## **Public Document Pack**



# **Nottingham City Council Companies Governance Executive Sub-Committee**

Date: Tuesday 22 September 2020

Time: 3:00pm, or at the rising of the Executive Board, whichever is the later

https://www.youtube.com/user/NottCityCouncil Place:

Councillors are requested to attend the above meeting to transact the following business:

**Director for Legal and Governance** 

Governance Officer: Adrian Mann **Direct Dial:** 0115 876 4302

Agenda		Pages
1	Apologies for Absence	
2	Declarations of Interests	
3	Minutes Minutes of the meeting held on 18 August 2020, for confirmation	3 - 8
4	Public Interest Report - Response Progress Update Report of the Director of Legal and Governance	9 - 32
5	Work Plan	33 - 34
6	Future Meeting Dates Tuesday 20 October 2020 Tuesday 17 November 2020 Tuesday 15 December 2020	

Tuesday 15 December 2020

Tuesday 19 January 2021

Tuesday 16 February 2021

Tuesday 16 March 2021

Tuesday 20 April 2021

Meetings to start at 3:00pm, or at the rising of the Executive Board, whichever is the later

7	Council-Owned Company Discussion - Blueprint Presentation by Blueprint	35 - 62
8	Exclusion of the Public  To consider excluding the public from the meeting during consideration of the following items in accordance with Section 100A of the Local Government Act 1972 (under Schedule 12A, Part 1, Paragraph 3) on the basis that, having regard to all the circumstances, the public interest in maintaining an exemption outweighs the public interest in disclosing the information	
9	Council-Owned Company Discussion - Blueprint Presentation by Blueprint	63 - 68
10	Council-Owned Companies - Financial Performance Review Report of the Strategic Director of Finance	69 - 88
11	Exempt Minutes Exempt Minutes of the meeting held on 18 August 2020, for confirmation	89 - 94

All items listed under 'Exclusion of the Public' will be heard in private. These items have been included under this section of the agenda because no representations against hearing them in private were received.

Councillors, co-optees, colleagues and other participants must declare all disclosable pecuniary and other interests relating to any items of business to be discussed at the meeting. If you need any advice on declaring an interest in an item on the agenda, please contact the Governance Officer shown above before the day of the meeting, if possible.

Any recording or reporting on this meeting should take place in accordance with the Council's policy on recording and reporting on public meetings, which is available at: <a href="https://www.nottinghamcity.gov.uk/your-council/about-the-council/council-meetings-decisions/recording-reporting-on-public-meetings/">https://www.nottinghamcity.gov.uk/your-council/about-the-council/council-meetings-decisions/recording-reporting-on-public-meetings/</a>.

## **Nottingham City Council Companies Governance Executive Sub-Committee**

Minutes of the meeting held remotely via Zoom and live-streamed on YouTube on Tuesday 18 August 2020 from 2:31pm to 4:38pm

#### Membership

Present **Absent** Councillor David Mellen (Chair) None

Councillor Sally Longford (Vice Chair)

Councillor Sam Webster Councillor Adele Williams Councillor Linda Woodings

#### Colleagues, partners and others in attendance:

Bipon Bhakri - Head of Finance - Commercial and Projects Alistair Bow - Managing Director, Thomas Bow City Asphalt

Dave Halstead - Director of Neighbourhood Services

Katherine Kerswell - Interim Chief Executive Adrian Mann - Governance Officer

Laura Pattman Strategic Director of Finance Shail Shah Head of Audit and Risk

Malcolm Townroe
Hugh White
Zuned Yusuf

- Director of Legal and Governance
- Corporate Director for COVID Response and Recovery
- Head of Finance, Thomas Bow City Asphalt

#### Call-in

Unless stated otherwise, all decisions made by the Companies Governance Executive Sub-Committee are subject to call-in. The last date for call-in is Friday 28 August 2020. Decisions cannot be implemented until the next working day following this date.

#### 27 **Apologies for Absence**

None.

#### 28 Declarations of Interests

Councillor Adele Williams declared an Other Interest in items 33 and 35 because she is Chair of Thomas Bow City Asphalt's Board of Directors.

In the interests of transparency, Councillor Linda Woodings stated that she is Nottingham City Council's shareholder representative for Nottingham City Homes.

#### 29 **Minutes**

The Committee confirmed the minutes of the meeting held on 21 July 2020 as a correct record and they were signed by the Chair.

#### 30 Public Interest Report

The Chair of the Committee agreed that this item, although not on the agenda, should be considered as a matter of urgency in accordance with Section 100B(4)(b) of the Local Government Act 1972 because the findings of the report are of fundamental importance to the work of Committee, and the Committee will be involved closely in the work to meet the recommendations of the report.

This item does not contain any decisions that are eligible for call-in.

Katherine Kerswell, Interim Chief Executive, gave a presentation on the recently published Report in the Public Interest regarding Nottingham City Council's governance of Robin Hood Energy (RHE), and the actions carried out to date to meet the Council's legal duties relating to the report. The following points were discussed:

- (a) the report from the external auditor was published on Tuesday 11 August the day after the publication of the Committee's current agenda. Following publication, a written statement was made by the Leader of the Council to acknowledge the past failings set out in the report, but also the recent changes made to improve the governance systems in place for Council-owned companies and the positive commitment to continue to take this work forward. A full local and national communications plan has been put in place, and the report will be debated at a full meeting of the Council on 27 August;
- (b) the report confirms that setting up RHE was a legitimate policy response to seek to address fuel poverty, though it represented a hugely ambitious and complex undertaking. The report states that the governance arrangements that the Council had in place relating to RHE were not strong enough. There was an insufficient appreciation within the Council of the huge risks involved in ownership of and investment in RHE, and there was insufficient understanding of RHE's financial position. There was insufficient sector or general commercial expertise at the nonexecutive Board level, and the governance arrangements did not establish an appropriate and consistent balance between holding to account and allowing RHE freedom to manage itself as a business;
- (c) the Council fully accepts the findings of the report and will respond by way of a detailed Action Plan to address the recommendations, along with a number of additional actions to further support those recommendations. Following its adoption at the full meeting of the Council, accountability for delivery of the plan will rest jointly with the Leader of the Council and the Chief Executive designate. It is proposed that quarterly reports will be made to the Executive Board, with the full involvement of the Overview and Scrutiny Committee and the Audit Committee in overseeing the implementation of the Action Plan. Regular reports will be provided to the External Auditor and the Ministry of Housing, Communities and Local Government (MHCLG) on progress;
- (d) how the Council must respond to the report is established by the Local Audit and Accountability Act 2014. Currently, all of the legal requirements have been met correctly. A notification of the report, along with the report itself, have been published on the Council's website, and copies have been received by RHE, the

