

North Yorkshire County Council

Shareholder Area Committee

Minutes of the meeting held on 4 September 2018 commencing at 1.00 p.m. at County Hall, Northallerton.

Present:-

Members:-

County Councillors Carl Les (Chairman), Gareth Dadd and Don Mackenzie

Officers:-

Gary Fielding (Corporate Director - Strategic Resources), Richard Flinton (Chief Executive), Barry Khan (Assistant Chief Executive (Legal and Democratic Services)), Michael Leah (Assistant Director, Strategic Resources) and Steve Loach (Democratic Services)

In attendance:

County Councillors David Goode and Geoff Webber

Copies of all documents considered are in the Minute Book

10. Minutes

Resolved -

That the Minutes of the meeting held on 24 April 2018, having been printed and circulated, be taken as read and confirmed and signed by the Chairman as a correct record.

11. Declarations of Interest

There were no declarations of interest.

12. Exclusion of the Public and Press

Resolved -

That the public and press be excluded from the meeting during consideration of Minute No 16, Appendix A, on the grounds that this involved the likely disclosure of exempt information as defined in paragraph 3 of Part 1 of Schedule 12A to the Local Government Act 1972, as amended by the Local Government (Access to Information)(Variation) Order 2006.

13. Public Questions or Statements

There were no questions or statements from the public.

14. Education Sector Market Update

Considered -

The report of the Assistant Director, Strategic Resources, providing an update on the market position of the education sector. The report provided information on the trading environment with particular emphasis on increased competitor activity and reducing school budgets. It also detailed what impact this had on services offered by Brierley Group and the risks and opportunities that exist.

The Chief Executive gave an initial introduction to the report highlighting how North Yorkshire Education Services (NYES) was reliant on business from schools and, due to the current budgetary position of most schools, was facing a turbulent market place.

The Assistant Director for Strategic Resources presented the report, highlighting the following:-

- ◆ He outlined the current pressures faced by schools in relation to budgets, noting that there was a trend for North Yorkshire schools to be operating under a deficit budget, with that position continuing to increase.
- ◆ The report detailed the national position regarding local authority maintained secondary schools' spending for 2016/17 and it was noted that NYES, and the Brierley Group, focused on the provision of support services.
- ◆ Details were provided in relation to the number of maintained schools, single academies and multi-academy trusts with comparisons to the City of York and national data. The position showed that North Yorkshire County Council continued to have a larger number of maintained schools than the comparators, however, this meant that there was a greater likelihood of conversions to academy status and it was expected that the trend towards academies would increase.
- ◆ Statistics show that converted academies spent less on professional services than maintained schools, however, it was expected that as multi-academy trusts became more established spending on professional services would diminish.
- ◆ In view of that, consideration was being given to determine what services were likely to be required in future so as to appropriately target future sales.
- ◆ Issues around the take up of NYES services by multi-academy trusts were highlighted. It was noted that there was some risk to the NYES provision to these facilities, however, the majority of academies in North Yorkshire were part of smaller MATs and retention levels of services had been higher with these.
- ◆ It was noted that the commercialisation of the sector had seen an increase in the number of private and third sector organisations promoting services to schools and details were outlined in respect of the competition this provided to NYES and the Brierley Group.
- ◆ Issues relating to the "Carillion effect" were detailed and it was noted that confidence in the larger scale private sector providers of services had diminished following Carillion's demise, which provided additional opportunities in terms of potential contractors.
- ◆ The report provided details of the potential risks and opportunities for the Brierley Group in terms of the development of NYES and the services it provided to the sector. Risks including the potential fall in spending power for schools and additional conversions to academy status increasing the trend to provide more services in-

house. Opportunities included providing support to aide schools through the academy conversion process, and providing services to develop relationships with authorities from further afield and provide services to them.

