ITEM 7

North Yorkshire County Council

Pension Board

14 April 2016

LGPS Pooling – Update

1.0 Purpose of the Report

To provide an update on LGPS pooling arrangements.

2.0 Background

At the special meeting of the Pension Fund Committee on 15 January 2016 Members decided in principal to join the Border to Coast Pensions Partnership (BCPP). This is a partnership of 13 Funds, most of which are based in the north of England.

In order to meet the Governments consultation deadline of 19 February 2016 it was agreed that a response would be drafted by officers in consultation with the Chair, Vice-Chair and Treasurer of the PFC.

The response by all 13 members of BCPP is attached as Appendix 1. The separate response submitted by NYPF is attached as Appendix 2. In addition, three scheme member representatives of the Pension Board, who are all union representatives, also submitted a response which is attached as Appendix 3.

In reply, the Chair of the PFC received a letter from Marcus Jones MP, Minister for Local Government, on 24 March 2016. This letter is broadly supportive of the BCPP response and makes a number of points which correspond to the direction of travel already undertaken by BCPP members.

3.0 On-going Activity

Before and after the consultation deadline date, officers from all 13 Funds have been discussing options around the governance and investment arrangements necessary to both fulfil the Governments requirements and meet the fiduciary responsibilities of the Local Authorities managing Funds. This is with the aim of having more concrete proposals by the second deadline imposed by Government, 15 July 2016.

The Pension Board will be kept informed of developments, however no concrete proposals have been made at this early stage.

4.0 Recommendation

That the contents of the report be noted.

BARRY KHAN
Assistant Chief Executive (Legal and Democratic Services)

County Hall
Northallerton
SML

April 2016

<u>Background Documents</u>: Minutes of the PFC Meeting held on 25 February 2016.

BORDER TO COAST PENSION PARTNERSHIP (BCPP)

INITIAL PROPOSAL TO POOL LGPS ASSETS

19TH FEBRUARY 2016

INTRODUCTION

1. We, the administering authorities for the following Local Government Pension Scheme (LGPS) Funds, are pleased to have the opportunity to submit to the Department for Communities and Local Government (DCLG) a joint pooling proposal: "*Border to Coast Pensions Partnership*" (BCPP) for your consideration:-

   - Bedfordshire Pension Fund
   - Cumbria Pension Fund
   - Durham Pension Fund
   - East Riding Pension Fund
   - Lincolnshire Pension Fund
   - North Yorkshire Pension Fund
   - Northumberland Pension Fund
   - South Yorkshire Pension Fund
   - South Yorkshire Passenger Transport Pension Fund
   - Surrey Pension Fund
   - Teesside Pension Fund
   - Tyne and Wear Pension Fund
   - Warwickshire Pension Fund

2. The BCPP collaboration encompasses 13 Funds with combined assets of £36bn (fund valuations at 31st March 2015).

3. We believe there is an efficiency ceiling for the number of funds within the BCPP pool. The pool needs to be large enough to reach the Government's target for scale, but larger numbers of participant Funds will inevitably lead to more complex governance arrangements. With these two factors in mind we believe the optimum number of funds to be in the range of ten to fourteen.

4. Whilst the purpose of the BCPP pool is for the collective pooling and subsequent management of all partner Funds' investment assets, the assets are held to fund the future benefits of a combined LGPS membership of 905,995, representing 2,166 employers (values as at 31st March 2015). In this regard, it can be stated that the partner Funds have a fiduciary duty to their members.

5. This submission represents BCPP's joint initial response to the request for pooling proposals to address the criteria as set out in DCLG's "*Local Government Pension Scheme: Investment Reform Criteria and Guidance".* The intention of this submission is to set out an initial, high level proposal that demonstrates how the BCPP pool proposes to achieve the overarching aims of maintaining investment performance whilst achieving cost savings. The proposal meets the Government's other specified criteria (scale, governance, and how to build capacity to invest in infrastructure investment).

6. The proposal is for a multi asset pool formed on the basis of “like-minded” ethos and beliefs, which have been outlined in our guiding principles (Appendix 1).

7. We look forward to working more closely with Government in the next phase to expand and enhance our final proposal for submission by 15 July 2016.

HOW BCPP PROPOSE TO MEET THE CRITERIA

A. Scale
B. Strong governance and Decision Making
C. Cost efficiency and value for money
D. Improved capacity to invest in infrastructure

A. SCALE

8. Whilst there are differences in the partner Funds’ choice of managers, there is a great deal of similarity with regard to asset choice, investment styles and risk appetite.

9. The 13 partner Funds of BCPP have a combined asset base of £36bn (valuations as at 31st March 2015). The intention is that the vast majority of the assets will be managed and monitored from the initial formation by the BCPP pool and that going forward all new investments will be acquired by suitably regulated, professionally qualified and experienced staff within the BCPP pool on behalf of the partner Funds. Costs will be shared equitably between the partner Funds with both a fixed allocation to cover entity/structure running costs and a variable element representing costs relating to the choices of asset class and the investment process used.

10. It should be stated that certain assets will remain outside of the BCPP pool: some on a run off basis such as directly held property and private equity investments and others, such as cash, held for operational/cash flow reasons.

