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Monday, 12 December 2022

Chairman: Councillor D Lloyd

Members of the Committee:

**Councillor K Girling
Councillor Mrs R Holloway
Councillor R Jackson
Councillor P Peacock
Councillor T Wendels**

MEETING: Executive Shareholder Committee

**DATE: Tuesday, 20 December 2022, to follow the
Cabinet Meeting**

**VENUE: Civic Suite, Castle House, Great North Road,
Newark, NG24 1BY**

**You are hereby requested to attend the above Meeting to be held at the time/place
and on the date mentioned above for the purpose of transacting the
business on the Agenda as overleaf.**

If you have any queries please contact Nigel Hill on Nigel.hill@newark-sherwooddc.gov.uk.

AGENDA

Page Nos.

1. Apologies for Absence
2. Declarations of Interest from Members and Officers
3. Notification to those present that the meeting will be recorded and streamed online

Active4Today

4. Active4Today Performance and Business Plan (Key Decision) 4 - 36

Arkwood Developments Limited

5. Performance of Arkwood - Quarter 2 - 2022-23 37 - 38
6. Review of Governance Agreement 39 - 68
7. Exclusion of the Press and Public

To consider resolving that, under section 100A (4) of the Local Government Act 1972, the public be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in Part 1 of Schedule 12A of the Act.

8. Performance of Arkwood - Quarter 2 - 2022-23 69 - 78
9. Arkwood Developments Limited - Revolving Facility Agreement 79 - 82



Report to: Executive Shareholder Committee - 20 December 2022
 Director Lead: Suzanne Shead, Director Housing, Health & Wellbeing
 Lead Officer: Cara Clarkson, Business Manager - Regeneration & Housing Strategy, Ext. 5923

Report Summary	
Type of Report	Open Report, Key decision
Report Title	Active 4 Today Performance and Business Plan
Purpose of Report	This report presents the performance of Active 4 Today for the period to November 2022 (Period 8). A draft of A4T Business Plan for 2023/24 is attached at Appendix D for feedback.
Report Recommendations	<ul style="list-style-type: none"> • That the performance of A4T to Period 8 is noted; • That the 23/24 Business Plan is considered, and any amends or additions are put forward by the Shareholder Committee; and • That the performance framework for A4T is revised and enhanced .
Alternative Options Considered	None
Reason for Recommendations	To ensure that the shareholder has assurance and oversight of the company's performance ensuring that the company continues to deliver the outcomes required by the Council as aligned to the Councils Community Plan.

1.0 Background

- 1.1 The Council's wholly owned 'not for profit' leisure company, Active4Today (A4T) has been delivering leisure and sports development on behalf of the Council since 2015. This includes the management of four leisure centres: Blidworth, Dukeries, the Newark Sports and Fitness Centre and most recently Southwell Leisure Centre.
- 1.2 Prior to the establishment of the Executive Shareholder Committee, performance of the company was overseen by the Leisure & Environment Committee.
- 1.3 The **appended** documents attached to this report are:
- Active4Today Update Report 1 April 2022 to 30 November 2022
 - Active4Today Performance Indicators 1 April 2022 to 30 November 2022
 - Active4Today Sports Development Report 1 April 2022 to 30 November 2022
 - Active4Today Draft Business Plan 2023-2024

2.0 Performance Overview

- 2.1 A4T has provided an overview of performance across three reports – the first provides an overview of performance including usage and financial performance, the second provides an update against the performance indicators and the third performance against the company’s sports development function.
- 2.2 The overall performance reported is positive, in particular, the recovery from the pandemic which has seen the company recover to 90% of its pre-pandemic membership base (having lost approximately 40% as a result of lockdowns).
- 2.3 The company has however had a number of significant financial impacts including the impact of the pay award, increased utilities costs and increased costs for supplies and services. The overall impact of this is a deficit increase of £45,980.00
- 2.4 The attached report from the Managing Director of A4T provides a level of detail and replicates the reporting arrangements previously agreed. It does not currently contain an update for the shareholder on the risk profile of the business and actions and activity being undertaken to manage risk. It is therefore proposed to review and revise the reporting requirements from the company and to ensure that a more formalised structure for reporting is implemented allowing officers to fully scrutinise the performance of the company from a client perspective.

3.0 Business Plan 2023/24

- 3.1 The draft Business Plan is set out at Appendix D and sets out a range of activity that the company intends to undertake across the year. This will be developed into a reporting framework so that performance against the offer is monitored.
- 3.2 In addition to the actions noted, it is recommended that A4T also undertake the following:
 - A. Review the draft Annual Business Plan against the councils Health and Wellbeing Strategy as approved by Cabinet 6th December 2022 to ensure the business plan is aligned to the council’s key objectives.
 - B. To work with council officers to maximise support to residents through the cost-of-living crisis.

4.0 Recommendations

- 4.1 That the performance of the company at Appendices A, B and C are noted.
- 4.2 That the existing performance framework is reviewed and revised to include:

On an annual basis to report to Shareholder Committee

- A. Performance against Business Plan Actions and Performance Indicators
- B. Statement of regulatory compliance (including Fire Safety, any reportable incidents etc)

- C. Financial viability of A4T Financial Business Plan – medium term 3-year plan (to include investment plan)
- D. Annual delivery - Business Plan
- E. Internal Audit Report
- F. External Audit Letter
- G. Annual Accounts
- H. Strategic Risk overview
- I. Outcome of any formal complaints
- J. Inclusion of customer satisfaction data

4.3 That the existing performance framework is reviewed and revised to include:

On a quarterly basis to report to Shareholder Committee

- A. Performance against Business Plan Actions and Performance Indicators
- B. By exception: update on regulatory compliance
- C. By exception: Strategic Risk
- D. Outcome of any formal complaints
- E. Inclusion of customer satisfaction data

4.3 That the Business Plan 2023/24 is considered and any amends or suggestions for inclusion are recommended to A4T.

4.4 That the additional actions at point 3.2 are included within the draft Business Plan.

5.0 Implications

In writing this report and in putting forward recommendations, officers have considered the following implications: Data Protection, Digital and Cyber Security, Equality and Diversity, Financial, Human Resources, Human Rights, Legal, Safeguarding and Sustainability, and where appropriate they have made reference to these implications and added suitable expert comment where appropriate.