- Secretary of State for MHCLG and all City Councillors. Paper copies of the report will be printed and posted to citizens on request and free of charge, if required;
- (e) more than the required 8-days' notice has been given for the full Council meeting to consider the report, on Thursday 27 August. The agenda for this fully public meeting will be published on Wednesday 19 August, to include the report and the proposed Action Plan. After the Council meeting, a summary of its decisions will be published (following approval by the external auditor), the Secretary of State for MHCLG will be notified, and a full communications plan will be put in place. Briefings with stakeholders are underway and further actions will be taken to the October meeting of Executive Board as per the proposed recommendations to the full Council;
- (f) a draft timetable for the Action Plan has been shared with the external auditor, though it will fall to the Council to decide what recommendations should be addressed in what order, and over what period of time. The Council must move to put things right with reasonable speed, but its actions must be informed by a proper understanding of the detail, in line with accepted best practice. As such, it is likely that a progress and outcomes report will be brought to the Council one year after the Action Plan's adoption;
- (g) the Council is working hard to engage effectively with the recommendations set out in the report and learn the lessons from RHE, going forward. Discussions have taken place with the Chairs of the Audit and Overview and Scrutiny Committees. The Companies Governance Executive Sub-Committee must engage with managing the oversight of this process, learn from the mistakes of RHE and seek to embed best practice for other Council-owned companies, to ensure that these companies are the best they can be for the people of Nottingham.

The Committee noted the update on the Public Interest Report.

#### 31 Work Plan

This item does not contain any decisions eligible for call-in.

Shail Shah, Head of Audit and Risk, presented the Committee's current work plan. The following points were discussed:

- (a) the Work Plan has been produced so that the Committee can meet the requirements of its Terms of Reference effectively. Once the Action Plan in response to the Public Interest Report has been agreed formally, appropriate items will be scheduled into the Committee's Work Plan;
- (b) the Committee felt that a presentation from each company in which the Council has the controlling interest should be made to a separate meeting of the Committee, with a review of the outcomes to be carried out at a later meeting. Once these initial presentations and review meetings have been concluded for the Council-owned companies, the Committee's approach should be considered towards companies in which the Council is a stakeholder, but does not hold the controlling interest.

The Committee noted the Work Plan.

#### 32 Future Meeting Dates

- Tuesday 22 September 2020
- Tuesday 20 October 2020
- Tuesday 17 November 2020
- Tuesday 15 December 2020
- Tuesday 19 January 2021
- Tuesday 16 February 2021
- Tuesday 16 March 2021
- Tuesday 20 April 2021

Meetings to start either at 3:00pm, or at the rising of the Executive Board, whichever is the later.

#### 33 Council-Owned Company Discussion - Thomas Bow City Asphalt

Councillor Adele Williams declared an Other Interest in this item because she is Chair of Tomas Bow's Board of Directors.

This item does not contain any decisions that are eligible for call-in.

Councillor Adele Williams, Chair of Thomas Bow's Board of Directors; Alistair Bow, Managing Director of Thomas Bow; and Zuned Yusuf, Head of Finance of Thomas Bow, gave a presentation on the company's current financial overview and business objectives. The following points were discussed:

- (a) since its establishment in 1867, Thomas Bow has developed into one of Nottingham's major building civil engineering contractors. It has completed many landmark buildings and superior residential properties in and around the city, including Wilford Power Station, the Raleigh Factory and Barclays Bank in Market Square. From 2002, the company's focus has been very much aimed at the provision of civil engineering services to the Public and Commercial sectors;
- (b) in 2005, Thomas Bow joined with City Asphalt Limited to work closely together as sister companies to provide a more comprehensive in-house civil engineering and surfacing service. The two companies have continued to develop many long-term partnerships with Local Authorities across the UK, which includes the securing of numerous long-term framework contracts for the provision of highways maintenance and repairs, and the two companies have become a major contractor for highways maintenance;
- (c) Thomas Bow is involved in contracts relating to the public realm, driveways, airports, car parks, race circuits, roads infrastructure, sports surfaces, highways maintenance and drainage. However, the impacts of Coronavirus are likely to see a reduction in some large and long-term projects, so careful planning of the company's future work is required;

Companies Governance Executive Sub-Committee – 18.08.20

(d) Councillor Adele Williams is the non-executive Chair of the Board of Directors. Currently, the Board is seeking permission from the Council to appoint four further non-executive directors, to help to provide a wider breadth of strategic skills in an industry context for the effective management of the company.

#### 34 Exclusion of the Public

The Committee decided to exclude the public from the meeting during consideration of the remaining agenda item in accordance with Section 100A(4) of the Local Government Act 1972 on the basis that, having regard to all the circumstances, the public interest in maintaining the exemption outweighed the public interest in disclosing the information, as defined in Paragraph 3 of Part 1 of Schedule 12A to the Act, as the sensitive nature of the business affairs under consideration could, if made public, prejudice the ability of the Council-owned companies to operate effectively in a competitive market.

#### 35 Council-Owned Company Discussion - Thomas Bow City Asphalt

Councillor Adele Williams declared an Other Interest in this item because she is Chair of Thomas Bow's Board of Directors.

This item does not contain any decisions that are eligible for call-in.

Councillor Adele Williams, Chair of Thomas Bow's Board of Directors; Alistair Bow, Managing Director of Thomas Bow; and Zuned Yusuf, Head of Finance of Thomas Bow, gave a presentation on the company's current financial overview and business objectives.

The Committee noted the presentation and thanked the Thomas Bow representatives for their attendance and for the clarity provided on the current work of the company, its financial position and its future strategy.

#### 36 Council-Owned Companies - Financial Performance Review

This item does not contain any decisions that are eligible for call-in.

Bipon Bhakri, Head of Finance (Commercial and Projects), presented a report on the financial performance of the Council-owned companies as at 30 June 2020.

The Committee noted the report.

#### 37 Exempt Minutes

The Committee confirmed the exempt minutes of the meeting held on 21 June 2020 as a correct record and they were signed by the Chair.