B. STRONG GOVERNANCE AND DECISION MAKING

11. The proposal is for a multi asset pool formed on the basis of “like-minded” beliefs which have been outlined in our guiding principles (Appendix 1). The intention is to refine and expand these over the next phase of the proposal design process.

12. Core to our “like-minded” belief structures are:-

- One Fund, one vote, regardless of Fund size.

- Asset allocation strategy remains a decision for each Fund. This is necessary to enable Funds to demonstrate that they are exercising their democratic and fiduciary duty.

- The BCPP pool's role is to independently and professionally deliver these asset allocation choices. However, all partner Funds accept that if savings are to be achieved, changes will be required through the rationalisation and standardisation of processes and the selection and appointment of external managers.

- There will be a clear segregation of duties between those undertaken by the partner Funds and those performed by employees of the BCPP pool. This will ensure both that the fiduciary duty and democratic responsibility of the partner Funds can be maintained, whilst achieving the cost benefits and expanded professionalisation of the investment functions through scale.

- The BCPP pool should have a strong corporate governance philosophy, focused on the delivery of long term value through active corporate engagement, the rationale being that this aligns directly with ensuring the partner Funds exercise their fiduciary duty in the best interests of their members and employers. BCPP believes that this is most effectively and efficiently achieved through leveraging the scale of the combined LGPS through collaborations such as the Local Authority Pension Fund Forum (LAPFF). BCPP has both elected member and officer representatives on the LAPFF Executive.

- As a public body representing the financial interests of 905,995 members, BCPP will aim for the highest standards of corporate governance. Amongst other objectives, this includes seeking FCA registration for the internally managed operation within the BCPP pool. To confirm our understanding, BCPP pool legal advice is currently being procured that FCA registration will be required for the BCPP pool to invest on behalf of all Funds within the BCPP pool. Additionally, going forward, this will enable BCPP to meet the Government's requirement that internally managed services can be evaluated alongside externally managed operations.

- Effective management of costs and performance requires timely, consistent and accurate data to enable the operation of effective analysis and benchmarking. All the partner Funds are currently in the process of evaluating their data, including the use of the CEM benchmarking services.

    - Internally: all data on costs and performance will be openly available to all partner Funds, thus encouraging best practice.

    - Externally: Tyne and Wear has been one of the leading Funds in total cost reporting, especially in the alternative asset class space. This experience and expertise will be shared and developed to the benefit of all partner Funds.

- Cost and governance benefits can be most effectively achieved through collaborative working within the BCPP pool, across other LGPS pools, and at a national level. We can demonstrate this through the active engagement of the partner funds in this proposal, through officer engagement in cross fund working to formulate the Project POOL (the Hymans Robertson supported report from the LGPS funds), the jointly procured legal advice currently being undertaken and the representation on the Scheme Advisory Board (SAB) by elected members within the BCPP pool. In addition, several of the partner Funds are actively involved in the LGPS National Frameworks.

13. The broad principles of how the BCPP pool will operate have been agreed by the partners and are outlined below. While the governance structures and associated vehicles have not as yet been finalised, the required tiers of control and governance that will be required have. BCPP intends that it will incorporate the following activities:-

    - ***Supervisory Entity:*** the purpose is to provide overall accountability by the partner Funds and act as the conduit back into the partner Funds' democratic and fiduciary processes. There will be equal representation from each Fund at this level. It will define key strategic objectives and operational governance of the BCPP pool, including any scheme of delegation to the Executive Body. Under the BCPP proposal, it could be either a joint committee or shareholder board. Whichever is finally chosen, it will have strong and well defined links back into the partner Funds, so as to ensure they can perform their fiduciary duty to members and employers and demonstrate a clear democratic link.

    - ***Executive Body:*** in a formal Collective Investment Vehicle (CIV), this is the equivalent of the Operator. This body makes decisions on manager selection and the number and type of sub funds, legal vehicles and structures. Procurement routes as to the best means of acquiring and housing assets will also be decided. It will have to demonstrate due regard to the views of the supervisory entity. It will need to be a legal entity (e.g. a TECKAL company) in order to create a contractual relationship with suppliers and in the Authorised Contractual Scheme (ACS) sub fund model, it is the legal (but not beneficial) owner of some or all of the assets.

    - There are currently three Funds who manage their assets internally (£12.2bn or 34% of the total BCPP assets). It is intended that the BCPP pool will consolidate and expand this capability. This will enable those Funds to take advantage of this well proven, low cost asset management option. As such, it is envisaged that the current teams will transfer into the pooled entity so they can operate independently on behalf of the partner Funds wishing to take advantage of this facility. As they will be undertaking a regulated function, FCA registration will be required. South Yorkshire Pension Fund (SYPF) is already FCA registered and BCPP intends to leverage their experience in this regard to achieve future BCPP pool compliance. BCPP believes that if the pool is to demonstrate the highest levels of governance, risk management and control and thus be able to demonstrate effective controls and independence to all Funds in the BCPP pool, it must achieve regulated status and transfer assets out of the current Fund structures to within the new BCPP pool.

- ***Sub funds*** – a range of asset class and/or risk based 'buckets' which Funds allocate monies to or purchase units from.

- Assets will be held in the most managerially and tax efficient way. To ensure all the asset allocation choices of the partner Funds can be serviced, this will require a range of legal structures (much the same as how most of our partner Funds operate now).