5.1 Financial Implications (FIN22-23/5024)

5.1.1 The current budgeted management fee payment to Active4today within the Councils financial system is £500k for financial year 2022/23. The update report at Appendix A for Active4today for the period up to 30th November indicates a financial increase in the forecast deficit of £46k at para 4.2, up from an overall deficit of £506k to £552k. Paragraph 4.5 of Appendix A notes that an outstanding accrual of £50k has been agreed by the company's Board to be placed back into the in-year budget, therefore reducing the overall deficit down to £502k but this has not been reflected in the table at 4.2. Officers will work with A4T to confirm the correct deficit position.

5.1.2 The current draft figure for the management fee payment to Active4today within the Councils 2023/24 budget setting process is currently £607k. Ideally the business plan for Active4today will be processed the same time as their budget setting process for the next financial year, this will help the Council in setting a much more accurate budget for the management fee in line with Active4today's requirement. In order for the Council to be assured of a financially viable company and therefore the ongoing

concern of Active4today, their business plan should also cover the medium-term financial forecasts, i.e. an additional 2 years budgets, with clarity on the financial assumptions of the Company. The requirement for a medium-term plan has now been included within the recommendation of this report.

- 5.1.3 Within the Business Plan it also indicates the proposed core pricing for 2023/24, which is yet to be agreed. The council as shareholder should be consulted on any proposed price increases to ensure these align with the corporate approach to annual increases on fees and charges.

Background Papers and Published Documents

None



1. REPORT PURPOSE

- 1.1 To provide the shareholder committee with an update on the operations of Active4Today, for the period 1st April 2022 to 30th November 2022 (period 8).
- 1.2 To provide the shareholder committee with an update on the financial position of Active4Today, for the period 1st April 2022 to 30th November 2022 (period 8).
- 1.3 To provide the shareholder committee with a draft 2023-2024 business plan, for the committee's feedback.

2. BACKGROUND

- 2.1 At the end of March 2022, the memberships, which is the Company's largest income generator, stood at over 10,900. In summary this meant the Company was operating at approximately 90% of its pre-pandemic membership base. This was an excellent achievement for the Company, as in April 2021 when the Company reopened after the last lockdown period, the Company had lost approximately 40% of its membership.
- 2.2 This figure was better than anticipated and forecasted, as the Company and leisure industry were uncertain of the recovery rate of the business and how the many variants which followed the original Covid-19 would impact further on customer confidence. In addition, the industry was also uncertain of the return of all sectors of the public and the possibility of further disruption including phased continuation and ultimately further lockdowns. Fortunately, this did not take place and as reported, the return of the existing customer base and new customers joining the Company has been positive.
- 2.3 In view of this better than forecasted income performance, the Company agreed to revise its 2022 – 2023 budget as soon as possible, in order it could provide the most up to date financial position to its Board and the Council. At the same time, the Company was aware it also needed to revise its expenditure budget, due to the increased gas and electric unit prices, which had been levied against the Company and were not included in the original budget forecast.
- 2.4 This process was undertaken, and the revised budget was accepted by the A4T Board (this was to period 2) during its June 2022 meeting and although this increased the original forecasted year-end deficit by approximately £10,000, the Company was confident this could be mitigated and contained through improved sales and reduced expenditure throughout the year.

3. CURRENT SITUATION

3.1 Since the last revised budget (based on period 2), the finances of the Company have changed again. The Company is now in receipt of actual utility information (previously it was forecasted with the expected figures included), the confirmed 2022-2023 cost of living salary increase for employees, increases in income for memberships and swimming provision, the impact of a recent membership price realignment and efficiency savings associated with the transfer of Southwell Leisure Centre into the Company.

3.2 As a result of the above areas impacting on the budget, a further revision of the Company's finances has been undertaken, to provide the A4T Board and Council with the latest forecasted financial position and the impact this may have on the end of year management fee. This revision has been undertaken at period 6, which is halfway through the financial year.

4. FINANCIAL HEADLINES UP TO 30TH NOVEMBER 2022

4.1 Set out in the table below (fig 1), A4T has provided the current financial position of the Company, which is monitored by the Board, as part of its role in managing the operations of the business. The table below shows the May (period 2) revised 2022-2023 budget, the period 6 revised 2022-2023 budget and variance against the May revised income and expenditure budget.

4.2 This budget will be subject to further revisions throughout the year, as a result of changes to income (the potential impact of the current cost of living situation) and expenditure, which may be out of the control of the Company.

	Revised period 2 2022-2023 budget: income/exp	Revised period 6 2022-2023 budget: Income/exp	31.10.221 Variance to period 2 2022 – 2023 revised budget
Other Income (management fees)	£0	£0	£0
Total income	-£3,711,075.00	-£3,891,875.00	-£180,800.00
Staff	£2,320,820.00	£2,478,150.00	£157,330.00
Premises	£989,000.00	£1,040,000.00	£51,000.00
Supplies and services	£857,150.00	£875,600.00	£18,450.00
Transfer to Reserves	£50,000.00	£50,000.00	£0.00
Total expenditure	£4,166,970.00	£4,393,750.00	£226,780.00
Surplus/Deficit	£505,895.00	£551,878.00	£45,980.00

Fig1.

4.3 Below are the highlights from the financial information, in a bid to provide some narrative for the Committee, including the variances from the original budget.