# Companies Governance Executive Sub-Committee 22 September 2020

Subject:	Public Interest Repo	ort – Response Prog	ress Update		
Corporate	Malcolm R. Townroe	e – Director of Legal	l and Governar	nce	
Director(s)/					
Director(s):					
Portfolio Holder(s):	Malada D. T.	. D'((1			
Report author and	Malcolm R. Townroe			ce	
contact details:	malcolm.townroe@r	nottingnameity.gov.u	<u>JK</u>		
Other colleagues					
who have provided					
input:					
Key Decision	Yes x No	Subject to call-in	Yes	x No	0
Reasons: Expend	iture 🗌 Income 🗌 S	avings of	Revenue		
£1,000,000 or more ta	aking account of the c	overall impact of	Capital	Ш	
the decision			Capitai		
Significant impact on		working in two or	☐Yes	<b>x</b> No	
more wards in the City				<b>X</b> 110	
Total value of the de	cision: Nil				
Wards affected: All		Date of consultati Holder(s):	on with Portfo	olio	
Relevant Council Pla	an Kev Theme:				
Nottingham People					
Living in Nottingham					1
Growing Nottingham					1
Respect for Nottingh					1
Serving Nottingham					1
Summary of issues		o citizens/service	users):	_	
To provide members v					
response to the Repo				lating	to
the Council's governa					
Exempt information:					
None					

#### Recommendation(s):

- 1 That the sub-committee notes the contents of the agreed Action Plan, attached as Appendix 1.
- 2 That the sub-committee requests that regular feedback be provided on progress against the Action Plan, developed in response to the Report in the Public Interest, insofar as those elements directly fall within this sub-committee's remit.
- 3 That the sub-committee notes and accepts the verbal update provided to this meeting.

#### 1 Reasons for recommendations

- 1.1 At the extraordinary meeting of full Council on 27 August 2020, the Council resolved to accept the Report in the Public Interest issued by the external auditor, in respect of its governance arrangements for Robin Hood Energy, and all of the recommendations set out in it from R1 to R13.
- 1.2 The Council also agreed an Action Plan in response to those recommendations, as attached as Appendix 1, some of which fall within the purview of this sub-committee.
- 1.3 In order to ensure that there is good progress in delivering the individual elements of the Action Plan, a regular report will be brought to this sub-committee to inform members on progress in respect of those elements which directly affect Councilowned companies.

#### 2 Background (including outcomes of consultation)

2.1 The Action Plan agreed in response to the Report in the Public Interest contains 13 recommendations arising from the Report itself, and 3 further recommendations that have been added by the Council. The purpose of this report is to enable the sub-committee to receive an up to date progress report in respect of those elements of the Action Plan which fall within its remit.

#### 3 Other options considered in making recommendations

- 3.1 None.
- 4 Finance colleague comments (including implications and value for money/VAT)
- 4.1 As this is an update report, there are no financial implications arising directly from its contents.
- 5 Legal and Procurement colleague comments (including risk management issues, and including legal, Crime and Disorder Act and procurement implications)
- 5.1 Any legal issues arising out of this report are either covered in the body of the report, or will be provided verbally at the meeting.

- 6 Social value considerations
- 6.1 Not applicable.
- 7 Regard to the NHS Constitution
- 7.1 Not applicable.
- 8 Equality Impact Assessment (EIA)
- 8.1 An EIA is not required because the update report contains no new or changing policies.
- 9 List of background papers relied upon in writing this report (not including published documents or confidential or exempt information)
- 9.1 None
- 10 Published documents referred to in this report

Report in the Public Interest dated August 2020

Action Plan issued in response to the Report in the Public Interest dated August 2020



#### **Appendix 1**

# **Action Plan in response to the Report in the Public Interest**

- All recommendations are accepted
- Recommendations R1 R13 are recommendations from *The Report in the Public Interest*
- Recommendations NCC1 NCC 3 are additional recommendations

#### The overall accountability for the action plan rests with the Leader of the Council and the Chief Executive designate

#### **Recommendation 1**

Using the current Strategic Review and other appropriate advice to assist with decision-making, the Council should urgently determine the future of Bobin Hood Energy, with options properly evaluated and risks properly assessed. This assessment should also take into account the context of the Gouncil's current financial position.

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#### Portfolio Holder accountability: Councillor David Mellen – Leader

Α	ction	Deadline	Accountability
•	At the June 2020 Executive Board Nottingham City Council agreed its full support for the strategic review launched by the Robin Hood Energy Board.	31/10/20	Corporate Director Development & Growth
•	The Strategic Review will report to the Robin Hood Energy Board and will be concluded shortly.	05/10/20	Corporate Director
•	Any consequences of the review for the Council's 2020/21 budget and its medium term financial outlook and plan will be reported to full Council as part of the October 5 <sup>th</sup> interim budget report.	05/10/20	Development & Growth  Strategic Director Finance

The Council should review its overall approach to using Councillors on the boards of its subsidiary companies and other similar organisations. This should be informed by a full understanding of the role of and legal requirements for company Board members.

Portfolio Holder accountability- Councillor Sally Longford - Energy, Environment & Democratic Services

A	ction	Deadline	Accountability
•	An audit and review of NCC's approach to councillor membership of each subsidiary company board and any other similar organisations NCC Councillors are appointed to, will be undertaken. This review will fully involve the chief executives/chief officers of the Council's companies, as well as the Chairs and members of the Company Boards and other subsidiary organisations.	31/10/20	Director of Legal & Governance
• Fa	As part of this review, the membership balance of the boards will be considered in	31/10/20	Director of Legal & Governance
age 14		30/09/20	Director of Legal & Governance
•	External guidance on defining the role and legal requirements for local authority company directors and guidance on skill set required will be sought.	30/09/20	Director of Legal & Governance

Where it continues to use Councillors in such roles, it should ensure that the non-executives (including Councillors) on the relevant board have, in aggregate, the required knowledge and experience to challenge management. This is of particular importance where the company is operating in a specialised sector which is outside the normal experience of Councillors.