- Some or all of these sub funds may have an ACS wrapper for tax transparency purposes where the operator is the legal owner of the assets.

14. The detailed delivery options to fulfil these aims are currently being evaluated and appropriate legal advice is currently being procured. BCPP wishes to continue the collaborative work that has previously been undertaken across the LGPS and has therefore joined a joint procurement process that is currently underway across three pools. This advice will be used to inform our final detailed proposal to be submitted by 15th July 2016.

C. Cost Efficiency and Value for Money

15. It has not been possible in the time available to determine the total current investment management costs of BCPP on a consistent basis across the partner Funds for this consultation response. However, BCPP is committed to improving the reporting and consistency of cost data and is currently working with CEM Benchmarking to inform its assessment of investment costs and fees to be included in the consultation response of 15th July 2016.

16. Despite this, it has been possible to identify high level potential cost savings as well as additional costs that are expected to be incurred. It is important to note that, whilst BCPP will aim to make material cost savings in investment

management expenses, the overriding objective will be to enhance net investment returns.

17. It should be noted that expected savings in totality from BCPP will be lower than some pools due to the large existing allocation to low cost internal investment management, currently hosted by the East Riding, South Yorkshire and Teesside Funds. ***Cost savings are estimates based on a preliminary analysis of costs and are subject to change.***

18. The initial net cost savings, estimated on a prudent basis, expected to be generated by BCPP within ten years can be summarised as follows:

High Level Summarised Cost Savings	Annual cost saving	Timescale
Fee savings on externally managed assets	£12.3 – £12.9m	Within five years
Fee savings on Alternative investments	£18.0 – £36.0m	Within ten years
Less: Costs of BCPP pool	(£10.8m)	Immediate
Net cost savings	**£19.5 – £38.1m**	

19. The potential costs savings include a reduction in management fees through economies of scale in externally managed assets and fee savings in Alternatives through economies of scale, co-investments, and direct investments. It does not include the potential cost savings from moving externally managed assets (as in the first instance, this is a Fund asset allocation decision) to internal management or the potential savings in performance fees.

20. The costs of the BCPP pool are based on the expected annual cost of operating the pooling arrangements once fully established, and do not include setup costs or transition costs, which are expected to exceed cost savings in the short term.

Potential cost savings

21. The detailed cost analysis of BCPP's partner Funds' existing investment management arrangements shown in Appendices 2 – 3 shows that a wide range of investment management fees are being paid across the partner Funds. As a result, BCPP believes that there is significant scope to identify and implement costs savings where they do not have a detrimental impact on net investment returns.

22. It is important to assess the potential cost savings to BCPP on a consistent basis. Therefore, the savings shown in (18) above have been based on the assumption

that partner Funds' asset allocation and their split between active and passive management, and internal and external management, remain unchanged.

23. The main areas where the partner Funds within BCPP are expected to generate cost savings are:

A. *Achieving cost savings on external management of quoted equities and fixed income through increased scale and manager rationalisation*:-

- Based on a review of existing management fee structures and current market intelligence, this could result in a potential cost saving of circa 10bps p.a. for actively managed investments and circa 2 – 3bps p.a. for passively managed investments.

- As at 30th September 2015, BCPP's Funds had circa £11.2bn in active external investments and circa £5.7bn in passive external investments. This would equate to cost savings of circa £11.2m for actively managed assets and circa £1.1m – £1.7m p.a. for passively managed assets.

B. *Achieving cost savings in Alternative investments through the following:-*

- Reduction in management fees on pooled investments: these can be achieved either through greater economies of scale or earlier participation in fund raises. It is estimated that potential cost savings of circa 20 – 30bps p.a. could be achieved.

- Increased use of co-investments: it is intended that BCPP will increase the level of internal investment resources, enabling it to take advantage of co-investment opportunities, which typically have significantly lower or even zero management fees. It is estimated that potential cost savings of circa 50 – 100bps p.a. could be achieved.

- Increased use of direct investments: as with co-investments, the increased resources within BCPP will enable it to take advantage of direct investments where investment management fees would not be payable. It is estimated that potential cost savings of circa 75 – 100bps p.a. could be achieved.

- Reduction in the use of fund-of-funds: although BCPP will continue to use these vehicles where it is considered to be appropriate, it is likely that investment in fund-of-funds will decrease over time. It is estimated that cost savings of circa 25 – 100bps p.a. could be achieved.

- The total cost savings associated with Alternative investments are difficult to estimate with any degree of certainty as it will depend on each Fund's asset allocation decisions and investment opportunities as and when they arise. However, assuming an average allocation of 20% to Alternatives[1], average investment duration of ten years, and recycling of existing capital into new investments, this would result in new investments of circa £720m p.a. (based on a pool size of £36bn). Assuming a 25 – 50bps p.a. reduction in fees from a combination of the above, this could result in cost savings of circa £1.8m – £3.6m p.a. in the first year, increasing to circa £18.0m - £36.0m within ten years. It has been assumed that there will be no opportunities for cost savings within existing Alternative investments.