The following issues and points were raised during discussion of the report:-

- ◆ NYES continued to bid for work within the education sector and lessons had been learnt in terms of where bids had been unsuccessful. It was noted that targeted recruitment had taken place to ensure that NYES was in a beneficial position to bid for work throughout the sector and region.
- ◆ The difficulties faced by the education sector were recognised and it was emphasised that, above all, schools were seeking value for money in terms of the restricted finances available to them. In view of this it was suggested that NYES would offer appropriate levels of service, with the assurance that this was a public sector led organisation, to make the most of opportunities that would arise.
- ◆ It was recognised that a major challenge would be multi-academy trusts being able to deliver support services from within their own staffing structures. It was noted, however, that the financial difficulties being faced by MATs could be of benefit to NYES as they try to provide cost effective services with public sector reliance.
- ◆ It was emphasised that all possible opportunities would be explored to ensure that the profitability of NYES could be maximised.
- ◆ In view of the possible risks to the profitability of NYES it was stated that the service operated to a business model and, should it be necessary, consideration would be given to altering the model and downsizing.
- ◆ An issue relating to contact with a local MAT was discussed and it was clarified that there was good contact between NYES and all local MATs, however, this could sometimes be on an officer basis only.

Resolved -

That the report be noted.

15. Work Programme

Members considered the Work Programme for the Committee for 2018/19.

Resolved -

That the Work Programme be noted.

Appendix A of the following report was considered in private and the public have no right of access. Minute No. 16 provides details of the public aspect of the report and a public summary of the business conducted in private in relation to Appendix A.

16. Brierley Group Quarter 1 Report

Considered -

The report of the Assistant Director - Strategic Resources providing an update on the Quarter 1 financial and performance position of the Brierley Group.

A number of issues and points were raised in respect of the following:-

North Yorkshire Education Services

A projected shortfall of £275k would be a key area of discussion at the next NYES Board. A robust long-term business plan for NYES was being developed and would help to identify further opportunity areas and return on investment. The result of the discussions at the NYES Board would be reported back to the Shareholder Committee subsequently.

It was noted that the move of catering services to a “fixed meal price” had led to around 20 schools moving away from using the service, however, this was better than had been originally anticipated. Dialogue would continue to be undertaken with these schools and it was expected that, when they had investigated the alternative provisions they could utilise, a number would move back to using catering services.

In terms of fundamental changes to services, such as the catering service, it was emphasised that lessons had been learnt in terms of entering into dialogue with schools at an earlier stage, in future.

Opportunities to deliver contractors in neighbouring areas were being targeted. Potential opportunities were being considered through an intelligence-led strategy, as indicated in the earlier report, and appropriate connections were being utilised to promote the service in neighbouring areas. The strategy for the delivery of services to other local authority areas would be provided to a subsequent meeting of the Shareholder Committee.

The potential for NYES was considerable and it was noted that the profitability of the other companies within the Brierley Group would be utilised to act as a safety net for NYES with a view to ensuring that it could become established across the region, which in turn would be of benefit to North Yorkshire County Council.

NYnet

There had been a slightly lower profit than expected in the first quarter, however, the forecast was for this to be back in line by the end of the year.

It was explained that the profitability of the company would not be a net profit for the County Council until the £10m loan was paid back, which was expected to be by 2023. Details of the current position regarding the payback of the loan were provided.

An explanation was provided in relation to the difference between Superfast North Yorkshire and NYnet.

First North Law

Continued to grow well and in line with the business plan. Business outside North Yorkshire had been secured and early signs were encouraging.

Over ten academies had obtained the services of First North Law.

A Barrister had been providing legal advice and recruitment had taken place.

It was expected that financial targets would be met by the year end.

Brierley Homes

The development at the Thorpe Willoughby site was progressing as planned. It was expected that the show home would be ready later in the year with home occupation beginning in summer 2019.

A further six sites had been identified by the company for development and were currently in various stages of the design and planning process.

