

Blackpool Council

19 May 2022

To: Councillors Clapham, Taylor and L Williams

The above members are requested to attend the:

SHAREHOLDER COMMITTEE

Friday, 27 May 2022 at 10.00 am
in Conference Room 3A and 3B, Bickerstaffe House

A G E N D A

ADMISSION OF THE PUBLIC TO COMMITTEE MEETINGS

The Head of Democratic Governance has marked with an asterisk (*) those items where the Committee may need to consider whether the public should be excluded from the meeting as the items are likely to disclose exempt information.

The nature of the exempt information is shown in brackets after the item.

1 DECLARATIONS OF INTEREST

Members are asked to declare any interests in the items under consideration and in doing so state:

(1) the type of interest concerned either a

- (a) personal interest
- (b) prejudicial interest
- (c) disclosable pecuniary interest (DPI)

and

(2) the nature of the interest concerned

If any member requires advice on declarations of interests, they are advised to contact the Head of Democratic Governance in advance of the meeting.

2 * MINUTES OF THE LAST MEETING HELD ON 18 MARCH 2022 (Pages 1 - 14)

To agree the minutes of the last meeting held on 18 March 2022 as a true and correct record. There are two sets of minutes one public and one restricted attached.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

3 * SHAREHOLDER UPDATE

To receive a verbal update on the Council's wholly-owned companies provided by the Shareholder representatives. To include the latest developments on housing levelling-up pilot.

(This item contains commercially sensitive information which is exempt from publication By virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

4 ACTION TRACKER (Pages 15 - 20)

The Committee to note the actions required on the Action Tracker document and receive an update on progress on any actions outstanding.

5 * WHOLLY-OWNED COMPANY FINANCIAL PERFORMANCE AS AT MONTH 0 2022/23
(Pages 21 - 30)

To report detailed information on the financial performance of each of the Council wholly-owned companies to the Shareholder Committee in line with decision EX26/2021.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

6 * BLACKPOOL COASTAL HOUSING LIMITED GENERAL UPDATE (Pages 31 - 36)

To receive an update on key emerging issues and the social housing white paper.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

7 * BLACKPOOL COASTAL HOUSING LIMITED KPIS AND BUSINESS PLAN (Pages 37 - 70)

To inform the shareholder of current performance and the company's business plan.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

8 * BLACKPOOL COASTAL HOUSING LIMITED FINANCIAL PERFORMANCE (Pages 71 - 78)

To inform the shareholder of the current financial performance of the company.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

9 * BLACKPOOL HOUSING COMPANY LIMITED: KPI AND FINANCIAL PERFORMANCE AT PERIOD 6 (2021/22) (Pages 79 - 90)

To provide the Shareholder with a progress update in respect of Blackpool Housing Company Ltd and its subsidiary, Lumen Housing Ltd.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

10 * BLACKPOOL HOUSING COMPANY LIMITED BUSINESS PLAN AND BUDGET 2022/23 (Pages 91 - 102)

This report presents the long term draft Business Plan and Budget for 2022/23. Summary information related to these is attached in the form a 10 year Profit and Loss projection, a monthly 2021/22 Profit and Loss Budget, a consolidated business plan incorporating Lumen and the former business of Lancashire Management Operations Ltd (LMOL) and a table showing stress testing results.

(This item contains commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

11 DATE AND TIME OF THE NEXT MEETING

To note the date and time of the next meeting as Friday 17 June 2022, commencing at 10am subject to confirmation at Annual Council.

Venue information:

Third floor meeting room (lift available), accessible toilets (ground floor), no-smoking building.