- I. **Other Income (management fees)** – Currently the Company has not budgeted for any management fee from the Council. This is in-line with previous reports, as the financial support from the Council (in the form of a management fee) will be calculated at year end, once the outturn of the 2022-2023 year is known. At the commencement of the financial year, the Company indicated to the Council that £500,000 would be required.
- II. **Total Income** – Total income has increased by £180,800 across all sites. This is made up of both membership income and facility hire (regular block bookings paid by direct debit or invoice). Membership income has increased by £90,450 across all sites and this is due to improved performance against forecasted retention rates and improved sales, set against the targets developed. During the recent price realignment exercise (this was to bring several memberships in line, several of which had not changed since pre-pandemic) a slightly higher than usual retention level had been set for the target, as it was expected that several members may leave due to the new increased price. This had been factored into the financial modelling for the budgets, however this reduction did not occur in many cases, which has resulted in an improved financial position. The additional finance realised through improved income has been achieved through increased hirers costs and the growth in swimming pool hire income.
- III. **Staffing** – This budget line has seen a significant forecasted increase of £157,330, due to the confirmed pay award of £1,925 per full time equivalent employee, implemented in November 2022 and backdated to 1st April 2022. In a bid to try and mitigate this increase, several small reductions have been made to the existing rotas and some vacancies have remained unfilled. Both these areas have realised savings when forecasted to the end of the financial year. In addition to these savings, the Company as part of the original budget development, made a lump sum provision of £28,000, as part of the transfer of the Southwell Leisure Centre employees, into the Company's pension scheme. However, the Company has been advised that this lump sum is now not required in this financial year and the saving has been used to offset some of the increases identified.
- IV. **Premises** – This budget has now seen an additional increase of £51,000, because of the increased utility costs. Initially when the Company was made aware of the increases to utilities, there was only one month of data, in which the new forecast was calculated (this was particularly important for Dukeries, as we had no data for the new swimming pool). However, as a result of now having greater information on both the fixed and variable charges, the Company has identified that greater financial provision is required to this budget line, to meet the predicted costs. The budget associated with gas and electricity for the Company has increased in-year by £242,900, an increase on the 2021-2022 outturn of £319,600.

- V. **Supplies and Services** – Overall this budget has increased by £18,450 across several budget lines. The main change has been experienced within contractual services, which has increased by £60,000, due to the renewal of the Life Fitness maintenance contract. This is due to the extended period of time which the fitness machines have been retained past their forecasted trade in period. Originally, the machines were scheduled for replacement in the year 2022-2023, however, due to the 40+ week closure because of the pandemic, the machine exchanges were placed on hold, as it would not be economical to replace them at this stage, due to their lack of use and lack of income which had been collected against them. It is worth noting that the expenditure on maintenance, supports income lines of circa £2,500,000.

To try and mitigate against this cost, the Company made savings in other budget lines (mainly due to the amalgamation of systems and policies from Southwell into A4T), which valued £30,700.

- VI. **Surplus/Deficit** – The overall deficit of the Company has increased by £45,980. This is largely due to the increase in salaries and utilities. However, this has then been offset by several efficiencies which have been made (set out above) and increases in income across several key areas including memberships, school swimming and the hirers at Southwell Leisure Centre.
- VII. **Reserves** – The Company has continued to maintain its reserve of £330,000 after the contribution of £131,000 from the 2021 – 2022 financial year. This is a good position for the Company and supports the Company’s strategy to develop a reserve of £750,000 in the future. This is supported with an in-year contribution by the Company into reserves of £50,000.

4.4 Over the past two years, Active4Today has had a major dispute with its water supplier (Castle Water), with a lack of clarity and consistency with the invoices supplied by the Company, with bills ranging from a few pounds to several thousand pounds. Due to this issue, no water bills have been paid for over 18 months, with the residual budget being placed on the year-end expenditure, as an accrual. Following a letter to Castle Water’s CEO, the Company has now written back to A4T confirming the amount of finance required to bring Active4Today’s Castle Water account up to date.

4.5 As a result of the above, the Company has now settled the account with Castle Water, however, it holds an outstanding accrual of approximately £50,000. In view of this, the Board has agreed to place the accrued amount back into the in-year budget, to assist to reduce the expected in-year deficit from the revised budget of £551,875 to circa £502,000. This would once again return Active4Today’s expected management fee back to the forecasted £500,000, set in the original budget. This would be an excellent achievement by the Company given the huge expenditure pressures which have been placed on the Company, over the 2022-2023 year.

5 **FURTHER FINANCIAL UPDATES**

- 5.1 Southwell Leisure Centre was the last of A4T's leisure centres to go 'cashless'. This took place from 1st September 2022. This has gone without any issues, with customers moving to direct debit, card and online payments. Currently the Company is evaluating the card payment usage against online payments, with a view to trying to move more customers to self-serve by booking ahead and making their payments online on LeisureHub, as the year progresses. This will be helped with the introduction of a Company App, which we are hoping to have in place by the start of January 2023.
- 5.2 The Company has recently put together a proposal for several internal audit 'tests' which will take place over the next 10 months. With the exception of a HMRC audit on furlough payments (where the Company received a positive outcome) and the annual audit of the final accounts, the Company has not undertaken any audits of its processes in approximately two years, as a result of Covid.
- 5.3 In view of this, the Company will be testing:
- Membership income – including both adult and junior direct debit collections and up-front payments
 - VAT
 - Other income – including partner site direct debits, card and online payments, which is now a substantial income line
- 5.4 It is hoped the Company will be undertaking the first audit in February 2023 with the remaining audits being undertaken in June 2023 and August 2023. As these audits progress, further areas will be identified, with a view to undertaking a regular schedule of internal checks by an external body.
- 5.5 The Company is currently in the process of developing the 2023-2024 budget, in preparation for its Board meeting in January. This will then be shared with the Council ready for its budget setting process. This budget will be based on the latest revised budget, with adjustments made for estimated cost of living increases, utilities, pensions adjustments following the triennial evaluation, suppliers increases and increased income generation.