The loan available to Brierley Homes Limited remained at £2.75m, with £1.2m having been drawn down currently. It was expected that this would increase as the Thorpe Willoughby development progressed.

A discussion took place in relation to Brierley Homes providing affordable housing within its developments and whether the provision of social housing would be considered. In response it was stated that Brierley Homes Limited would provide the required level of affordable housing within its developments. In terms of social housing it was unlikely that this venture would be undertaken, unless the developer was seeking that. It was noted that Brierley Homes Limited would be predominantly utilising smaller sites and, where appropriate, NYCC could gift the land to the developer. It was recognised that Brierley Homes Limited would be undertaking housing developments for profit, which would be put back into Council funds, and, as such, would undertake the appropriate level of affordable housing.

It was emphasised that the company was in its initial stages and would be developed and monitored accordingly, going forward.

Align Property Partners

The company reported a net profit slightly behind the target in Quarter 1 but expected to achieve £3k higher than the target by the end of the year.

Align continued to work with a number of District Councils and had started to diversify its offering by working with Brierley Homes and consultant partner Spawforths.

The development of a secondary base of operations near Penrith, Cumbria was a good breakthrough for the company and would assist in acting as a platform to support and grow the business in Cumbria.

Yorwaste and SJB

It was noted that Yorwaste was ahead of its profits target while SJB was slightly behind.

The difference between Yorwaste and SJB was explained, with SJB being a non-Teckal company. The Assistant Chief Executive (Legal and Democratic Services) provided a definition of Teckals.

It was noted that the operations at Allerton Park were slightly behind expectations, but it was expected that the position would be rectified as operations on the site developed.

It was noted that there had been a number of health and safety incidents, which were outlined in the report, with an assault on a staff member being detailed. In relation to this it was noted that such incidents were few and far between, however, it was important that a robust reporting framework was in place for health and safety matters and that these were monitored by the Committee, as a sign of good working practice by the company.

Veritau

Performance was on target for all clients. Veritau had been working closely with NYES in relation to GDPR for schools and the delivery of that through the new Data Protection Officer service.

The service had been successful in bidding to participate in the NFI business rates pilot.

It was noted that whilst relatively small Veritau continued to perform well.

2018/19 Brierley Group Key Issues and Challenges

The confidential details provided were noted.

Resolved -

That the Quarter 1 financial and performance position of the Brierley Group be noted.

The meeting concluded at 1.55 pm.

SL/JR

North Yorkshire County Council

Shareholder Committee

23 April 2019

Review and Decision on Brierley Group Business Plans

Appendices A - D of this report contain information of the type defined in paragraph 3 of Part 1 of Schedule 12A Local Government Act 1972 as amended by the Local Government (Access to information) (Variation) Order 2006.

Report of the Assistant Director Strategic Resources

1.0 Purpose of the Report

- 1.1 For the Shareholder Committee's consideration, this report presents an introductory summary and business plan for 2019/20, for the following companies:
- a) Align Property Partners
 - b) First North Law
 - c) Yorwaste
 - d) Brierley Homes
- 1.2 The Business Plans attached at Appendices A - D articulate the aspirations of the companies listed above, to continue to increase their financial turnover, net margin and geographical reach, whilst always considering their prime purpose to return margin to its shareholder North Yorkshire County Council.

2.0 Recommendation

- 2.1 It is recommended that the Shareholder Committee accept the updates and Business Plans Provided

Michael Leah
Assistant Director – Strategic Resources
County Hall
Northallerton
11 April 2019

ALIGN PROPERTY PARTNERS LTD , BUSINESS PLAN - EXECUTIVE SUMMARY

Align Property Partners Ltd (APP) was formed in November 2016 via the TUPE of 35 technical staff from Mouchel. APP are a multi-disciplinary building design company, who since November 2016, have been delivering Architectural, Building Surveying, Engineering and Quantity Surveying services to North Yorkshire County Council and private companies in the near location.