Other information:

For queries regarding this agenda please contact Sharon Davis, Scrutiny Manager, Tel: 01253 477213, e-mail sharon.davis@blackpool.gov.uk

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Present:

Councillor Taylor (in the Chair)

Councillors

Clapham (Co-optee) L Williams

In Attendance:

Lennox Beattie, Executive and Regulatory Manager
Alan Cavill, Director of Communications and Regeneration
Katie Rourke, Company Secretariat Manager- Items 1 to 8 only
Mark Towers, Group Company Secretary
Kirsten Whyatt, Finance Manager

Councillor Cain, Chair, Blackpool Operating Company Limited- Items 9 and 10
John Child, Managing Director, Blackpool Operating Limited (virtually)- Items 9 and 10
Lorraine Hurst, Company Secretary, Blackpool Operating Company Limited (virtually)

1 DECLARATIONS OF INTEREST

There were no declarations of interest on this occasion.

2 EXCLUSION OF THE PUBLIC

The Committee considered excluding the public and press from a number of items on the agenda that would likely lead to the disclosure of information that was exempt from publication on the grounds that they would involve the likely disclosure of exempt information as defined in Paragraph 3 of Part 1 of Schedule 12A of the Act. The Committee carefully considered the public interest and concluded that the public interest would be best served by excluding the public and press due to the potential impact on the Council's wholly owned companies and third parties

Resolved:

That the public and press be excluded from the meeting during consideration of the following agenda items Item 2 Minutes of the meeting held on 25 February 2022; Item 3 Shareholder Update; Item 4 Wholly Owned Company Financial Performance at Month 10 2021/22; Item 8 Blackpool Operating Company Services Limited Financial Position and Item 9 Blackpool Operating Company Limited Key Performance Indicators; on the grounds that they would involve the likely disclosure of exempt information as defined in Paragraph 3 of Part 1 of Schedule 12A of the Act.

MINUTES OF SHAREHOLDER COMMITTEE MEETING - FRIDAY, 18 MARCH 2022

3 MINUTES OF THE LAST MEETING HELD ON 25 FEBRUARY 2022

The Committee considered the minutes of the last meeting held on the 25 February 2022, noting that there was a public and restricted version of the minutes.

The Committee agreed that the minutes of the meeting be signed by the Chair as a true and correct record.

4 SHAREHOLDER UPDATE

The press and public were excluded prior to the consideration of this item as defined in Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

Mr Mark Towers, Group Company Secretary, Mr Alan Cavill, Director of Communications and Regeneration and Ms Kirsten Whyatt, Finance Manager were invited to provide an update on the Council Wholly-Owned Companies on behalf of the Shareholder.

The Committee noted the update provided.

5 WHOLLY-OWNED COMPANY FINANCIAL PERFORMANCE AS AT MONTH 10 2021/22

(The press and public were excluded prior to the consideration of this item as defined in Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

Ms Kirsten Whyatt, Finance Manager, provided an overview of the financial performance of the Council's Wholly-Owned Companies as at Month 10 2021/2022. Ms Whyatt reminded members that this would be the final monthly monitoring report of 2021/22 and it was intended that the final outturn would be presented to the June meeting.

The Committee discussed the financial information in detail and noted the report.

6 ACTION TRACKER

The Board considered an action tracker of decisions. It noted progress updates on a range of decisions previously taken by the Committee.

The Shareholder Committee agreed that this document provided a useful and important way to monitor the implementation of previously agreed actions. The Committee agreed that the action tracker should continue to be presented to the Shareholder Committee.

7 COMPANY GOVERNANCE FRAMEWORK

The Shareholder Committee considered a report on a proposed governance framework for the Council's wholly-owned companies. Mr Mark Towers, Group Company Secretary and Mrs Lorraine Hurst, Deputy Company Secretary, presented the report to the Committee and in doing so they highlighted that the Council as Shareholder had since 2016 had a governance framework in place. In 2021, particularly as a result of the issuing of the revised Local Partnerships guidance for Councils running commercial and trading companies, it had been considered that the framework should be fully updated and revised based on this guidance and other best practice documents.

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Mr Towers explained that during the development of the framework, workshops had been held with Chairs of the Company Audit Committees and other representatives including company Managing Directors and Finance Directors. It was noted that the revised framework now covered a wider range of governance matters including those areas recommended within the Local Partnerships guidance and highlighted for inclusion in the recent external audit review including: Board director roles, obligations and training; management and reporting of risk and strategic plans; and shareholder matters including reserved matters and statutory officers. It was emphasised that the management of risk section had been completely updated to ensure that companies agreed a risk appetite and reported risks in a consistent manner.