6. **USAGE PERFORMANCE**

- 6.1 As the Committee will be aware, the performance for the Company is monitored against a small set of indicators, which focus on usage and membership sales. These indicators have been agreed and used for the past several months, which has allowed for comparative data to be available. Attached at Appendix B, are the indicators for the Company.

6.2 In addition to the quantitative data set out above, case studies and a more qualitative performance information is provided separately within this report and focuses on the performance of the Company's Sports Development team. This is attached at appendix C.

7. PERFORMANCE TO PERIOD 8, TO 30TH NOVEMBER 2022

7.1 In a bid to raise the profile of the Company and the activities which are provided, staff have increased their presence at many community events and several corporate health and wellbeing events. A4T staff have visited NSDC (to promote its new staff discount for memberships), Bakkavor, GXO (previously Knowhow), Edwinstowe House, Nottingham Trent University Brackenhurst Campus and Inspire Libraries.

7.2 These events have offered body MOT's and cycling and rowing challenges, to engage with employees and members of the public, whilst promoting the wide range of activities and memberships offered within the leisure centres. The team has also ensured that details of the variety of activities available in community sports clubs, have been shared widely.

7.3 Through working together with colleagues within the NHS Muscular Skeletal (MSK) Physiotherapy team, a new MSK session has been introduced at Blidworth Leisure Centre. This is an NHS led session with A4T fitness staff supporting the delivery of their activities, in the fitness suite and studios. At the end of the NHS sessions, after building confidence within the fitness setting, the participants will be referred through to the A4T GP Referral Scheme, as the exit route to ensure long term participation in physical activity continues, under the guidance of qualified instructors.

7.4 Following on from previous successful partnership working, A4T staff were invited to attend an exclusive business club event held by Beaumont House Hospice, Newark. The event was a relaunch of their 'Beaumont House Business Club' with invited guests from the local area representing some new and well established companies. It also provided a networking opportunity. Companies were invited to join the club, with a small annual subscription and in return, are able to raise their profile across all the businesses involved and showcase their work/products. This event enabled A4T staff to undertake/access further networking opportunities with local businesses and develop links with them to offer corporate memberships and wellbeing support, to their employees on a longer-term basis.

7.5 The number of user visits is currently following seasonal trends and continues to increase and return towards pre-pandemic levels. For the period to 30th November 2022, user visits reached 657,476 across all leisure centres and partner sites. This is an increase on the same period last year of 94,368 (563,108), which equates to an average increase of approximately 8,000 users per month.

- 7.6 The number of users that are over 60 is again increasing in comparison to the same period in 2021. There were 72,275 visitors from this age group using the leisure centres up to 30th November 2022, compared to 60,299 for the same period in 2021, an increase of 11,976. This figure is anticipated to grow further over the coming months as additional activities have been targeted on this demographic.
- 7.7 The reintroduction of activities for users over 65+ (in general this is the demographic, however, it is available to persons under 65+) has continued with the relaunch of the chair-based exercise class, which ran at NSFC pre-pandemic. In early October, the class restarted with 7 participants returning and this has been building on a weekly basis since. It is hoped this will develop further over the coming weeks with an editorial piece in the Newark Advertiser published in November. As well as taking part in physical activity, the class is important for social interaction and has been well received by all attendees.
- 7.8 In addition to the above and to build on the pathway for the 65+ age group and complement the existing Otago class (an exercise programme designed by the University of Otago, New Zealand, and dealing with balance, strength and aimed at ‘falls prevention’) held weekly at SLC, a new seated exercise class has now been introduced. Initial numbers are lower than expected based on the demographic in the town, however more promotion is planned with the Bramley newspaper over the coming weeks and through the older person’s accommodation settings locally.
- 7.9 The number of referrals received from healthcare professionals has experienced a slight decrease in comparison to 2021. The 2021 figure of 235 however, was due to the build-up of referrals in practices during the lockdown period (January 2020 to April 2021), all of which then came through to A4T as referrals, in a large batch.
- 7.10 The number of referrals to date up to 30th November 2022 is 217, which is much more in line with pre pandemic levels. However, referrals are performing at a much better rate in relation to conversions and are currently operating at 45% in terms of sign up, to taking out a subsidised membership.
- 7.11 The number of community groups supported has experienced a slight increase in comparison to 2021, with a number of the team members attending networking events and partnership meetings across the County. These have been steadily building since the pandemic with the number of community groups reengaging with A4T growing on a weekly basis. More details regarding the progress and performance of the sports development team are included in appendix II.
- 7.12 The live adult membership base at BLC has experienced a slow decline since April, from 694 to 648 on 30th November. Although in numbers it is only a decrease of 46 members,

in real terms for a small membership base, this makes a significant difference to the financial performance of the site. An intervention is taking place in the locality as a result of this and will include greater targeted promotions within the areas which have reduced. More work is also taking place within businesses to promote the corporate membership and the sports development team are working within the community, signposting the leisure centre as an exit route.