In 2018 APP have opened a new office in Penrith to service its framework partner, Cumbria County Council, and a further office is being opened in Selby in April 2019 to service the nearby conurbations.

Since its inception, the financial performance of the business has been good, with a Net Profit expected in in 2019/2020.

As detailed in the 2018/19 Business Plan at Appendix A, the key areas of focus in the next 3 years remain the same and a brief narrative of progress against these key areas is given underneath:

- Ensuring high levels of health and safety and environmental performance
 - *No reportable incidents since inception, member of “safety schemes in procurement”*
- Expand its range of design services offered to clients
 - *Civil Engineering Design and Estates services now provided. First tentative steps into highways design undertaken.*
- Increase geographical spread to areas adjacent to Yorkshire
 - *New office opened in Cumbria with further office to be opened in Selby in April 2019*
- Reduce internal costs to shareholder (NYCC) compared to previous NYCC service delivery company (Jacobs)
 - *Hourly “charge out” rates to NYCC held at 2016 level with no increase since APP inception*
- Increase shareholder value
 - *abated and capped fees provided on several projects e.g. Harrogate care Village inception*
- Change design platform from AutoCAD to Building Information Modelling (BIM)
 - *All major commissions now designed in BIM, ongoing training being carried out via external provider*
- Lower companies average hourly cost to subsequently improve efficiency
 - *Apprentice programme progressing with 7 no employed thus lowering average hourly company cost and improving financial efficiency*

Report Provided by;
 Ron Walton - Managing Director
 Align Property Partners
 1 April 2019

FIRST NORTH LAW SOLICITORS, BUSINESS PLAN - EXECUTIVE SUMMARY

On 15th November 2016, the Executive gave approval for the County Council to create a wholly owned Solicitors Company to provide legal services to external clients.

First North Law Ltd was therefore created to generate income for the Council by providing high quality, cost effective legal advice to the public and private sector. The Company has received Solicitors Regulatory Authority approval to operate as a distinct Solicitor's firm and can provide legal advice to anybody within the UK under the appropriate regulatory control. This firm currently has access to barrister, solicitors, legal executive and paralegal support, which can advise, on a number of different areas of law.

As a new company entering into a highly competitive legal market, the Company has initially concentrated on providing legal advice to the Education Sector and has secured a number of new clients in 2018. The County Council has historically run a successful legal helpline for schools for a number of years within the boundaries of the County Council and has built up a high degree of knowledge and experience in this sector. The creation of First North Law allows this knowledge to be sold to other schools outside our area at a competitive rate. The Company has developed a subscription service for which Schools can buy into which allows them access to a certain level of legal advice within that subscription cost and they can then choose to purchase further legal advice. Due to the experience of staff and economies of scale, the Company can provide this subscription service at a very competitive rate, which schools have appreciated. The Company's unique selling point is that it can provide access to a team of professional, pragmatic lawyers that cover the full range of legal issues that could face an educational establishment over the phone with a quick turnaround time and at an extremely competitive price. The ethos of the Company is to make long term relationships with Schools and Multi-academy Trusts by encouraging a model that does not seek to charge clients for every minute of time that is spent on legal work but by having as much work as possible covered by the subscription service and developing longer term contracts. Whilst the Council's reputation for legal work has assisted in selling services to Schools closer to our location, the Company has successfully attracted clients from much further afield with customers across York, Teesside, Wakefield, Lancashire and beyond. The Company continues to look to expand its market reach to areas outside of Yorkshire.

In addition to work for the Education sector, the Company has undertaken legal work in the property, procurement, planning, state aid and construction sectors and will look at marketing these areas in the future as a potential growth area. In accordance with the business plan, the Company will look to concentrate on additional legal areas to market its services and provide training to new clients.

It has been pleasing to see new customers sign up to the Company and to note the company is growing in accordance with the projected Business Plan, it will focus the next 12 months on additional online and traditional marketing and seeking to ensure that the First North Brand is promoted within the target client areas.

