



Minutes of a meeting of the ESPO Management Committee held at County Hall, Glenfield, Leicestershire on Wednesday, 29 November 2017.

PRESENT

Dr. R.K.A. Feltham – Leicestershire County Council (in the Chair)

Cambridgeshire County Council
Mr. M. Howell CC

Norfolk County Council
Mr. J. Fisher CC

Leicestershire County Council
Dr. R. K. A. Feltham CC
Mr. R. Shepherd CC

Peterborough City Council
Mr. D. Seaton CC

Lincolnshire County Council
Mrs. S. Rawlins CC

Warwickshire County Council

Apologies

Apologies were received from Cllr Heather Timms and Cllr Peter Butlin (Warwickshire), Cllr Brenda Jones (Norfolk), Cllr John Holdich (Peterborough), Cllr Richard Butroid (Lincolnshire) and Cllr Roger Hickford and Cllr Ian Bates (Cambridgeshire). Cllr Mark Howell substituted for Cllr Ian Bates.

93. Minutes of the meeting held on 20th September 2017

The minutes of the meeting held on 20th September 2017 were taken as read, confirmed, and signed.

94. To advise of any items that the Chairman has decided to take as urgent elsewhere on the agenda.

There were no urgent items for consideration.

95. Declarations of interests in respect of items on this agenda.

The Chairman invited members who wished to do so to declare any interest in respect of items on the agenda for the meeting.

No declarations were made.

96. Director's Progress update.

The Committee considered a report of the Director which provided an update of the actions and progress since the previous Management Committee meeting in September 2017. A copy of the report marked 'Agenda Item 4' is filed with the minutes.

The Management Team was advised as follows:-

- The renewal of the lease on the Welsh depot had now been completed;
- The current sickness absence figures using the BI method showed a decrease for 11.47 to 11.13;
- The sprinklers were now due for replacement in December;
- The ICT Strategy was reported annually to the Finance and Audit Committee.

Members of the Management Committee welcomed the actions proposed to ensure drivers were fit to drive.

With regard to Street Lighting the Interim Director undertook to investigate the energy supply market and report back.

RESOLVED

That the update now provided be noted.

97. Interim Leadership Team - Update

The Committee considered a report which set out details of the Interim Leadership Team, their respective responsibilities and priorities for the next six months. A copy of the report marked 'Agenda Item 5' is filed with these minutes.

RESOLVED

That the formation of an Interim Leadership Team and realignment of responsibilities be noted.

98. Exclusion of the Public

RESOLVED

That under Section 100 (A) (iv) of the Local Government Act 1972 the public be excluded from the meeting for the following items of business on the grounds that they will involve the disclosure of exempt information as define in the Act and that in all of the circumstances the public interest in maintaining the exception outweighs the public interest in disclosing the information.

- Director's Progress Update
- MTFS Monitoring Report

99. Supplementary Information on the Director's Progress Update

The Committee received an exempt report from the Director which set out further supplementary information regarding the Director's Progress Update. A copy of the exempt report, marked 'Agenda Item 7', is filed with these minutes.

The exempt report was not for publication as it contained information relating to the financial business affairs of a particular person (including the authority holding that information).

In response to questions from members the Interim Director advised as follows:-

- the details of the number of Multi Academy Trusts (MATs) traded with would be circulated to members separately;
- ESPO had not undertaken any review of the use of plastics within the business. However given the recent environmental concerns this would be looked at.

With regard to the Trading Company the Management Committee conclude that:-

- a) ESPO Trading Limited should have a permanent chairman of the Board of Directors and that role shall be filled by the Acting Director or Director of ESPO from time to time;
- b) The Category C, Director nominated by the ESPO Chief Officer Group (COG), should serve for a period of office of two years with an option to continue as Director for a further period if ESPO COG so determine;
- c) The two Non-Executive Directors with industrial and business experience be nominated by the Board and appointed by the Shareholders;
- d) The quorum for meetings of the Board of Directors of ESPO Trading Limited should be four Directors one from each of the Category A, B, C and D Directors.(see note below);
- e) The Shareholders be entitled to nominate non-voting observers to attend Board meetings to keep abreast of the activities of the Company;
- f) Each member authority to nominate one of its members on the ESPO Management Committee to serve as its Shareholder Representative of ESPO Trading Limited;
- g) The general meetings of the Shareholders of ESPO Trading Limited should be chaired by the Chairman of ESPO's Management Committee.

[Note. Following the meeting concerns were raised that if the presence of the Non-Executive Director (the proposal being to appoint one to start with) was made a requirement it might create problems in the event that the person nominated was unable to attend because of illness or holidays and would hinder the discharge of business. To reflect the views of the Management Committee, balanced against the need for the Board to be able to take timely decisions, the Consortium Secretary consulted with members of the Management Committee and agreed the following revised resolution in respect of (d) above and is reflected in the decisions below:-

- d) *the quorum for meetings of the Board of Directors of ESPO Trading Limited shall be four Directors (as at present) and, in addition, seek attendance from each of the Category A, B, C and D Directors, to the extent with the Board's need to make decisions in order to manage the company.*

RESOLVED

- a) That the supplementary report of the Interim Director be noted;
- b) That with regard to the incorporation of the trading company the following be agreed:-
 - i. That ESPO Trading Limited should have a permanent chairman of the Board of Directors and that role shall be filled by the Acting Director or Director of ESPO from time to time;
 - ii. That the Category C Director nominated by the ESPO Chief Officer Group (COG), should serve for a period of office of two years with an option to continue as Director for a further period if ESPO COG so determine;
 - iii. That the two Non-Executive Directors with industrial and business experience be nominated by the Board and appointed by the Shareholders;
 - iv. That the quorum for meetings of the Board of Directors of ESPO Trading Limited shall be four Directors (as at present) and, in addition, seek attendance from each of the Category A, B, C and D Directors, to the extent with the Board's need to make decisions in order to manage the company;
 - v. That the Shareholders be entitled to nominate non-voting observers to attend Board meetings to keep abreast of the activities of the Company;
 - vi. That each member authority to nominate one of its members on the ESPO Management Committee to serve as its Shareholder Representative of ESPO Trading Limited;
 - vii. That the general meetings of the Shareholders of ESPO Trading Limited should be chaired by the Chairman of ESPO's Management Committee;
 - viii. That officers be authorised to finalise the various legal documents required in order to incorporate ESPO Trading Limited.

100. MTFS Monitoring for the first 7 Months of 2017-18

The Committee considered an exempt joint report of the Director and Consortium Treasurer monitoring the Medium Term Financial Strategy against the first seven months of trading in the 2017/18 financial year. A copy of the report, marked 'Agenda Item 8', is filed with these minutes.

The exempt report was not for publication as it contained information relating to the financial or business affairs of a particular person (including the authority holding that information).

RESOLVED

That the report and financial position at the end of the first seven months of trading be noted.

101. Date of Next Meeting.

The next meeting of the Committee is scheduled to take place on 28th February 2018 at 10.30am at County Hall, Leicestershire.

10.30am – 11.35am
29th November 2017

CHAIRMAN