C. ***In addition to the above, further cost savings could be made from the transfer of active externally managed assets to active internal management:-***

- BCPP is expected to have a significant internal investment resource from the outset, drawn from existing internally managed funds[2] and will look to build this resource further over time. It is intended that BCPP will look to offer an internal management option for the majority of asset classes. This could result in a potential cost saving of circa 30bps p.a. for Equities and circa 20bps p.a. for Fixed Income, equating to circa £2m – £3m p.a. for each £1bn of assets transferred. It is envisaged that the balance between externally and internally managed assets will initially be determined at the Fund level, but over time will become a decision at the BCPP pool level.

24. The potential savings noted above should be treated with caution at this stage as further detailed analysis is required. However, initial estimates provide a broad indication of the areas where cost savings may be possible and the potential quantum.

25. It is important to note that these proposals for cost savings will only be implemented where it is believed that they can be achieved without having an adverse impact on investment returns.

Additional costs

26. There will be additional costs associated with the creation and operation of BCPP including:

- Initial setup and ongoing operational costs for the BCPP pool are expected to be significant. The Project POOL report[3] noted that the setup costs to date of the London CIV have been circa £2m – £2.5m, with only a limited number of

[1] The WM Local Authority Average allocation to Alternatives (including Property) as at 31 March 2015 was 18.8% – source: State Street Investment Analytics "UK Local Authority Annual Review 2014 – 15".
[2] Currently managing c. £12.2bn of internal assets.
[3] "Findings of Project POOL", January 2016.

sub-funds created, and ongoing costs estimated at circa 3bps p.a. Assuming a BCPP pool size of £36bn, this would result in costs to BCPP of circa £10.8m p.a. However, it should be noted that some of these costs could be offset by more favourable tax treatments in certain jurisdictions.

- Transition costs, including transaction costs and taxes, are also expected to be significant. The Project POOL report noted that Government could assist the pooling process by considering ways of mitigating transition costs, a view that BCPP would support but which cannot be assumed. In addition, there is a significant level of execution risk in the transition of assets on this scale which could erode a significant amount of the expected savings if it were done incorrectly.

- There will be additional costs at the outset of this project, including legal, tax, and professional fees in the commissioning of suitable advice. It should be noted that BCPP intends to collaborate with other pools on the commissioning of this advice in order to minimise any costs incurred.

- It is recognised that certain elements of costs currently within partner funds will reduce or disappear (e.g. global custodian fees), but other specific costs will not reduce (e.g. fund actuary fees). With regard to staffing costs incurred with funds predominantly externally managed, there may not be a reduction in staffing at fund level, given the other aspects of fund governance and managing the Pension Fund at individual fund level.

27. The costs noted above should be treated with caution as it has not been possible to accurately quantify them for the first consultation response. It is intended that a more detailed analysis will be presented in the second consultation response by 15th July 2016.

D. Improved Capacity To Invest in Infrastructure

28. The partner Funds currently hold allocations to infrastructure equating to 3.8%, which is already much higher than the LGPS average figure of 0.3%, as quoted in the Scheme Advisory Board 2013 Annual Report. Therefore, any opportunity to deliver enhanced capability and capacity to generate savings in this area, whilst retaining asset allocation choice at Fund level and investment discretion at the pool level, would be well received by BCPP. Within the partner Funds, the BCPP pool already invests in a wide range of infrastructure assets, both in the UK and Overseas.

29. BCPP also wants to reiterate its broad support for the findings from the Hymans coordinated Project POOL report, in that Infrastructure assets considered most

attractive to LGPS pension funds are the established infrastructure projects delivering steady inflation proof income streams (since pension fund payments increase with CPI inflation). Additionally, any assistance that central Government can give in helping to increase access to such asset pipelines would be welcomed.

30. Due to the scale and complexity involved in infrastructure investing, BCPP believes that collaborative work across pools is probably the most efficient means of achieving the Government's goals in this area. However, we believe that this would form only part of our infrastructure capability.

31. As such, we are currently engaged in discussions with other pools (both individually and as part of a national officer group) to investigate how this might be best delivered.

32. Whilst we recognise and support collaborative work in this area to help build capability and capacity to enable the LGPS to invest directly in infrastructure, this has to be achieved within a strong governance framework, which recognises that asset allocation to infrastructure is an individual Fund decision, while how each investment is delivered is a BCPP pool decision. To demonstrate due diligence and appropriate risk management, BCPP would need to retain investment discretion at all levels throughout the asset selection process.

POTENTIAL TIMETABLE FOR IMPLEMENTATION

33. This timetable represents an early indication of potential key dates. This is likely to be subject to significant change as the pooling proposal is developed

19th February 2016	Deadline for initial proposal
15th July 2016	Deadline for detailed proposal
September 2016	Governance structure agreed
October 2016	Agreement on audit and risk considerations
November 2016	Agreement on legal structure
December 2016	Agreement on specifics of vehicle structure
June 2017	Formation of internal investment management operation
December 2017	Full regulatory approval of internal investment management function
December 2017	Asset transition planning complete
April 2018	Commencement of asset transition to BCPP pool
December 2018	Full implementation of listed assets
Within 15 years	Completion of transfer of unlisted assets

SUMMARY

34. The 13 Funds comprising the BCPP (AUM £36bn) are pleased to have this opportunity to submit to Government our initial proposal for asset pooling. BCPP's proposal is for a multi asset, collaborative pooling proposition, based around a set of guiding principles which outline an ethos of "like-minded" investment, governance and risk beliefs where partner Funds retain strategic asset allocation but the BCPP pool manages and acquires all assets on their behalf.