Report Provided by;

Barry Khan
Assistant Chief Executive (Legal and Democratic Services)
North Yorkshire County Council and
Managing Director First North Law

Yorwaste

Recent Developments

The 31 March 2019 saw the conclusion of the two-year transition period from a business focused on landfill operations to one focused on transfer and recycling operation with a commercial collection business (which offsets a significant portion of Yorwaste's operating cost). This period saw the acquisition and integration of Todd Waste Management, the closure of the Harewood Whin Landfill, and the ramp-up of the Allerton Waste Recovery Park, which collectively represented a fundamental change to the Yorwaste business model.

In addition to the internal challenges, the wider waste management industry has also seen significant change. The widely discussed "Blue Planet" effect resulted in higher quality thresholds for recycle material being demanded from the supply chain and heavily influenced the recent Government Waste Strategy, which in turn detailed the need for further investment and innovation in the industry.

Closer to home, the Regional waste market saw a "race for waste" as competitors sought to increase volumes, resulting in flat-to-declining average real commercial rates.

Achievements of 2018/2019

To respond to the ever-changing market Yorwaste has to be more customer focused, more efficient operationally, and more forward thinking in innovation and investment. Yorwaste always needs to prioritise safety in an industry widely acknowledged as one of the most dangerous in the UK.

To meet these challenges Yorwaste has over the past year:

- Set a target of achieving ISO 45001 this year supported by the rollout of behavioural-based Health & Safety.
- Streamlined and refocused the management team to increase accountability and improve decision-making.
- Increased management training for senior and middle management, and implemented management succession planning.
- Invested in information systems to support real-time tracking of vehicles and route optimisation.
- Upgraded the Harewood Whin based Materials Recycling Facility (MRF) to improve recovery rates and meet modern quality thresholds.
- Standardised employment terms and conditions to reduce administration overheads; promote operational flexibility and fairness; and simplify staff rostering.

Whilst significant progress has been made, the Company has been negatively impacted by market pressure on recycle quality and commercial collections, costs arising from the transition to supplying AWRP and the need to modernise plant and equipment to improve operational delivery and reliability.

Looking forward to 2019/2020

As detailed in the Business Plan at Appendix C, the priority for Yorwaste is to consolidate, optimise, and prepare.

Consolidate: Following a review of existing operations a number of processes were identified which are low margin or loss making. These are now subject to a managed exit to streamline operational delivery. The next step is to review the commercial offering and ensure that we have the right customers, with the right waste, at the right price.

Optimise: The new transport management system will enable route optimisation and customer profitability management. The system will also allow the monitoring and management of driving behaviour (e.g. excessive breaking, engine idling, and cornering) to improve safety, fuel efficiency, reduce carbon footprint, and reduce maintenance costs. Management training and increased accountability will further drive improvements in frontline staff safety and efficiency.

Prepare: The Government Waste Strategy identifies a number of options that are currently subject to further consultation. The potential for separate food collections present a challenge and opportunity for Yorwaste, as does the possibility of standardised recycle collection methods. Yorwaste is working closely with local authorities to develop, cost, and deliver solutions to these proposals if, and when, they are implemented.

SJB Recycling

SJB recycling was further impacted by the EA policy that ended co-composting as Yorkshire Water also ceased the practice. This has significantly changed the business model in that it no longer benefits from free disposal. Over the past year SJB has sought to mitigate this cost through securing higher margin sales of 10mm PAS 100 compost however whilst this has had some impact, it failed to return SJB to its previous profitability. SJB also investigated a number of alternate processing methods and technologies, again none were able to reduce costs sufficiently offset the free disposal.

Looking forward the next few months will see the majority of SJB contracts up for renewal and these are being tendered at a significantly increase price, which if successful, will restore profitability.