- 7.13 Whilst the membership overall at BLC has reduced, the live children's membership base at the facility has experienced a steady increase since January 2022, rising to 70 children, compared to 20 on 30th November 2021. This is extremely positive news and reflects the recent work which has taken place with various promotions to this demographic. More promotions will continue to take place over the coming weeks, which includes contact with new housing estates and visits to Joseph Whitaker Sports College and Blidworth Oaks Primary School, to build numbers further.
- 7.14 The live adult membership base at DLC has continued to grow since April, achieving and exceeding the monthly targets set. The number of members on 30th November 2022 is 1,216, in comparison to 980 on 30th November 2021, an increase of 236.
- 7.15 The live membership base for children at DLC has also continued to increase since the opening of the pool in July 2021. This has exceeded all monthly targets since April 2022 and now stands at 471 children on a monthly direct debit; all children are taking part in a minimum of one coached activity per week.
- 7.16 The live adult membership base at NSFC has experienced an increase in numbers and has now reached 3,655 members. This again is a significant increase in comparison to 30th November 2021, where the membership base stood at 3,164 members, a difference of 491 members.
- 7.17 The children's membership base at NSFC has seen an increase, however at a much slower rate. This is due to the alternative choices available within the area, with more private providers offering children's swimming lessons, activities and sports clubs. The number of children currently holding a live membership is 1,632 in comparison to 1,523 in 2021, an increase of 109.
- 7.18 The growth of the adult membership base at SLC has been lower than expected following the upgrades to the fitness suite in July. The number of live members on 30th November 2022 is 2,030. Whilst this has exceeded the target and increased the membership base from 1,785 on 30th November 2021 (an increase of 245), further work is planned over the coming months, which will raise the profile of the site and showcase the newly refurbished free weights area.

7.19 The children’s membership base at SLC has increased in comparison to the same period in 2021 by 115 memberships and now stands at 1,420, compared to 1,305. There has been work undertaken to maximise course places, particularly swimming lessons, in order to use the full capacity of the pool, without compromising other areas of the swimming pool programme. In addition to the generic swimming lessons, 1-2-1 swimming lessons for people with a disability have also been introduced and it is hoped these will be well supported by users over the coming weeks.

7.20 The seasonal student influx at SLC has taken place, with several new students from Brackenhurst College joining the facility. In addition, a discussion has taken place with the Dean and Business Manager from NTU, and a proposal is being prepared by the Company, which will hopefully engage more students throughout the year.

7.21 With the opening of the new swimming pool at DLC, swim memberships have continued to increase, albeit at a steadier pace than anticipated. On 30th November 2022, there were 115 swim only memberships in comparison to 105 in 2021, an increase of 10 members.

7.22 The Company has continued to offer free 3-day passes, encouraging people to try out the facilities before committing to a longer-term period. This approach has been very successful throughout the year, building ‘footfall’ into the gyms and providing opportunities for staff to convert these users into full members. From April 2022, there has been 507, 3-day passes activated within the centres. This is an increase of 75 (432) from the same period in 2021.

7.23 The table below provides the Committee with membership data and how this has developed since 1st April 2022.

Month	BLC Adult	DLC Adult	NSFC Adult	SLC Adult	BLC Child	DLC Child	NSFC Child	SLC Child	TOTAL
April	695	1,155	3,475	1,914	46	431	1,624	1,340	10,680
May	699	1,156	3,400	1,901	49	440	1,625	1,339	10,609
June	698	1,242	3,520	2,009	48	446	1,655	1,373	10,991
July	698	1,222	3,522	1,974	48	446	1,622	1,375	10,907
August	675	1,199	3,512	1,952	50	465	1,643	1,407	10,903
September	666	1,212	3,582	1,957	57	484	1,645	1,421	11,024
October	656	1,213	3,618	2,018	62	482	1,655	1,440	11,144
November	648	1,216	3,655	2,030	70	471	1,632	1,420	11,142

7.24 On 30th November 2022 there were 11,142 live memberships held across all sites. Of these, approximately 58 have frozen their memberships for either medical reasons or financial reasons in line with the Freeze Policy.

7.25 The Company has organised 4 swimming teachers' courses since reopening in 2020, with the latest course starting in November 2022 and examinations planned before Christmas. This assists the Company in the long term, as many of the teachers on the course are recruited into the business, which will build resilience within the coaching staff and maximise the numbers on swimming lessons across all sites.

8. BUSINESS PLAN UPDATE 2022 – 2023

8.1 The actions identified in the business plan for this financial year have been reviewed at regular intervals. The progress of each action has been recorded in June and September across the Company, with the sports development team moving forward on many of the initiatives. More detail regarding some of the actions is included in the Sports Development report at appendix II.

	AIMS	ACTION	PROGRESS TO 31 ST OCTOBER 2022
1.	Healthy and active lifestyles		
1.1	Childhood obesity - develop and provide opportunities for young people	a) Co-ordinate a series of free-swimming sessions for children, especially focused on the new swimming pool in Ollerton. This will take place during the main holiday periods of Easter and summer and will be for a day per week for an open session.	<p>Sessions held in Summer and October half term alongside existing holiday activities.</p> <p>11th August</p> <p>Attendance session 1 - 12</p> <p>Attendance session 2 – 29</p> <p>20th October</p> <p>Attendance session 1 - 3</p> <p>Attendance session 2 – 12</p> <p>Another date to be put on the programme for Christmas holidays</p> <p>Further actions regarding children and tackling obesity levels -</p> <p>Orienteering project with Ollerton Pit Woods Open event 28.06.22, interest across the community (primary, secondary, further education settings, clubs, and groups).</p> <p>Local junior groups given the opportunity to access the wetside facilities at Ollerton with the view to book a regular session. Children's centre Ollerton looking at a regular swim session.</p>
1.2	Inactive people - develop and provide opportunities for inactive people	a) Development of water based and swimming activities for all ages at Dukeries Leisure Centre.	<p>Swim programme developed with the introduction of aqua aerobics classes.</p> <p>Over 55's swim offered for free to people with long term health conditions following funding received from NCC. Numbers began well in April with approx. 16 attending however this has reduced to 8</p>