Portfolio Holder accountability- Councillor Sally Longford - Energy, Environment & Democratic Services

A	ction	Deadline	Accountability
•	The review of NCC councillor directors of boards in R2 will also establish the sectoral knowledge required to effectively hold the management of the different companies to account and assess the knowledge and skill set of the existing membership of the boards in relation to that sector or business area. This review will fully involve the chief executives or chief officers of the Council's companies, as well as the Chairs and members of Company Boards.	31/10/20	Director of Legal & Governance
Page 15	Proposals for remedying any identified gaps in knowledge and/or experience will be brought forward which will include a consideration of training and if necessary using interim additional expertise to ensure effective governance.	30/11/20	Director of Legal & Governance
•	Training will be devised to enable members to understand and practice effective director / board member interventions so as to appropriately challenge the management of the Council's companies and improve the robustness of Company accountability to the Council.	30/01/21	Director of Legal & Governance
•	Specialised mandatory training packages will be devised to ensure councilors appointed as chairs of council company boards are able to understand and effectively fulfil their roles	30/01/21	Director of Legal & Governance
•	Essential training will be mandatory and retention of the director role for each councillor will rely on completion of the training on this recommendation.		
•	The relevant NCC officials will continue to be available to offer advice to members on all aspects of their role on Council company boards.	With immediate effect	Director of Legal & Governance
•	Advice will also be sought on the best way to assess the competence of Councillors	30/01/21	Director of Legal & Governance

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	fulfilling their roles as directors as part of effective company governance. The group whip for each political party or recognised group will have a role in this assessment process.			
•	The Council's constitution will be reviewed to appropriately reflect this requirement and it will be proposed at the 2021 Annual General meeting.	May 2021	Director of Legal & Governance	

Where Councillors are used in such roles, the Council should ensure that the Councillors are provided with sufficient and appropriate training, which is updated periodically.

Portfolio Holder accountability: Councillor Sally Longford - Energy, Environment & Democratic Services

Actio	on	Deadline	Accountability
	review of the current training package offered to Councillors as directors on company oards and other similar organisations will be undertaken.	30/10/20	Director of Legal & Governance
Α	xternal best practice and advice will be sought from both the Local Government ssociation and bodies in the private sector who advise on company governance and aining for directors.	30/10/20	Director of Legal & Governance
	his review will fully involve the chief executives/chief officers of the Council's ompanies, as well as the Chairs and governance of Council company Boards.	30/01/21	Director of Legal & Governance
-	lew training packages will be devised and delivered on a mandatory basis for:		
	> Initial training		
	> Refresher training		
	> Specialist training where required to understand a particular subject/field.		
	xternal sources will provide the specialist training and this training will be reviewed very two years to ensure it remains relevant and effective.		
• F	unding for the new training courses will need to be identified		
	Only Councillors who have completed the requisite training will be able to remain as council appointed directors.		
	the Council's constitution will be reviewed to appropriately reflect this requirement and will be proposed at the 2021 Annual General meeting.	May 2021	Director of Legal & Governance

The Council should ensure that all elements of its governance structure, including the shareholder role, are properly defined and that those definitions are effectively communicated to the necessary individuals.

#### Portfolio Holder accountability: Councillor David Mellen – Leader

A	ction	Deadline	Accountability
•	The Council's Constitution and Scheme of Delegation will be reviewed to identify the roles that perform a specific function in ensuring effective governance of the Council's delivery of its duties and its powers and its expenditure.	30/11/20	Director of Legal & Governance
•	As part of that review, the specific corporate role, definition and resources for the shareholder representative function will be examined.	30/11/20	Director of Legal & Governance
Page 18	External advice and best practice will be sought to define officer roles / functions that communicate and safeguard the interest of the Council in relation to the effective corporate governance of individual council companies.	30/01/21	Director of HR and Customer
•	This review will fully involve the chief executives/chief officers of the Council's companies, as well as the Chairs and governance of Council company Boards.		
•	Once the role and resources have been determined, costings to implement the new function and an appropriate role description (s) will be produced and submitted for decision.	31/10/20	Director of HR and Customer
•	Whilst this review is underway the current shareholder representatives will be reviewed, any existing gaps filled and interim new role definitions will be drawn up as well as appropriate training provided.	30/11/20	Director of Legal & Governance
•	In addition to individual roles being identified and re-defined from the review of the constitution, there are also Council bodies that perform a vital function for the Council's effective governance. The role of the Executive Board, Companies Governance Executive Sub-Committee, Overview and Scrutiny Committee and the Audit Committee's terms of reference will also be reviewed to ensure clarity on role and	20/12/20	Director of Legal & Governance

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accountability for Council companies' governance across the Council. The Chairs of Overview and Scrutiny and the Audit Committee will be fully involved in this review.			
Training will be offered to all members and chief officers on the roles of these bodies.	30/01/21	Director of Legal & Governance	

When allocating roles on Council-owned organisations to individual Councillors, the Council should ensure that the scope for conflicts of interest is minimised, with a clear divide between those in such roles and those responsible for holding them to account or overseeing them.

Portfolio Holder accountability: Councillor Sally Longford - Energy, Environment & Democratic Services

A	ction	Deadline	Accountability
•	The Council's constitution and the appointments process of Councillors onto Council company boards will be reviewed. A councillor may not be appointed as chair of a council company board whose main activity lies within any executive portfolio they hold.	30/11/20	Director of Legal & Governance
• Pa	The length of appointment tenure beyond a 12-month appointment period will be reviewed to enable consistency of membership of the board and to develop knowledge and experience	30/11/20	Director of Legal & Governance
ag <b>e</b> 20	An amendment to the Constitution will be developed for formal consideration, so if a	31/03/21	Director of Legal & Governance
•	In addition, the Council will take steps to minimise any other possible conflicts of interest for directors on Council company boards by ensuring the improved training offer to be developed for members includes how to recognize and avoid any conflicts of interest for chairs and Councillor directors.	30/01/21	Director of Legal & Governance
•	The access to formal advice from the Council's legal and democratic service for all councilors appointed to council company boards on conflicts of interest or any other matter will continue to be made available.	With immediate effect	Director of Legal & Governance

The Council should ensure that risks relating to its companies are considered for inclusion in its overall risk management processes, with appropriate escalation and reporting, rather than being seen in isolation.