The document would be supplemented by the future development of supporting governance documents such as a disputes resolution procedure and conflicts of interests policy.

The introduction of a revised framework would ensure consistency across companies but it was noted that the framework would include sector specific modifications to meet regulatory requirements where appropriate.

Mr Towers explained that following consultations two minor additions had been proposed one to ensure the Audit Committees were required to consider the monitoring of the ethical framework and that Employment Committees should have an oversight of the company's pension arrangements.

Shareholder Committee decision:

1. To approve the model governance framework, subject to the minor amendments outlined above, for all wholly-owned companies within the Council group.
2. For the Shareholder to request that company Boards adopt the framework at the next cycle of meetings, together with appropriate tailoring for the company and its sector.

Reason for the decision:

The Shareholder Committee noted its role to ensure that companies within its group have robust governance arrangements based on guidance available and best practice. The model framework had been developed on this basis and provides consistent governance arrangements across the group. The review of the framework was noted in the recent external audit on wholly owned subsidiary governance and formed part of the recommendations for the Council in its shareholder role.

Other options considered:

The Shareholder Committee noted an alternative would be to not have an updated governance framework but agreed that this would be would pose a potential governance risk to the Council and its companies.

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Date of decision:

18 March 2022.

8 LANCASHIRE MANAGEMENT OPERATIONS LIMITED

The Shareholder Committee considered a report on the recommendations of the Blackpool Housing Company Limited Board and the Lancashire Management Operations Limited Board regarding the transfer of the lease for the Tramshed student accommodation in Preston to Blackpool Housing Company Limited.

The report was presented to the Committee by Mr Mark Towers, Group Company Secretary. Mr Towers explained some of the history behind the acquisition of the Tramshed providing student accommodation in Preston as an out of borough investment under the Council's Growth and Prosperity Programme. Mr Towers then explained the current and long term forecast position of Lancashire Management Operations, explaining that this meant that there was assurance that the development would be operated in a sustainable way and could now be assimilated into one of the Council companies to be managed. The current set-up had become disproportionate for the governance required for the lease. Blackpool Housing Company Board had agreed to the transfer of the Tramshed to the Company at its meeting on 22 February 2022 and the Lancashire Management Operations Board had similarly agreed to the transfer on 8 February 2022.

Ms Kirsten Whyatt, Finance Manager, explained that the Council's finance team would continue to provide support to the company during its transition until the completion of the audit for 2021/22. She further explained that the staff resources available from Blackpool Housing Company Limited would ensure continued good financial stewardship and governance.

The Shareholder Committee endorsed the course of action noting the support of the companies involved and that it had always been intended that the governance structures would be reviewed after the company had been within the Council's ownership for a number of years and its position had been stabilised.

Shareholder Committee decision:

1. To approve as the Parent organisation, the decisions of the Blackpool Housing Company Limited and Lancashire Management Operations Limited for the transfer of the entire share capital of Lancashire Management Operations Limited from Blackpool Council to Blackpool Housing Company Limited and subsequently the business, assets, liabilities and company functions of Lancashire Management Operations Limited to form a subsidiary company of Blackpool Housing Company Limited.
2. To authorise the Director of Communications and Regeneration to carry out any actions required to give effect to the transfer, on behalf of the Council.

MINUTES OF SHAREHOLDER COMMITTEE MEETING - FRIDAY, 18 MARCH 2022

Reason for the decision:

The Shareholder Committee considered that the Tramshed had been operating in a sustainable way and could now be assimilated into one of the Council companies to be managed. It agreed that the current set-up is disproportionate for the governance required for the lease. The arrangement does not require a separate company to be in place and once transferred should not be too resource intensive for Blackpool Housing Company. The Committee also noted that this course of action had been approved by the Board of Lancashire Management Operations Limited and Blackpool Housing Company Limited.