		<p>b) Introduce a series of taster activities, with specialist instructors at sites. The aim will be to pilot 4 new sessions within the year running for approximately 6 weeks per session.</p>	<p>in recent months. Continuous promotion is required in Ollerton and surrounding area.</p> <p>Aqua natal possibility with a local midwife. Further meeting to be held to confirm the details.</p> <p>A series of taster sessions were planned under the 'This Girl Can' initiative in the summer. Numbers were disappointing so this will be reviewed and relaunched in January.</p> <p>A member of staff trained in chair-based exercise and started new classes at SLC and NSFC.</p> <p>3-day passes, details of the community health walks and free over 55's swim session at DLC distributed to tenancy support workers in the district for the homeless. Social prescribing link workers also referring patients to appropriate sessions using the 3-day passes.</p> <p>Passes distributed to tenancy support work workers and social prescribing link workers ongoing</p>
1.3	NSEC 6-8 - develop and provide opportunities for people living in high NSEC 6-8	<p>a) Introduce 7-day adult passes through a partnership with DWP</p> <p>b) Offer 20 bursaries for persons living in the target areas at both DLC and NSFC, to receive a free membership for 12 months</p>	<p>Pilot scheme developed for series of free use activities. Tour held for DWP staff tour and 3-day pass to try facilities held in June.</p> <p>7 day and 12-month pass criteria developed created and launched in partnership with DWP officers in June/July</p> <p>Very low take up in the Sherwood are of N&S but further meetings planned.</p>
1.4	Development of the VISPA Academy to provide volunteering opportunities for young people	<p>a) Recommence with work in the schools to develop volunteering opportunities for children aged 14 and over. This is particularly important to build the levels back up and support clubs and organisations when they restart after Covid.</p>	<p>SD staff attended careers fair at Magnus Academy, and You Can Do Sport</p> <p>Participating in promotional video for YCDS regarding VISPA</p> <p>Linking with Dukeries Young People's Centre for targeted individuals</p> <p>Promoted at Sherwood Forest Education Partnership meetings</p> <p>Mock interviews attended at Portland College, Minster School, and Newark Academy</p> <p>Careers fairs attended at Castle House, Dukeries Academy and Dukeries College</p> <p>Work experience scheme reviewed and amended to align with VISPA schedules.</p>

			<p>9 work experience student placements across 4 sites</p> <p>3 VISPA placements including 2 volunteers with learning disabilities</p>
1.5	Recognising the mental health issues which may have resulted due to the pandemic	<p>a) Working directly with CAMHS and mental health professionals to increase physical activity levels and improve health and wellbeing</p> <p>b) Investigate and support the N&S Sports Council to develop a team of Mental Health ambassadors across the district.</p>	<p>Shaw Mind are supporting CAMHS waiting lists, so link made with them to build physical activity links to BLC</p> <p>Sports Council/ Forum reengaged, and meetings planned for November.</p> <p>Community partnership pilot with 'MIND' – provision of workshop training.</p> <p>'Unlock your You' support with training and volunteer 'hand-holders' to link, Provision-Person-MHA-entry level club session.</p> <p>In progress</p> <p>Shaw Mind will support the roll out through sports clubs with potential for funding from Active Notts.</p>
1.6	Secure funding to deliver a range of activities in priority areas	<p>a) Deliver the identified programme of activity through the funding secured from Nottinghamshire County Council</p> <p>b) Work with NSDC to offer children's activities funded through the HAF programme (Holiday activities and food)</p>	<p>Weekly session - more promotion required for over 55's swim</p> <p>As above.</p> <p>Easter and summer holiday programme delivered with funding received from NCC.</p> <p>Activities delivered with Dukeries Young People's Centre</p> <p>Successful application for Christmas holidays.</p>
1.8	Development of Corporate Well-being memberships, as part of a wider network of organisations i.e. Newark Business Club, School Groups, NHS or similar	<p>a) Improve awareness around 'what the company offers' and the benefits of membership</p> <p>b) Commence with wellbeing roadshows within companies located within Newark & Sherwood</p> <p>c) Create digital promotional material for companies that take up corporate membership packages, with a view to improving the</p>	<p>Ongoing work with corporate partners, corporate banners in the workplace, digital signage in corporate canteens, promotions available on staff intranets, continue to build on these</p> <p>Corporate events attended such as Newark Show, Beaumont House Business Club, KnowHow, Family Fun Day, NSDC wellbeing Days to raise profile</p> <p>Promotional video developed and used to promote our facilities at wellbeing events.</p>

		health and wellbeing of their workforces	
2.	Accessible facilities		
2.1	Potential Development of a Changing Places at DLC	a) Work with the Council and development companies to scope out the possibility of installing a Changing Places at DLC. This will include developing an activity programme, which will work with the various groups who will be able to access the facility in the event the new resource is added.	Current changing facilities are not suitable for Pathfinders and Whitewater, have spoken with physiotherapists at Pathfinders who will use the facility for their more able patients.
2.2	Ensure the programme of activities within the leisure centres are designed to attract and support the varied and diverse communities, which exists within Newark and Sherwood District Council	<p>a) Develop a programme which reflects the demographic of the community and provides specific sessions for persons with disabilities through the use of gym equipment, 'Pool pods' and the Changing Places at NSFC and possibly DLC</p> <p>b) Provision of staff training to broaden the opportunities available</p> <p>c) Re-establish the work with various disability groups and make links with partners to support the existing sessions and reintroduce previous activities to the centres.</p>	<p>NHS referral sessions started at Blidworth with a pathway in place to refer to exercise referral scheme</p> <p>One staff member identified for completing the GP referral course</p> <p>Dementia Carers and Reach returned following pandemic.</p>
2.3	Improve community access through partner facilities and put in place SLAs with each partner site.	<p>a) Develop the business in the new sites at The Suthers School (the new school in Newark).</p> <p>b) Work with the Council to investigate the possibility of operating the Magnus Academy all weather facility, once funding is secured for a new sand filled carpet. This will include working with partners including Newark Hockey Club and England Hockey to develop the site and activities further.</p>	<p>Academy have put community use of their sport facilities on hold at present. Further discussion in 2023.</p> <p>Pitch works complete and facility now in use. Meetings took place with key users including Newark Hockey Club. There are 9 clubs currently using the facility which equates to 72 hours of bookings.</p>
2.4	Improve the range of technology utilised to enhance the customer experience	<p>a) Develop self service functions for accessing bookings and account management, customer engagement and fitness tracking</p> <p>b) Introduce a range of 'cashless' entry options for customers to Develop a 'cashless' offer for the leisure centres</p>	<p>App development in progress, working with ICT and DPO with the launch being January 2023.</p> <p>All sites are now cashless with SLC introduced in September.</p> <p>Complete as pt 3.5 below.</p>