Portfolio Holder accountability: Councillor Sam Webster Finance, Growth & the City Centre

A	ction	Deadline	Accountability
•	The Council's high level risk register was created in May 2020 and was reviewed by the July 2020 Audit Committee. A number of Council company risks were included in that new risk register. This will continue to be developed and refined.	30/11/20	Strategic Director of Finance
<ul><li>Page 21</li></ul>	The Council's risk management framework has been reviewed to ensure the full incorporation of council company risks across all risk registers within departments and also in the new financial risk register. Council companies' risks will be separately considered and reported in such a way that explicitly draws out the risks to the Council that may arise from the financial (and other) performance of the various companies. This review will fully involve the chief executives/ chief officers of the Council's companies, as well as the Chairs and members of the Company Boards.	30/11/20	Strategic Director of Finance
•	The reporting of risks to Council company boards will also be implemented as part of this action.	30/11/20	Strategic Director of Finance
•	The regularity of the reporting of the high level risk register to the Audit Committee and the Executive Board and Overview & Scrutiny Committee will be reviewed as part of this action. The Chairs and members of these bodies will be fully involved in this action.	30/11/20	Strategic Director of Finance
•	The reporting of companies' related risks will form part of the suite of reporting information presented to the Companies Governance Executive Sub-committee		

As the new arrangements for monitoring companies are rolled out alongside the Companies Governance Executive Sub-Committee (CGESC), the Council should ensure that financial information is provided in accordance with its requirements and is fully understood by the Sub-Committee and others involved in holding the companies to account, and that robust action, with the oversight of the s151 officer, is taken if suitable information is not provided.

Portfolio Holder accountability: Councillor Sam Webster Finance, Growth & the City Centre

A	ction	Deadline	Accountability
•	The Companies Governance Executive Sub-Committee (CGESC) has been meeting since 2019 and has established reporting requirements for all Council companies.	30/11/20	Director of Legal & Governance
•	A dedicated senior finance post provides additional capacity and capability to managing the financial reporting requirements on the Council's group of companies.		
Page	The current role and remit of the CGESC will be reviewed as to how it can deliver the most effective governance in the light of The Report in the Public Interest.	30/11/20	Director of Legal & Governance
22.	Officer support is to be provided to offer full advice and analysis for members on CGECS, Audit Committee and Overview & Scrutiny Committee in relation to risks; annual reviews of & updates on business cases and plans; scheme of delegation; financial matters and overall delivery.	30/11/20	Strategic Director of Finance
•	The dedicated senior finance role will also be continually reviewed in the light of The Report in the Public Interest to ensure it is fulfilling the corporate function needed and that departments and Council companies understand their relationship and new ways of working on this matter.	With immediate effect	Strategic Director of Finance
•	The s151 Officer will make recommendations to CGESC regarding action to be taken in the event that Companies do not comply with the required reporting requirements.	30/11/20	Strategic Director of Finance
•	Council company financial information reporting will be reviewed to see how more explicitly it can be referenced in the regular Council budget monitoring reports provided to the Executive Board on a quarterly basis	30/11/20	Strategic Director of Finance
•	This review will need to consider how to balance the transparency in the Council's		

budget reporting with the need to retain commercially sensitive information in the private part of any public meeting.	

Within the new arrangements involving the Companies Governance Executive Sub-committee, the Council needs to ensure that responsibilities for scrutiny and risk management are given sufficient prominence, including giving the Audit Committee explicit responsibility for scrutiny of governance and risk management across the group.

Portfolio Holder accountability- Councillor Sally Longford – Energy, Environment & Democratic Services

A	etion	Deadline	Accountability
•	The Council will review the terms of reference for Companies Governance Executive Sub Committee (CGESC), Overview and Scrutiny Committee and the Audit Committee to ensure that roles and responsibilities are explicitly clear. The Chairs of all these bodies will be fully involved in this action.	30/11/20	Director of Legal & Governance
Page 24	External advice will be sought on best practice in defining the roles between these bodies and on effective training for members to understand and work in these new defined roles and to achieve the prominence in practice.	30/11/20	Director of Legal & Governance
•	The training packages that will be offered will carry the same mandatory requirements for membership off these bodies to continue.		
•	Specific training modules will be drawn up to explicitly support the chairs of these bodies in carrying out their new roles.	30/01/21	Director of Legal & Governance

In addition to those referred to in recommendations above, the Council should apply the lessons from Robin Hood Energy in a further review of its company governance arrangements, in particular to ensure that risks are appropriately flagged and managed, as well as successfully implementing the more robust monitoring agreed by the Companies Governance Executive Sub-Committee.

#### Portfolio Holder accountability: Councillor David Mellen – Leader

Action		Deadline	Accountability
•	The Council will draw together all the varying reviews and activity as outlined above into an overall picture of its governance arrangements and from that produce a unified report on the lessons to be learnt from Robin Hood Energy Ltd.	20/12/20	Director of Legal & Governance
• Page	This learning lessons report will draw upon the effective practice of some of the other Council company boards to share those positive lessons across the group of council companies as well.		
25	External support and advice will be sought on how best to draw together all the learning from the reviews.		
•	This review will fully involve the chief executives/chief officers of the Council's companies, as well as the Chairs and members of the Company Boards.		

As part of this review, the Council should consider the appropriateness of the definition of the shareholder role adopted in the 2019 report and give it an emphasis on protection of the Council's financial interests alongside other elements.

Portfolio Holder accountability: Councillor David Mellen – Leader

A	ction - N.B. the actions below must be read alongside the actions for Recommendation 5	Deadline	Accountability
•	The Council's Constitution and Scheme of Delegation will be reviewed to identify the roles that perform a specific function in ensuring effective governance of the Council's delivery of its duties and its powers and its expenditure.	30/11/20	Director of Legal & Governance
<ul><li>Pag</li></ul>	As part of that review, the specific corporate role and resources for the shareholder representative duty will be examined and in particular how it safeguards the Council's financial interests.	30/11/20	Director of Legal & Governance
e <b>2</b> 6	External advice and best practice will be sought to define officer roles / functions that communicate and safeguard the interest of the Council in relation to the effective corporate governance of individual council companies.	30/01/21	Director of HR and Customer
•	Once the role and resources for this function have been determined, costings to implement the new function and an appropriate role description will be produced and submitted for decision.	30/11/20	Director of Legal & Governance  Director of HR and Customer
•	Whilst this review is underway the current shareholder representatives will be reviewed, any existing gaps filled and an interim new role definition be drawn up and training provided.	31/10/20	Director of the and oddiomer

The Council should use the experience of owning RHE to consider whether there are any lessons for its wider governance, particularly in relation to the 'checks and balances' which need to be in place, including the need for a stronger monitoring and scrutiny function and moving to a culture in which challenge of political priorities and how they are being implemented is seen as a positive.