Other options considered:

The Committee considered retaining the company in its stand-alone current state. However it agreed that the governance and management required would not be proportionate for a stand-alone company. It also noted that there were experienced officers in Blackpool Housing Company who could add a more tailored resource than is currently applied to oversee the contract with the managing agent.

Date of decision:

18 March 2022

(Ms Katie Rourke, Company Secretariat Manager, left the meeting at this point).

9 BLACKPOOL OPERATING COMPANY LIMITED FINANCIAL PERFORMANCE

(The press and public were excluded prior to the consideration of this item as defined in Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

Mr John Child, Managing Director and Councillor Graham Cain, Chair of Blackpool Operating Company Limited joined the meeting at this point.

Mr John Child, Managing Director and Councillor Graham Cain, Chair of Blackpool Operating Company Limited provided an update on Financial Performance

The Committee noted the update.

10 BLACKPOOL OPERATING COMPANY LIMITED KEY PERFORMANCE INDICATORS

(The press and public were excluded prior to the consideration of this item as defined in Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972).

Mr John Child, Managing Director and Councillor Graham Cain, Chair of Blackpool Operating Company Limited provided an update on Key Performance Indicators.

The Shareholder Committee noted that as well as the excellent performance against key performance indicators that the Sandcastle Water Park had become the only attraction in England to be accredited with the Green Key Award, which recognised excellence in the field of environmental responsibility and sustainability operations. The Committee suggested that the Council explored a range of options for promoting this success with

MINUTES OF SHAREHOLDER COMMITTEE MEETING - FRIDAY, 18 MARCH 2022

other partners and how other companies could learn from this award.

The Committee noted the update.

11 DATE AND TIME OF NEXT MEETING

The Committee noted the date and time of the next meeting as Friday 27 May 2022, at 10am and noted that this date would be subject to confirmation at Annual Council.

Chairman

(The meeting ended at 11.35 am)

Any queries regarding these minutes, please contact:

Sharon Davis, Scrutiny Manager

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E-mail: sharon.davis@blackpool.gov.uk

Wholly Owned Subsidiaries Governance Review						
Recommendation	Risk rating	Deadline Date	Responsible Officer	Updates	Progress	
Rec 1	There should be a requirement for all WOCs to provide Risk Reporting and an Audit Committee annual report to their Boards and also to the Shareholder Committee.	High	Apr-22	Director of Governance and Partnerships / Head of Audit and Risk	All companies report on risk through their Audit Committees to their Boards and two companies have produced annual reports from their Audit Committees to the Boards. All companies will be asked to report to the Shareholder Committee with regard to risk from September 2022 onwards. All companies will produce an Annual Audit report following year-end.	In progress
	The Shareholder Committee should also prepare a report to the Council's Audit Committee.	High	Apr-22	Director of Governance and Partnerships / Head of Audit and Risk	This will be timetabled following receipt of the company annual reports to the Shareholder Committee.	Not started
	An overarching Strategic WOC Risk Register should be created, monitored and reported to the Shareholder Committee. Key risks should be escalated to the Council's Strategic Risk Register where appropriate.	High	Apr-22	Director of Governance and Partnerships / Head of Audit and Risk	This is currently being developed.	In progress
Rec 2	The progress of the Operational agreements should be reported to the newly formed Shareholder Committee.	Med	Sep-22	Director of Communication and Regeneration / Director of Community and Environmental / Director of Governance and Partnerships	There are currently operating agreements between Blackpool Waste Services Limited and the Council and Blackpool Coastal Housing and the Council. No other agreements exist with the other companies at this time.	Not started
	MSAs should be put in place for all companies pulling together the SLAs.	Med	Sep-22	Director of Communication and Regeneration / Director of Community and Environmental / Director of Governance and Partnerships	This is currently being developed.	In progress