		<p>c) Introduce the Club Direct Debit memberships, to block bookings at Southwell Leisure Centre</p> <p>d) Explore the options for pre-paid cards for use by under 18's to access the facilities without memberships.</p> <p>e) Develop a resale function with the LeisureHub online booking system so good can be ordered online by customers and collected on site during their visit</p> <p>f) As a pilot, develop door access control for hirers/clubs accessing Barnby Road School Sports Hall</p> <p>g) Develop a selection of children's parties packages bookable within the LeisureHub online system</p>	<p>Further development required.</p> <p>New resale contract developed, which has already improved sales by 40%. All sites have new displays and further development of purchasing online in advance of visit to be planned for 2023.</p> <p>Complete – all users issued with access cards.</p> <p>All parties rationalised and promoted and bookable online.</p>
2.5	Ensure SLC is fully integrated into A4T	<p>a) Continue to ensure the Southwell Leisure Centre operations are fully integrated into those of A4T. This will include:</p> <ul style="list-style-type: none"> • Staffing • Finance - audit, final accounts • Processes and procedures • Budgets • Marketing and branding 	Integration ongoing and progress made with many areas including marketing, finance, budgets, marketing and branding. Further work continues with processes and procedures and staffing.
3.	Financial viability		
3.1	Development of the Dukeries swimming pool and existing facilities	<p>a) Develop a corporate offer for businesses in the Ollerton area to showcase the new swimming pool development and provide the benefits of regular exercise to the employee and employer</p>	<p>More presence in the community at Ollerton improving relationships with local businesses such as Tesco, Pathfinders, Clipper Group linking in with the corporate work already being done. Active social media posts on community Facebook pages. Testimonials from groups accessing the pool to help promote to the wider population. Liaising with schools and junior groups to promote junior swim sessions.</p> <p>Primary Schools - 5 Secondary schools - 2 Junior Clubs - 3 Adult Clubs - 3 Local Businesses - 5</p>
3.2	Increase junior memberships at the Dukeries LC with the development of the	<p>a) Liaise with schools and other organisations with high numbers of young people, to promote the new swimming pool at Dukeries, providing family sessions as part of the promotion</p>	<p>Work ongoing building relationships with businesses</p> <p>Primary Schools - 5 Secondary schools - 2 Junior Clubs - 3 Adult Clubs - 3</p>

	new swimming pool		Local Businesses - 5
3.3	Increase adult memberships at all centres	a) Increase the profile at all sites with target advertising, based on greater marketing information, provided by the software system. The target for the end of the 2022/2023 year is 11,500 members.	App development in progress, working with ICT and DPO with the launch being January 2023.
3.4	Price re-alignment	b) Undertake a price re-alignment for the memberships with a target of achieving a full re-alignment of all memberships by the end of the financial year 2023/2024	Complete – refer to comments made in the report 4.3.II
3.5	Clubs and Organisations at SLC	a) To move all clubs and organisations operating out of SLC onto a DD or bank transfer option to remove the administration and cost of invoicing monthly. In addition, move all clubs and organisations to up-front payments also and remove retrospective payments for the use of the facility.	Complete – all bookings now paying in advance. 34 clubs now on direct debit 9 paying quarterly on invoice which include an admin fee. Bad debt has now been removed for block bookings at this facility.

9. DRAFT BUSINESS PLAN UPDATE 2023 – 2024

9.1 Members will be aware that traditionally at this stage in the year, the Company brings forward its proposals for the following year’s business plan. The plan is one which the Company develops with its Board and is based on its three themes, Healthy and Active lifestyles, Accessible facilities and Financial viability.

9.2 As a result, the Company is proposing the following business plan (attached at appendix III). The Company are requesting feedback from shareholder’s committee and relevant officers within the council, so it can shape the business plan to develop the final document. This will be presented to its Board for agreement in January 2023, before being returned to the council for final approval

10. BUDGET IMPLICATIONS

10.1 There are significant budget implications contained within this report and this will continue to be discussed with the Council's Senior Leadership team, in order they are fully appraised of the most recent financial position of the Company.

11. EQUALITY & DIVERSITY IMPLICATIONS

11.1 The swimming pool at the Dukeries Leisure Centre has continued to provide an excellent resource in the Sherwood area of the district. This has been supported by a pricing strategy offering concessionary pricing, in a bid to ensure that price is not a barrier to entry.

11.2 All information will continue to be available in a number of formats in line with Active4Today's access requirements and those set out in the equalities and diversity policy.

For further information please contact Andy Carolan – Managing Director via email on andy.carolan@active4today.co.uk or via telephone by calling ext.

Appendix B: Active4Today Performance Indicators 1st April 2022 to 30th November 2022

Active4Today Performance Indicators	30th November 2020	30th November 2021	30th November 2022	Growth (+) Decline (-)
No. of User Visits - TOTAL	210,050	563,108	657,476	+16.76%
No. of Leisure Centre user visits - Children (under 16) - TOTAL	52,587	135,777	190,528	+40.32%
No. of Leisure Centre user visits - Aged Over 60 - TOTAL	21,893	60,299	72,275	+19.86%
No. of Leisure Centre user visits - Deprived areas - Total users	3,754	10,422	12,495	+19.89%
No. of individuals referred to Active4Today from a health professional - Total	2	235	217	-7.66%
No. of individuals referred to Active4Today from a health professional - Attended Session - TOTAL	0	45	97	+115.56%
No. of Community Groups supported by Sports Development	0	35	71	+102.86%
Live Leisure Centre Membership base (adults) - Total	5,442	6,589	7,549	+14.57%
Live Leisure Centre Membership base (children) - Total	2,764	3,226	3,593	+11.38%
Number of people on concessionary membership	157	275	398	+44.73%

Community development

The team has been working in partnership with Shaw Mind to identify fit for purpose training options for the Mental Health Ambassador role. This has developed further into identifying a full support network for ambassadors to signposting pathways. A funding proposal will be developed over the coming weeks, to develop a series of opportunities to introduce Mental Health ambassadors into sports club settings. This will roll out through the district wide Sports Council forum, to encourage club volunteers to register their club for this initiative and identify an individual that will fulfil the role.