Portfolio Holder accountability: Councillor Sally Longford - Energy, Environment & Democratic Services

Α	ction	Deadlines	Accountability
•	An overarching review of the Council's wider governance arrangements will be commissioned following advice from the LGA and other relevant external bodies.	31/03/21	Director of Legal & Governance
•	External advice and best practice models will be considered alongside an in-depth assessment of council practice to date		

The Council should ensure that it reflects the financial pressures arising from RHE alongside those from covid-19, demand-led services and other areas to produce balanced and achievable financial plans for the current year and for the medium-term, without disproportionate, unsustainable reliance on one-off measures.

#### Portfolio Holder accountability: Councillor Sam Webster Finance, Growth & the City Centre

Α	ction	Deadlines	Accountability
•	The construction of a refreshed Medium Term Financial Strategy (MTFS) is underway and due to be reported to Full Council in October 2020.	05/10/20	Strategic Director of Finance
•	This will set out at a high level how the Council will balance its budget over the medium term and incorporates the financial implications for Council own companies for the overall Council budget.		
Page 28	More detailed plans will be brought to Full Council in December 2020.	December 2020	Strategic Director of Finance

To further support the work necessary to fully respond to the findings in *The Report in the Public Interest*, there are some further actions for full Council to consider.

#### NCC 1. Review of Council's approach to the ownership of companies.

The Council has a range of companies totally in its ownership and some owned jointly with others. These companies have developed over time and further are planned to be created during this period of office as outlined in the Council Plan. In the light of the findings of this report the overall approach of the Council to its relationship with its companies could benefit from a review.

Portfolio Holder accountability: Councillor David Mellen – Leader

Action		Deadlines	Accountability	
•	Establish the basis of ownership of the Council's companies and the differing frameworks and legislative basis upon which they were created.	31/03/21	Director of Legal and Governance	
٠	Seek out external advice on the best practice model of council ownership of local authority controlled companies and managing the risks and benefits they present.			
Page 29	Following that advice and review, construct a council framework of NCC's company ownership with particular regard to risk management and accountability to the Council.	June 2021	Director of Legal and Governance	
•	Review all existing companies against that framework and where there is divergence establish whether a business need exists to maintain the difference or agree changes to comply with the framework.	June 2021	Director of Legal and Governance	
•	Any proposed additional council companies should be established using this new framework.	With immediate effect		

#### NCC 2. Review of effective governance practice in NCC companies

The Council has a number of companies which have had effective governance over a number of years and which have involved elected members on the boards. As part of this improvement work it is important to understand what has made those council companies and Boards effective and how any learning can be applied to other council companies and the other recommendations in this Action Plan.

Portfolio Holder accountability: Councillor Sally Longford – Energy, Environment & Democratic Services

Α	Action		Accountability
•	Seek out external guidance on independently assessing effective company governance and use this to assess the governance practice of all Council owned companies.	31/03/21	Director of Legal and Governance
•	Following that assessment, draw out any lessons or good practice that can be shared across all council companies.	June 2021	Director of Legal and Governance
Page		June 2021	Director of Legal and Governance
e 30	Companies Governance Executive Sub Committee, Executive Board and the Audit Committee to consider the findings of this review and its recommendations.	June 2021	Director of Legal and Governance

#### NCC 3. Review of membership of the Audit Committee

As a solution to the pressures from the reduction in public funding of services, the Council either owns or has a major interest in a considerable number of companies. It has also pursued a policy of in-house commercialisation of some services. As such the company and commercial trading risks it carries are more that would normally be expected for a local authority.

As such, the role that the Audit Committee plays in giving assurance to the Council on these commercial risks and trading outcomes is vital. In the light of the findings of the Report in the Public Interest, it is proposed that a review of the membership of the Audit Committee is undertaken to consider whether it is necessary to bring in additional expertise in a relevant capacity to further support the Committee.

#### Portfolio Holder accountability: Councillor David Mellen – Leader

Action	Deadlines	Accountability
<ul> <li>Review of the current membership of the Audit Committee.</li> <li>Seek out external advice of best practice models of Audit Committees in local government that could bring additional support to how the council is dealing with the risks it is facing</li> </ul>	30/01/21	Strategic Director of Finance

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2	21 July	18 August	22 September	20 October	17 November	15 December	19 January	16 February	16 March	20 April	May (TBC)
nts											
nda C	Commissioning and Procurement Support for Council-Owned Companies			Financial Governance Standards for City Council Companies	Company Director Training & Development Roles & Responsibilities of members on company boards		Companies Conference				Companies Governance Executive Sub Committee Annual Report
			Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update	Public Interest Report (PIR) Response Update
			Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update	Presentation by Group Company (Blueprint) Strategic plan Business Plan Financial update
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F P	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21 External Audit	City Council Companies Financial Performance Report 2020-21 Summary	City Council Companies Financial Performance Report 2020-21 Summary six-	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2020-21	City Council Companies Financial Performance Report 2021-22 Summary year
				Reports for all companies and NCC	financial year end position 2019-20 City Council companies	monthly or annual performance of NCC companies					end position 2020-21 NCC companies
C	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans	Significant change in existing company plans
b	Approval of New Companies ousiness cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation	Approval of New Companies business cases and formation

Key -

Exempt Item

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# blueprint

NCC Companies Governance Executive Sub-committee September 22<sup>nd</sup> 2020

# **Contents**

# **Introduction**

- 1. The Blueprint Partnership
- 2. Corporate Structure & Governance
- 3. Risk Management and Controls

## **Business Plan**

4. Current Strategy

# Finance & Funding

- %5. Financial Report
  - 6. Funding Strategy & current Status
  - 7. Covid Response
  - 8. Impact of Covid and Future Strategy

# Appendices\*

- A. Competitive Advantage and Focus
- B. Project Selection and Approval Gateways
- C. Portfolio of Projects



<sup>\*</sup>The appendices are provided for information and will not form part of the spoken presentation to the Executive Sub-Committee