Report Provided by:

Sandy Boyle
Managing Director
Yorwaste
10 April 2019

Brierley Homes Business Plan

April - 2019



brierley
homes

APRIL 11

BRIERLEY HOMES LIMITED (Co. Reg 10492130)

Authored by: Mike Craddock MRICS

Senior Development Manager – Brierley Homes



Executive Summary (Public Report)

1. Brierley Homes was established in October 2016 and received Executive approvals in March 2018 to operate as a housing company and implement new schemes as the company sees fit.
2. The commercial focus for Brierley Homes is to build private houses for sale on the open market. Where local planning policy requires (and viability allows) it will also contribute affordable homes as part of a scheme.
3. Brierley Homes is seeking to establish itself as a small to medium sized housebuilder in the North Yorkshire region who is well regarded by both customers and delivery partners.
4. A number of surplus North Yorkshire County Council owned assets were identified in 2018 and are now actively being promoted for housing by Brierley Homes.
5. The UK Housing market as a whole remains relatively benign, albeit customer demand for new homes remains robust, supported by wide availability of attractive mortgage finance, low unemployment and government support.
6. The North Yorkshire housing market in which Brierley Homes operates is robust. Unemployment levels in North Yorkshire are below the national average and earnings are over 90% of the national average. ¹
7. Brierley Homes is registered with the UK Governments “Help to Buy” scheme and this is already supporting sales at the first scheme at Thorpe Willoughby.
8. The Brierley Homes business is now growing in line with previous forecasts.
9. Thorpe Willoughby is close to construction completion; marketing has been launched and the homes are receiving positive feedback from prospective purchasers in terms of design and quality. Sales reservations are currently exceeding business plan trading assumptions.
10. Grant of planning is forecast for spring 2019 at the second scheme in Marton-cum-Grafton. Tendering for construction is underway and there is evidence of interest from prospective purchasers which at this very early stage is encouraging.
11. In line with the growth plan the current budget forecasts are for Brierley Homes to make a net operating loss during 2019/20 and 2020/21 as capital commitments are made to purchase land and enter into construction contracts.

12. As outlined in the 2019/20 Business Plan at Appendix D, the key objectives in support of the growth of the business are:

No	Objective	Status
1	A Contractor Framework is established to ensure competitive delivery of our homes	Complete
2	House sales at Holly Grove, Thorpe Willoughby are commenced	Complete
3	Planning consent is achieved for a further c. 100 homes on surplus land assets owned by NYCC	Ongoing
4	External (non NYCC) sites are identified and purchased in the market	Ongoing
5	Further recruitment is undertaken to support the business growth	Ongoing

13. Brierley Homes growth plan is focused on the following benchmark performance indicators.

- a) Total Annual House Sales,
- b) Owned and Controlled Land Bank (Pipeline),
- c) Margin in line with industry benchmarks,
- d) Customer Satisfaction,
- e) Health and Safety,

14. Conclusion:

- a) Strong housing market fundamentals,
- b) Confidence in the Brierley Homes proposition in the marketplace,
- c) Positive Outlook

Sources:

¹Nomis Web - <https://www.nomisweb.co.uk/reports/lmp/la/contents.aspx>

Shareholder Committee Work Programme

Meeting Date	Items of Business
4 September 2018 @ 1pm	<ol style="list-style-type: none"> 1. Brierley Group Quarter 1 Report 2. Education Sector Market Update 3. Work Programme 2018/19
23 April 2019	<ol style="list-style-type: none"> 1. Company Updates & 2019/20 Business Plans for the following companies: <ul style="list-style-type: none"> • Align Property Partners • First North Law • Yorwaste • Brierley Homes 2. Work Programme 2018/19
28 May 2019	<ol style="list-style-type: none"> 1. Company Updates & 2019/20 Business Plans for the following companies: <ul style="list-style-type: none"> • Veritau • NYES • NYNet 2. Outturn Reports 3. Work Programme 2019/20

10 September 2019	1. Work Programme 2019/20
21 January 2020	1. Draft Work Programme 2020/21