35. We are proactively engaged within the BCPP pool, and engaged with external industry experts and with other pools in gathering the evidence required to enable us to finalise our detailed proposition. To help assist us in this, we look forward to having the opportunity to work more closely with central Government over the next five months to ensure that the final detailed proposal submitted from BCPP in July meets all participants requirements.

LIST OF APPENDICES

Appendix 1: BCPP Guiding Principles
Appendix 2: Investment Management Costs on a Weighted Average Basis
Appendix 3: Range of Investment Management Costs Across Existing Mandates

Bedfordshire Pension Fund	Cllr. Doug McMurdo	
Cumbria Pension Fund	Cllr. Melvyn Worth	
Durham Pension Fund	Cllr Andy Turner	
East Riding Pension Fund	Cllr. John Holtby	
Lincolnshire Pension Fund	Cllr. Mark Allan	
North Yorkshire Pension Fund	Cllr. John Weighell	
Northumberland Pension Fund	Cllr. Tony Reid	
South Yorkshire Pension Fund	Cllr. Sue Ellis	
South Yorkshire Passenger Transport Pension Fund	Cllr. David Leech	
Surrey Pension Fund	Cllr. Denise Le Gal	
Teesside Pension Fund	Cllr. Steve Bloundele	
Tyne and Wear Pension Fund	Cllr. Eileen Leask	
Warwickshire Pension Fund	Cllr. Izzi Seccombe	

BCPP - GUIDING PRINCIPLES

The key factors that Funds have looked to address in any options presented to Members for their consideration are that:

Asset Strategy

1) Asset allocation strategy must be retained at an individual Fund level;

2) Partner Funds must have a complementary investment ethos and strategy; and

3) Any new structure should be capable of complementing a bespoke investment strategy for scheme employers with common characteristics.

Governance / Vehicle Structure

4) Any new structure must be compatible with the Government's aims of ability to achieve scale, improved governance, infrastructure and fee savings;

5) The partner Funds should retain a pivotal role in the governance of any pooled structure chosen;

6) Any new structures should offer opportunities for savings, while retaining or improving on the Fund's performance net of fees;

7) The possibility to expand internal investment management capability and increase resilience for all partner Funds;

8) The structure chosen must be sufficiently flexible to ensure assets are only transferred into any vehicle when/if it is cost effective, tax efficient and managerially effective to do so;

9) Any new structure must be scalable to ensure it is capable of achieving the Government's stated aims;

10) There must be a specific solution to infrastructure investing; and

11) The initial assumption should be that any vehicle used would be an ACS due to Government's current preference for this type of vehicle.

Sharing Resource Improving Resilience

12) Any solution provides additional resilience and capacity over and above current investment structures;

13) The solution will seek to provide internal shared resource to progress more proactive management of liability and cash flows;

14) Activities will be distributed across the partner organisations to improve performance through creating centres of excellence and improving resilience through larger teams; and

15) The shared investment team will be situated in a location with a consideration to access.

APPENDIX 2

INVESTMENT MANAGEMENT COSTS ON A WEIGHTED AVERAGE BASIS (IN BPS)[4]

ASSET CLASS	INTERNAL		EXTERNAL	
	ACTIVE	PASSIVE	ACTIVE	PASSIVE
EQUITIES	2	2	37	7
UK	3	2	34	3
EUROPE	2	-	22	5
NORTH AMERICA	2	-	21	4
JAPAN	2	-	34	2
PACIFIC EX JAPAN	2	-	28	2
EMERGING MARKETS	2	-	55	18
GLOBAL	-	-	38	10
GLOBAL EX-UK	-	-	-	-
DEVELOPED EX-UK	-	-	-	-
FIXED INCOME	2	-	22	5
UK GOVERNMENT	4	-	19	7
UK INDEX-LINKED	1	-	18	4
UK CORPORATE	3	-	13	7
OVERSEAS GOVERNMENT	2	-	24	12
OVERSEAS CORPORATE	2	-	25	7
HIGH YIELD	1	-	45	-
EMERGING MARKETS	-	-	64	-
ABSOLUTE RETURN	-	-	36	-
ALTERNATIVES				
PROPERTY	22	-	28	-
OTHER ALTERNATIVES	-	-	69	-

[4] The data analysis is based on the direct costs of investment management for either internal management or where there is an external investment mandate. It does not include the costs of pooled investments.

APPENDIX 3

RANGE OF INVESTMENT MANAGEMENT COSTS ACROSS EXISTING MANDATES (IN BPS)[5]

ASSET CLASS	INTERNAL		EXTERNAL	
	ACTIVE	PASSIVE	ACTIVE	PASSIVE
EQUITIES				
UK	2 – 4	2	19 – 52	2 – 5
EUROPE	2 – 4	-	21 – 22	2 – 9
NORTH AMERICA	2	-	21	2 – 9
JAPAN	2	-	21 – 49	2 – 9
PACIFIC EX-JAPAN	2	-	21 – 45	2 – 9
EMERGING MARKETS	2	-	21 – 30	13 – 25
GLOBAL	-	-	20 – 75	6 – 20
FIXED INCOME				
UK GOVERNMENT	2 – 4	-	18 – 29	7
UK INDEX-LINKED	1 – 2	-	18	3 – 7
UK CORPORATE	2 – 4	-	10 – 30	8
OVERSEAS GOVERNMENT	1 – 4	-	15 – 30	12
OVERSEAS CORPORATE	2	-	19 – 30	7
HIGH YIELD	1	-	45	-
EMERGING MARKETS	-	-	64	13
ABSOLUTE RETURN	-	-	23 – 80	-
ALTERNATIVES				
PROPERTY	22	-	18 – 98	-
OTHER ALTERNATIVES	-	-	45 – 170	-

[5] The data analysis is based on the direct costs of each fund's investment management arrangements.