# blueprint



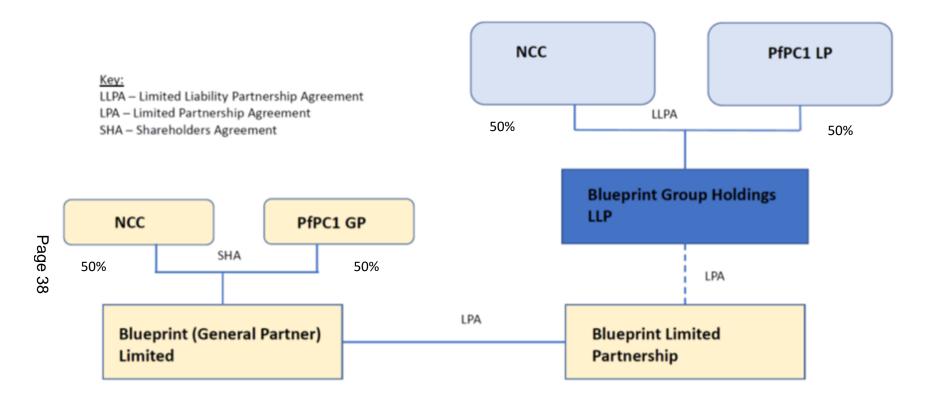




- Formed May 2005 EMDA and Aviva Investors Igloo Regeneration Partnership
- Homes & Communities Agency acquire EMDA shareholding (50%) September 2011
- NCC acquire HCA (now Homes England) shareholding (50%) in March 2015
- PfP Capital acquire Aviva shareholding (50%) May 2018
- Igloo Regeneration Limited provide Development Management, Finance, Investment Management and Company Secretarial services to Blueprint



#### **Blueprint LLP Structure**



- Day to day activity conducted in Blueprint (GP) Limited as general partner of the Limited Partnership – 50/50 JV with each Shareholder committing agreed fixed level of revolving Loan Notes (equity). Liability of the LP limited by Loan Notes.
- Blueprint Group Holdings LLP is the 'umbrella' which sits above the LP structure each Member has a 50% share (capital contribution £1.00 each).
- LLP prevents 'leakage' into the Member organisations, any Blueprint liability stops at the LLP and is limited to the value of the capital contribution.



#### Governance

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- Independent Chair
- Shareholders Agreement governs the objects of the company, decision making, general powers and responsibilities of the Partners
- Directors induction for all new Directors Role of Director and Duties, Business Plan, Finance, Funding,
   Projects and physical Site Visits
- Register of Directors Interests
  - 6 Board meetings/annum Standing items for each Board: Finance/Funding/Key Issues Dashboard (RAG summary of Blueprint activity and horizon scan)/Health & Safety/Project Updates/New Business/Development Management Fee tracker
  - Annual Governance calendar:
    - March Business Plan approval 3 yr plan with annual review detailing Strategy, Finance, Funding & Returns, Risk, Schedule of Delegation, SWOT, Programme, Pipeline
    - May Directors Duties & Directors Induction Review
    - June External Auditor and sign off of the Audited Accounts
    - September Corporate Risk Map
    - October Mid Year Review
    - December Business Plan look forward



### **Risk Management and Controls**

- Vehicle structure limits liability and prevents leakage of liability into Member organisations
- Corporate risk map identifies All Risks, Key Risks, Key Controls in place, Risk Mitigation activity and new
  actions required to increase/improve mitigation. Formal review by Board through business plan cycle and
  September risk review.
- Emerging Risks communicated at Board meetings (Key issues dashboard horizon scanning & detail reports detailing policy and market changes impacting activity) or via Board correspondence where immediate response is required.
- 4 Stage gateway approval process for all projects project financial performance, funding, alignment to strategy and risk reported to the Board at each stage for approval and agreement to progress to the next stage.
- Annual financial audit Auditors report direct to the Chair
- NCC dedicated Officer to the Blueprint Board provides a continuous link to Blueprint activity

### **Risk Management and Controls (cont'd)**

- Financial management system (Sage) aligned to approved budgets, purchase order required for all payments. Electronic payments include 2 stage authentication with all payments over £20k authenticated by a senior officer and a Director. Bi monthly review of overheads and individual project costs by Blueprint CEO with Finance Team, Investment Manager and Development Managers.
- Igloo Regeneration certified to ISO 9001 subject to internal and external audit. Experienced Development Management, Funding and Financial Management and Company Secretary.
  - Policies and Procedures reviewed as part of the Business Plan cycle (annually) and as required for emerging legislative changes.
- Individual Project Risk Map maintained and managed throughout the development cycle and presented to the Board at stage approvals

## **Business Plan: Current strategy**

Blueprint's mission is to generate social, economic and environmental benefits within a commercial framework by stimulating and delivering sustainable, well designed development (residential led mixed use regeneration).

- creation of Place
- delivery of investment returns and
- development which delivers above market sustainable property and long term social capital.

### What does Blueprint deliver for NCC?

- Commercial return on investment
- Arms length land acquisition at market value
- Regeneration, placemaking and creation of new homes and neighbourhoods in the City
- Catalyst attracting further investment Pelham Homes & KMRE (Waterside), Keepmoat (The Meadows)
- Exemplar projects driving up the quality of the built environment Trent Basin recognised by RIBA
- Wider community engagement and support Flo Skatepark, Bikeworks, One Thoresby Street
- Alignment to City Plan carbon neutral City/new homes/environment and sustainability /continued regeneration of Waterside/transport communities that promote walking, cycling and public transport/support local business and social enterprise meanwhile to permanent uses.

Our work attracts people to live, remain and return to the City, enhancing communities and the long term local economy.

## **Financial Report**

- Since NCC invested in BP in 2015 it has made a profit every year
  - £3.4m has been returned to NCC to date
- Net assets of £14.0m at 31<sup>st</sup> March 2020; £13.0m relates to work in progress on development projects.
- Mid year review in October to consider impact of Covid 19 on sales programme.

#### **Blueprint**

**Historical Financial position post NCC acquisition** 

Year End	Opening net assets	Income for year	NCC Distribution	Aviva/PFPC1 Distribution	Closing net assets
	£m	£m	£m	£m	£m
31.03.15	15.2	1.4	0.0	0.0	16.6
31.03.16	16.6	2.5	(1.5)	(1.5)	16.1
31.03.17	16.1	0.4	0.0	0.0	16.5
31.03.18	16.5	0.7	(0.5)	(0.5)	16.3
31.03.19	16.3	0.3	(0.2)	(0.2)	16.3
31.03.20	16.3	0.2	(1.3)	(1.3)	14.0
Total		5.5	(3.4)	(3.4)	



## **Funding Report: Strategy & current status**

- Blueprint is funded through a combination of Partner Loan Notes, recycled sales capital and debt.
- Blueprint provides a sources and uses analysis at each board meeting which details its committed investment over a 2-year period and its committed sources of funding.
- Each Board meeting is provided with robust sensitivity analyses that examines its cash position in the base case scenario, a sales delay scenario and if no sales or revenue is received over a 2 years period. In this way Blueprint and its board are fully advised on the risk and funding requirements to the vehicle.