Wholly Owned Subsidiaries Governance Review						
Recommendation		Risk rating	Deadline Date	Responsible Officer	Updates	Progress
Rec 3	Governance Framework documents should be completed and agreed with the WOC. The core document should be reported to the Shareholder Committee in the first instance prior to adoption by each of the WOCs.	Med	Apr-22	Director of Governance and Partnerships	Agreed by the Shareholder Committee 18 March 2022 and currently going through the Company Boards during April and May 2022.	In progress
	Policy Framework will be an appendix to the governance framework document. Actions where the Shareholder requires the WOCs to adopt will be approved by the Shareholder Committee in the first instance for example Living Wage, Climate Change and Public Sector Equality Duty.	Med	Apr-22	Director of Governance and Partnerships	Some companies have Board approval policy framework documents	In progress
	Actions should be monitored via the Shareholder Committee.	Med	Apr-22	Director of Governance and Partnerships		Not started
Rec 4	A WOC structure review should be undertaken to establish if the WOCs are set up to best achieve efficiency and effectiveness.	Med	Ongoing	Chief Executive	A review of Blackpool Coastal Housing was undertaken in 2020. Further discussions are required regarding the future scrutiny of companies.	Not started
	The results should be reported to the Shareholder Committee with an action plan for any weaknesses identified.	Med	Ongoing	Chief Executive		Not started
Rec 5	Detailed recovery financial plans will be included in reporting packs and scrutinised, challenged and reviewed at the Shareholder Committee	Med	Nov-21	Director of Governance and Partnerships	Completed although Shareholder Committee to focus now on action plans to meet financial targets	Completed

Wholly Owned Subsidiaries Governance Review						
Recommendation		Risk rating	Deadline Date	Responsible Officer	Updates	Progress
Rec 6	Reporting requirements should be established with templates for consistent reporting. These should include Financial Performance, KPI reporting, Recovery Loan reporting, Risk Management, Business Plans, Strategy Documents and Project performance.	Med	Jan-22	Director of Governance and Partnerships	There is a template for the KPIs. Business Plan and Annual Report templates are being developed.	In progress
Rec 7	There should be cyclical training requiring mandatory participation that is tracked and logged and networking events where Council objectives and vision can be shared along with providing opportunities for participants to share best practice and any group synergies for efficiency.	Low	Apr-22	Director of Governance and Partnerships	Training programme currently being developed with core/mandatory modules. The first series of training sessions on financial training have been organised for May 2022.	In progress

Wholly Owned Subsidiaries Governance Review						
Recommendation		Risk rating	Deadline Date	Responsible Officer	Updates	Progress
Shareholder Committee Decisions						
Decision		Date of decision	Deadline Date	Responsible Officer	Updates	Progress
BECL	To receive a report to a future meeting on the financial model and updated Business Recovery Plan agreed.	19/11/21	01/07/22	Michael Williams, Managing Director, BECL	Reports were received to the 25/02/22 Shareholder Committee meeting on financial performance and Business Recovery Plan, however, discussions regarding the financial model are still required.	In progress
BECL	To note that a revised lease agreement would be issued to BECL, to include the conference centre, in due course.	19/11/21	25/02/22	Steve Thompson, Alan Cavill	An update was provided at the 25/02/22. At the time of the meeting the lease had not yet been issued.	In progress
BECL	To note that an operating agreement would be considered with a report provided back to the Shareholder Committee in due course.	19/11/21	25/02/22	Steve Thompson, Alan Cavill	An update was provided at the 25/02/22. At the time of the meeting the operating agreement was still in development.	In progress
BECL	To review the Key Performance Indicators (KPIs) for the Conference and Exhibition Centre (CEC) and provide an update at a future meeting.	19/11/21	15/10/22	Alan Cavill, Director of Communications and Regeneration		
BECL	To consider running costs for opening of the Winter Gardens venue and return to a future meeting with the detailed options on opening for consideration.	25/02/22	01/07/22	Michael Williams, Managing Director, BECL		
BCH	To commission a study into the quality of sheltered housing accommodation provided by Blackpool Coastal Housing Limited and how residents in sheltered accommodation were supported. That Adult Social Care and Health representatives be included in the study and that the outcome be reported to the Shareholder Committee at a future meeting.	26/11/21	17/05/22	John Donnellon, Chief Executive, BCH	An update will be provided as part of the 17/05/22 meeting	In progress