NYPF Consultation Response

North Yorkshire County Council is the administering authority for the North Yorkshire Pension Fund. The Pension Fund Committee (PFC) of the Council manages assets worth £2.4bn on behalf of 120 employers and 85,000 members.

On 15 January 2016 the PFC agreed to join the Border to Coast Pensions Partnership (BCPP) which comprises 13 LGPS funds with assets worth £36bn. A separate response has been submitted by the BCPP to which the Council is a signatory. That response addresses the four criteria central to the consultation, being scale, governance, value for money and infrastructure.

While the PFC is fully supportive of the BCPP response and the Government's agenda to improve efficiency and increase capacity to invest in infrastructure, the PFC wishes to raise issues in relation to these four criteria. Although these issues are with the specific circumstances of NYPF in mind they are likely to be faced by many LGPS funds when considering the implementation of pooling arrangements in practice.

A. Asset pools that achieve the benefits of scale

The PFC's strategy for a number of years has been to invest the Fund's assets with external investment managers using active management. This approach, and the PFC's proven ability to implement this strategy very effectively has been a major contributor to impressive performance over a sustained period. The result is that NYPF is the top performing LGPS fund in the UK over the last three years.

The majority of NYPF's assets are invested in large mandate sizes (£250m+) where significant economies of scale have already been achieved. This cost efficiency contributes to the NYPF having a cost per member comparable to the largest LGPS schemes (see Appendix A). Although greater economies of scale may be possible, they may be relatively small which means they may be significantly impacted by the operational costs of the pooling entity. It is therefore not clear at this stage whether cost savings are possible, particularly in the short term. A detailed cost/benefit analysis on this will be one of the pieces of work undertaken over the coming months.

Some external investment managers, particularly those that actively manage funds, may have capacity issues. There will be circumstances where some of the best investment managers are not in a position to take on additional funds from LGPS clients and savings through economies of scale are not available. Although cost savings will be pursued wherever possible the PFC's focus must be on performance net of fees, in line with their fiduciary responsibilities. This must take precedence over investment manager capacity and their ability to offer discounted fees.

B. Strong governance and decision making

The NYPF already has a strong governance structure to ensure that risks are effectively managed and that the Fund's external investment managers and mandates are appropriate and are focussed on delivering the investment strategy. This is the foundation of good decision making which has been a significant factor in the Fund's performance over recent years as described above.

Through the discussions with BCPP members the PFC will work to ensure that these robust arrangements are extended to its relationship with the pool as far as possible. The PFC will also play its part in establishing robust arrangements within the pool entity itself. However it is hard to see that the introduction of another layer of administration will strengthen governance and decision making.

C. Reduced costs and excellent value for money

The primary responsibility of the PFC is to manage the Fund in the best interests of its employers and scheme members. In relation to the Fund's assets, this requires the focus to be on investment management performance net of fees. Costs are an important part of this, so where possible they will be reduced. However, the PFC will challenge potential compulsion from Government to reduce costs at the expense of performance.

The PFC expects that there will be changes to the managers and mandates utilised by the NYPF when the pooling entity is established and as its arrangements bed in. Changes will be appropriate where better opportunities exist that meet the requirements of the Fund's investment strategy. These opportunities could be through taking advantage of economies of scale, access to managers with improved expectations of net of fees performance, or for other reasons. The timing of any changes should always be significantly influenced by its impact on transition costs. For example, the NYPF holds listed investments in life wrapped funds which cannot be held by Authorised Contractual Scheme (ACS), which is the Governments preferred pooling vehicle. This is an issue for most LGPS funds. Although the PFC supports the principles for pooling, it does not make economic sense to sell assets and reacquire them through the ACS entity, merely for the sake of the ACS owning assets on behalf of the Fund.