## **COVID Response**

- Weekly board calls
- Additional sensitivities
- Virtual tours for sales
- Sales reinstated immediately restrictions were lifted Covid compliant viewings
- Annual financial audit completed to the original timescales
- Short delay to construction as a result of Covid shutdowns
- Limited additional management costs increased contract length and management of contractors whilst off site

## **Impact of Covid and Future Strategy**

- No change in long term strategy we will continue to deliver housing and mixed use regeneration
- COVID has delayed the sales programme as a result of short term site closures. Sales progressing post COVID at the values set prior to COVID.
- Some minor delay to delivery of business plan targets reflecting sales and construction site lockdowns.
- Business continuity maintained throughout lockdown by all parties with no apparent disruption. Blueprint Board will consider longer term lessons and adjustment to working practices and product in the light of a post COVID world.

### **APPENDICES**

The Following slides will not form part of the verbal presentation and are provided for Committee Members information

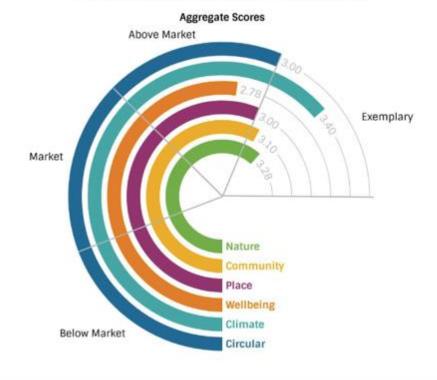
### **Competitive Advantage**

- Experience and expertise in certain market sectors including development of sustainable housing and sustainable workspaces
- Capabilities in relation to place making and creation of new neighbourhoods
- Capabilities in relation to financial structures to support complex development projects
- Ability to combine the respective competencies, strengths and assets of the partners to generate value and opportunity
- Culture and track record of innovation in the built environment (including structure, remit, process and product)
- Availability of a proven methodology (Footprint) as a means to create value

#### **Competitive Advantage**

Blueprint Uses The Footprint<sup>®</sup> sustainable investment methodology

## Elms School (June 2019)



## footprint®

#### Supporting the UN Sustainable Development Goals



WELLBEING
Delivering Quality
of Life









PLACE
Healthy, Happy
Neighbourhoods





NATURE Rewilding the City





CLIMATE Planet Positive Places







CIRCULAR
Preserving Finite
Resources





#### **APPENDIX B**

#### **Project selection**

- Projects that offer opportunities to Replicate Proven Development Models adapted as appropriate to local context (e.g. compact low energy housing like Green Street, The Meadows)
- Projects where successful development will depend critically on **Creative Placemaking and Neighbourhood Building** (e.g. Trent Basin, Nottingham Waterside).
- Complex Sites requiring high level regeneration expertise and experience (e.g. Trent Basin, Nottingham Waterside)
- Projects that offer opportunities to bring forward **Mixed Use Residential Led Developments** (e.g. Trent Basin, Nottingham Waterside).
- Strategic trading asset acquisitions that return immediate and medium term income and present opportunities for future development or enhanced sale value.

#### **Project Approval Stages**

STAGE ONE: Initial Appraisal - feasibility

STAGE TWO: Detailed appraisal – design development & pre-app – planning submission

STAGE THREE: INITIAL DELIVERY PHASE – planning approval, land acquisition, procurement

STAGE FOUR: Development Phase – construction delivery and sales/lettings



#### **APPENDIX C**

## **Portfolio of Projects:**

- 1. Under Construction: Meadows Green & Trent Basin
- 2. Ready to Start: Fruit Market Custom Build Ph 1
- 3. In Development: Elms School
- 4. Completed: Green St, Hobart & Pitcairn, Nottingham Science Park

## MEADOWS GREEN



























# FRUIT MARKET

**Community Custom Build** 

























## GREEN STREET PH 1 & 2, THE MEADOWS

#### **DEVELOPMENT OVERVIEW:**

Green Street created a new residential community built on the 1.3 acre site of a former school near the River Trent in the Meadows area of Nottingham.

Planning permission for the site was granted in September 2009 and construction commenced in January 2010. The project addressed an untapped market for sustainable, energy efficient homes, selling entirely of plan

e 59





#### **AWARDS:**

- Best Custom Build Project", Green Street Phase II (Build It Awards 2015)
- "Developer of the Year", Blueprint (The East Midlands Business Link Bricks Awards 2015)
- "Sustainable Development of the Year", Blueprint for Green Street Phase II (The East Midlands Business Link Bricks Award 2015)



## HOBART AND PITCAIRN, THE MEADOWS

#### **DEVELOPMENT OVERVIEW:**

A joint venture between Blueprint, ASRA Housing Group and William Davis, Hobart & Pitcairn delivering 35 market sale homes and 38 Asra homes for social rent and shared ownership.

#### **AWARDS:**

Residential Development of the Year - Hobart & Pitcairn (Insider Midlands Residential Property Awards 2016)







## NOTTINGHAM SCIENCE PARK, NOTTINGHAM

#### **DEVELOPMENT OVERVIEW:**

Nottingham Science Park began in 2006 with the reclamation of 12 acres of contaminated land, unused for over 50 years. The site is located immediately adjacent to the University of Nottingham, two miles west of Nottingham City Centre and connected by the Nottingham tram system.

#### **SUMMARY:**

- 22 acres
- \$2,000 sq ft office space
- EPC A-Rated
- · Architect: Studio Egret West

#### **INNOVATION AND SUSTAINABILITY:**

- The development is designed around a series of interconnecting wooden lily pads, suspended above a wetland habitat. The man-made nature reserve provides not only a beautiful landscape but also a sustainable urban drainage system.
- The initial 52,000 sq ft of business space reflects the Science Park's ethos of innovation, creativity and environmental sustainability through a distinctive high-tech design with effective low-tech sustainable solutions



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By virtue of paragraph(s) 3 of Part 1 of Schedule 12A of the Local Government Act 1972.