Wholly Owned Subsidiaries Governance Review						
Recommendation		Risk rating	Deadline Date	Responsible Officer	Updates	Progress
LMOL	To approve as the Parent organisation, the decisions of the Blackpool Housing Company Limited and Lancashire Management Operations Limited for the transfer of the entire share capital of Lancashire Management Operations Limited from Blackpool Council to Blackpool Housing Company Limited and subsequently the business, assets, liabilities and company functions of Lancashire Management Operations Limited to form a subsidiary company of Blackpool Housing Company Limited and; To authorise the Director of Communications and Regeneration to carry out any actions required to give effect to the transfer, on behalf of the Council.	18/03/22	31/10/22	Mark Towers, Company Secretary, David Galvin (Managing Director) and Paul Whitehead (Director of Finance and Resources), Blackpool Housing Company	The transfer of share capital has now taken place and LMOL now forms a subsidiary of BHC and the process for it to be dissolved will commence following the signing of the end of year accounts.	In progress
ALL	To approve the model governance framework, subject to the minor amendments outlined above, for all wholly-owned companies within the Council group. For the Shareholder to request that company Boards adopt the framework at the next cycle of meetings, together with appropriate tailoring for the company and its sector.	18/03/22		Mark Towers, Company Secretary	As above, agreed by the Shareholder Committee 18 March 2022 and currently going through the Company Boards during April and May 2022.	In progress

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Report to:	SHAREHOLDER COMMITTEE
Relevant Officer:	Steve Thompson, Director of Resources
Relevant Cabinet Member:	Councillor Ivan Taylor, Deputy Leader of the Council and Cabinet Member for Partnerships and Performance
Date of Meeting:	27 May 2022

WHOLLY-OWNED COMPANY FINANCIAL PERFORMANCE AS AT MONTH 0 2022/23

1.0 Purpose of the report:

- 1.1 To report detailed information on the financial performance of each of the Council wholly-owned companies to the Shareholder Committee in line with decision EX26/2021.

2.0 Recommendation(s):

- 2.1 For the Shareholder Committee to consider and receive the report and to provide any feedback/ comments, as appropriate.

3.0 Reasons for recommendation(s):

- 3.1 To ensure financial performance of the Council's wholly-owned companies is kept under timely review by members.

- 3.2 Is the recommendation contrary to a plan or strategy adopted or approved by the Council? No

- 3.3 Is the recommendation in accordance with the Council's approved budget? Yes

4.0 Other alternative options to be considered:

None.

5.0 Council Priority:

- 5.1 The relevant Council Priority is The Economy: Maximising growth and opportunity across Blackpool.

6.0 Background Information

6.1 See reports and appendices circulated to members under separate cover.

6.2 Does the information submitted include any exempt information? Yes

The appendices attached to this report contain commercially sensitive information which is exempt from publication by virtue of Paragraph 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

7.0 List of Appendices:

Appendix 5(a): Financial Monitoring Report (exempt from publication).
Appendix 5(b): Financial position of Wholly-Owned Companies as at Month 0 (exempt from publication).

8.0 Financial considerations:

8.1 See appendices (exempt from publication).

9.0 Legal considerations:

9.1 None.

10.0 Risk management considerations:

10.1 Impact of financial performance against approved Revenue budgets and upon Council reserves and balances.

11.0 Equalities considerations:

11.1 An Equalities Impact Assessment was produced as a part of the budget-setting process and remains relevant.

12.0 Sustainability, climate change and environmental considerations:

12.1 None directly from this report.

13.0 Internal/ External Consultation undertaken:

13.1 None.

14.0 Background papers:

14.1 None.

15.0 Key decision information:

15.1 Is this a key decision? No

15.2 If so, Forward Plan reference number:

15.3 If a key decision, is the decision required in less than five days? N/A

15.4 If **yes**, please describe the reason for urgency:

16.0 Call-in information:

16.1 Are there any grounds for urgency, which would cause this decision to be exempt from the call-in process? No

16.2 If **yes**, please give reason:

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