D. An improved capacity to invest in infrastructure

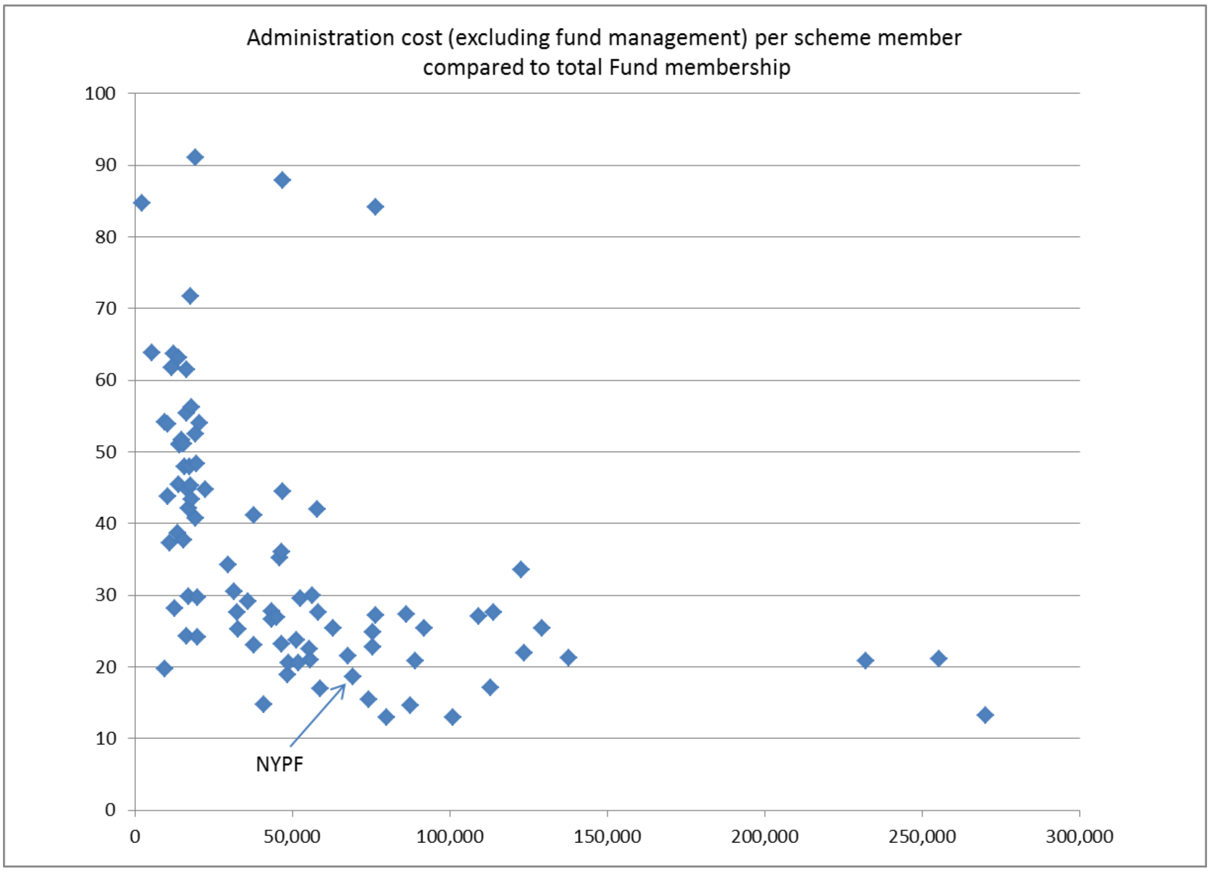
The NYPF does not currently hold any infrastructure investments but does believe that the pooling arrangements will help create the environment for economies of scale to help facilitate this, and therefore is supportive of them for this purpose. However opportunities to invest in infrastructure will be subject to due diligence and will need to provide an appropriate balance of risk and return which meets the strategic requirements of the Fund. In recent years, the PFC has been willing to consider infrastructure as an asset class but no suitable opportunities have been identified. To the extent that pooling arrangements increase the opportunity set there is the possibility that this will change, but only if it can help the Fund meet its financial objectives.

