is the precursor of the Nuclear Safety Committee under Licence Condition 13 and comprises both internal and independent members. While not a decision-making body, the advice of the Pre-NSC is an important influence on the decisions of the CEO, HLT and Board. The advice is presented to the HLT where advice is accepted or rejected, actions are identified and allocated, and an HLT Director is named accountable for addressing the advice. The Board is asked to note the advice and the actions taken by the HLT. If advice is rejected, the ONR will be formally notified of this decision, as would be required by Licence Condition 13 of the Nuclear Site Licence once granted.

8.4 Environment Committee

94. The purpose of the Environment Committee is to provide independent advice on environmental matters as part of environmental governance arrangements to the CEO, HLT and Board. It comprises both internal and independent members. While not a decision-making body, the advice of the Environment Committee is an important influence on the decisions of the CEO, HLT and Board and it follows the same principles of operation as the Pre-NSC.

8.5 Organisational Effectiveness Committee

95. The purpose of the Organisational Effectiveness Committee is to oversee the organisational effectiveness of Horizon necessary to deliver the Wylfa Newydd Power

Station. This will include monitoring the development of the leadership capability across Horizon, overseeing the development of an appropriate culture and the requisite Intelligent Customer capability, approving the long-term resourcing strategy for Horizon and co-ordinating training within Horizon at a strategic level.

8.6 Executive Programme Review Board

96. The purpose of this body is to provide pro-active senior executive scrutiny and independent oversight of project management and control. This body reports to the HLT and Board.

8.7 Management of Nuclear Baseline Change Committee

97. The Management of Nuclear Baseline Change (MoNBC) Committee provides oversight and decision-making associated with the MoNBC procedure and also ensures compliance with Licence Condition 36 and the requirements of the EP-RSR. The MoNBC Committee's responsibilities include reviewing changes to the Nuclear Baseline organisation, providing challenge on categorisation of changes, reviewing the performance of existing arrangements and setting and driving standards applicable to the MoNBC procedure.

8.8 Corrective Action Programme Screening Committee and Non-Conformance Review Forum

98. The Corrective Action Programme (CAP) provides a mechanism for reporting and resolving any conditions that have affected, or could affect Safety, to continually improve the organisation. The CAP Screening Committee screens all condition reports raised within the organisation and manages them in accordance with CAP arrangements.
99. The CAP Screening Committee is supported by the Non-Conformance Review Forum which reviews the number, area and site affected by open Non-Conformance Condition Reports and reviews the status of open Non-Conformance Condition Reports with overdue actions. Monthly reporting on Condition Reports and trends is provided across the business for inclusion in management reports and various other communications.

8.9 Management Arrangements Review Group

100. The Management Arrangements Review Group is responsible for providing oversight of the integration of management arrangements into the HMS, avoiding duplication and fostering efficient practices with regard to the development, implementation and revision of management arrangements.

8.10 Wellbeing Committee

101. The Wellbeing committee provides the business with a means to consult employees on occupational health, safety, environment and welfare issues and for the wellbeing representatives to communicate on behalf of the employees. This body facilitates consultation in accordance with the Health and Safety (Consultation with Employees) Regulations 1996, whilst also taking cognisance of the Safety Representatives and Safety Committees Regulations 1977.

8.11 Corporate Radiation Protection Advice Body

102. The Corporate Radiation Protection Advice (RPA) Body (RPA Body) is a body of radiation protection advisers. The RPA Body is responsible collectively for providing advice on compliance with the Ionising Radiations Regulations 1999 in relation to radiation protection matters. This body will operate as a shadow RPA body, until it is approved by the Health and Safety Executive.

8.12 Corporate Radioactive Waste Advice Body

103. The Corporate Radioactive Waste Advice (RWA) Body (RWA Body) is a body of radioactive waste advisers. The RWA Body is responsible collectively for providing advice on radioactive waste management and environmental protection across all aspects of the Environment Agency's RWA syllabus. This body will operate as a shadow RWA body until it is approved by the environment agencies' RWA Approval Board.

8.13 Corporate RWA and RPA Committee

104. The effective operation of the Horizon Corporate RPA Body (see Paragraph 8.11) and RWA Body (see Paragraph 8.12) is ensured by the Corporate RWA and RPA Committee. This includes identifying existing resource availability and competency of the Corporate RWA and RPA Bodies, identifying whether existing resource availability and competency of the RPA Body and RWA Body is sufficient for existing and future project requirements and resolving any deficiencies if required.

8.14 Configuration Management Board

105. The purpose of the Configuration Management Board is to make decisions on Power Station design changes raised against a Horizon configuration baseline. This includes establishing the Power Station configuration baseline and managing any change to the baseline thereafter. The Configuration Management Board ensures that changes to the Horizon configuration baseline are reviewed and decisions are made in a uniform way, and these decisions are made at an appropriate level in the organisation (for example escalating to the Construction or Technical Programme Board where applicable).

8.15 Change Review Panel

106. The purpose of the Change Review Panel is to ensure that the performance management baseline change control process is applied consistently across the Wylfa Newydd Project. This includes challenging the rationale underpinning the change and ensuring proposals consider the wider impacts across the Wylfa Newydd Project before submitting to the relevant governance body for action.

8.16 Gate Review Board

107. A Gate Review Board determines whether a project is fit to proceed in accordance with set criteria; it approves, subject to the project also receiving the appropriate approval under the delegations of authority, the commencement of the next stages of development in the Horizon value assurance process.

8.17 Hold Point Readiness Review Panels

108. The Hold Point Control Process exists to ensure Horizon does not progress beyond agreed key points in the construction and commissioning programmes without ensuring

that Horizon is 'ready to proceed' from the perspective of nuclear safety, security and radiological environmental protection. A Readiness Review Panel will be convened for each identified Hold Point and, based on an approved management expectations document for the Hold Point, will produce a recommendations report for the relevant releasing authority.

8.18 Hold Point Working Group

109. The purpose of the Hold Point Working Group is to define and plan appropriate and proportionate Hold Points within the Wylfa Newydd Project. This includes categorising and classifying activities in relation to the site safety case, EP-RSR and security plan in order to identify Hold Points; overseeing the discharge of the Hold Point Process; and considering any issues and matters related to nuclear safety, security and radiological environmental protection which may prevent release of Hold Points.

8.19 Design Decision Panel

110. The Design Decision Panel is a technical body established to review design options in UK ABWR design raised by Horizon and proposed technical and Power Station design changes, prior to Horizon putting the Power Station design under configuration management. The Panel is led by the Construction Operational Unit but a representative from the Technical Operational Unit plays a key role.



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