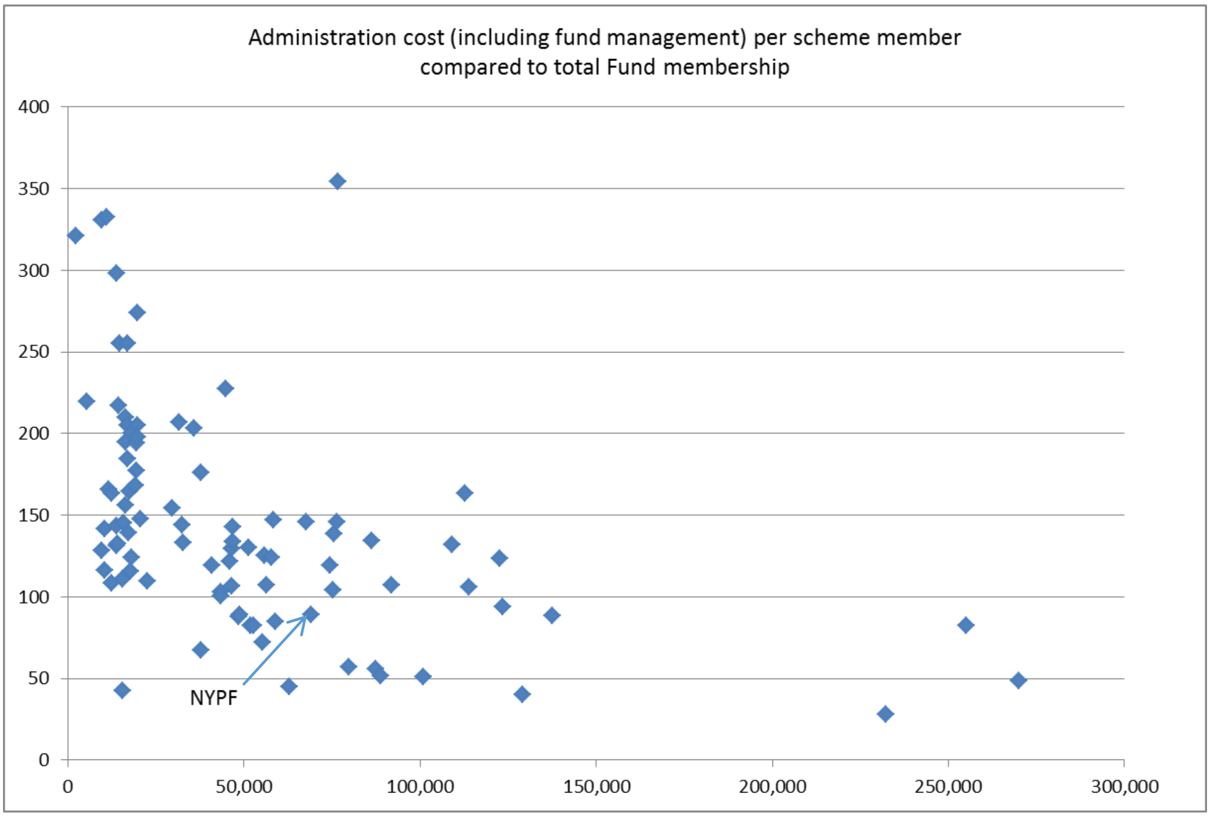
Councillor John Weighell

Chairman of the Pension Fund Committee

North Yorkshire County Council (as administering authority for the North Yorkshire Pension Fund)

Appendix 1





Data source: DCLG, SF3 statistics

Department for Communities and Local Government Consultation
Local Government Pension Scheme: Revoking and replacing the Local Government Pension Scheme (Management and Investment of Funds) Regulations 2009

Dear Sir

As LGPS members' representatives on North Yorkshire Pension Board we have considered the consultation papers.

Summary of our position

- **The government is consulting on a new set of investment regulations to support this pooling initiative. These include unprecedented powers of the Secretary of State into the investment policies of the scheme's funds.**

The LGPS Scheme Advisory Board and the Law Commission have requested that the government apply the Investment Regulations applicable to all other pension funds in the UK and the European Union.

The SAB counsel opinion and the Law Commission believe that the government is in breach of the EU Directive 41/2003 Institutions for Occupational Retirement Provision (IORP). The UK government is denying scheme members their statutory right to have the pension funds invested in their best interests.

Commentary from the Board: *"In terms of article 18 (which details how investments should be made in institutions for occupational retirement provision), Counsel makes some suggestions to strengthen regulations to ensure full compliance but reminds Administering Authorities that they should act in accordance with the Directive regardless of the current state of the regulations. The Board will be working with DCLG to ensure that future changes to investment regulations take on board this opinion to ensure that Article 18 is fully adopted, reflecting the legal views provided by the Law Commission and Michael Furness QC."*

Law Commission Comment on the LGPS Investment Regulations in England and Wales: *"We think two aspects of the LGPS Regulations could usefully be reviewed. First, in practice administering authorities consider themselves to be quasi-trustees, acting in the best interests of their members. We think that the same rules which apply to pension fund trustees in taking account of wider or non-financial factors will also be taken to apply to LGPS administering authorities. There is an argument that the IORP Directive requires this. However, we think that uncertainty on this point is undesirable and that the matter should be put beyond doubt. It would be helpful if the LGPS Investment Regulations made it clear that administering authorities must act in the best interests of pension scheme members".*

LGPS pension funds are there to pay benefits. It is why all pension funds in the European Union must be run in the interests of those expecting pensions or are being paid pensions.

We have some real concerns at the unprecedented powers of intervention being proposed by the government over investment policy of the LGPS funds. Investment policy should be a matter for the scheme members and their decision makers, not for a government to intervene.

This issue is of even more concern to us now that the government is requiring the pooling of our assets into funds over £25bn in size. There are clearly no plans to demand that those investing these giant funds must do so in the interests of scheme members.

- **The government has instructed the 89 LGPS administering authorities to come up with proposals to create 'pools' of assets of no less than £25bn in size. Initial plans must be drawn up by the end of February 2016 and finalised by July 2016.**

We support the pooling process but with significant qualifications, there should be scheme member (trade union nominated) representatives appointed to the pool governance structures. The pools will concentrate even more investment power in the hands of sponsoring employers but without the balance of scheme member representation there is no guarantee that the assets will be invested in their interests.

- **These pools of assets, known as British Wealth funds (or Collective Investment Vehicles) will be expected to be cost transparent, reduce the costs of investing and invest more in infrastructure.**

The requirement for a full cost analysis of all of the LGPS funds is consistent with our board's statutory obligation to assist our fund to ensure an efficient and effective system.

We are not against pension funds investing in infrastructure. However, there has to be a clear analysis that recognises that investments should be made in the best interests of scheme members and that where there are potential conflicts of interest in the investment they are resolved in the interests of scheme members.

LGPS funds have already been invested into Private Equity infrastructure funds which have mainly purchased existing Private Finance Initiative (PFI) contracts. However in many cases these PFI contracts are not in scheme members' interest, particularly where they involve the privatisation of their jobs.

Additionally PFI contracts run through Private Equity funds are very expensive, with many funds charging costly management fees of 2% of asset value and take 20% share of profits, with many other hidden transaction costs. That cannot be in the scheme members' best interests.

Yours sincerely,

Stella Smethurst

Ben Drake

Mandy Swithenbank