With the darker evenings approaching fast, the team have organised a series of self-defence sessions, to enable people to feel confident and safe, whilst running, walking or cycling in parks and open spaces. The sessions provide individuals with skills to be able to identify, anticipate and remove themselves from potentially dangerous situations. Sessions will be held across our four leisure centres and open to anyone aged 11yrs+ and accompanied by a responsible adult.

In partnership with colleagues at DWP, A4T has developed an initiative to offer free 7 day passes and bursaries to individuals engaged with their services. To date there have been 7 passes activated at Newark Sports and Fitness Centre. More engagement is required with the Mansfield DWP team, to engage with the areas of Ollerton and Blidworth and identify suitable individuals within these locations.

The operation of the partner sites has continued to work well for the Company and has allowed A4T to relocate community groups recently displaced, due to the redevelopment of the Lincoln Road facility. Currently there has been two well established dance clubs who had previously operated out of this facility and which the Company has managed to now place at the Newark Academy and NSFC, for the next few months.

As a result of the transfer of the all-weather facility at Magnus Academy, 8 new clubs and groups have taken up regular bookings of the facility within the first month of release. It is hoped this can be built on over the coming weeks to hopefully maximise the utilisation of the site. Newark Hockey Club have been supported to restart their junior school league in Newark. The club has also had support from the SD team in organising their club members, updating qualifications, and creating a database as a 'live' document. A number of members have been identified to attend first aid and safeguarding courses to upskill members returning after the pandemic.

A new football team for targeted individuals to find a 'home' ground has been supported through the Nottingham University Samworth Academy (NUSA) with engagement with the school to encourage their students to participate and build numbers.

Southwell Junior Badminton Club has received support from the team to develop more creative and attractive marketing and promotional material to be displayed locally as well as in the centre. This has also been shared on A4T social media posts, sent to local primary and secondary schools and linked with the School Games Organiser, for further school promotion across the district.

Following the transfer of Southwell Leisure Centre to A4T, the sports development team has made contact with Southwell Squash club, as they had requested support due to a declining membership base, losing their junior coach and struggling to attract junior members. The club has been offered club development support, with promotions and assistance with funding opportunities that are available to them. Currently the team are awaiting feedback from the club, after they have undertaken their consultation on these options, with the wider squash committee.

Clipstone Bowls Club received £1,000 funding from the Sports Grant Aid Scheme in October 2020 to upgrade toilet facilities for disabled use and improve club house facilities following a leaking roof. They have been supported to apply for additional funds which were received from Sport England, Miners Pensions, Section 106, Divisional Funds, Parish Council, Tesco and Asda. Following a site visit recently, the club has been extremely successful and have now completed a full refurbishment of the club house and have installed a rainwater harvesting system to maintain the green. This has been a collaborative approach of support from partner agencies, including A4T, NSDC Community Relations and Environmental Health Officers to further improve the natural environment around the green and improve security.

The team will now be doing a video montage for use on A4T website and will then roll this out to the local Edwinstowe magazine and Roundabout, as a good news article.

The Sports Grant identified for Kit Sponsorship, has been awarded to two teams from Warriors AFC. A banner has been given to the club and is in place at the club to promote A4T and the sports grants package. Further promotions are planned with the Grants Panel (involving Board members), in a bid to support more local clubs and organisations and raise awareness of the opportunities available to them.

Coaching and Volunteer Development

Over 15 young people from 8 local schools/colleges were offered work experience placements over the last six months at all of our four leisure centres.

VISPA Academy welcomed 8 new recruits, with all of them going on to gain employment with A4T and become qualified in a number of dryside and wetside sports and activities.

The SD team recently attended several careers fairs at Castle House, Dukeries Academy, Dukeries College, Magnus Academy and Portland College. At the events, VISPA, VISPA Academy and employment opportunities at A4T were promoted. It is hoped that this has raised the awareness of the Company throughout the district and may lead to several people taking up the opportunity to enter the leisure industry, via our Company.

A total of £870 was granted for coach development, helping to support the development of volunteer coaches across the district, in a wide range of sports including football, archery and running.

Inclusion

Alongside the regular school holiday activity programme, the Healthy Activity and Food (HAF) programme was delivered in both the Easter and Summer holidays at NSFC and DLC, providing children in receipt of free school meals access to activities and a meal during the school holidays.

Post pandemic the team has continued to provide fortnightly seated sports and exercise sessions for the Newark Dementia Carers Group, based at NSFC. Numbers had unfortunately decline recently due to the ill health of several existing members; however, in a bid to attract new members to the group, the SD team has provided several outreach sessions at their centre in Balderton. These sessions have generated new interest and increased the attendance, with the sessions now regularly attracting 16+ participants.

The link with Portland College has continued to grow, offering placements for their students with learning and/or physical disabilities the opportunity to experience work within the leisure industry. Members of staff have attended their 'Autism Awareness' training with the opportunity to train more members of staff on site to increase their understanding of coaching and working with people with autism.

Active and healthy lifestyles

A number of community events were attended in June by A4T's sports development team, to help the country celebrate and support the Queen's Platinum Jubilee. The team provided several free 3-day guest passes for the community gatherings and events, which were planned by local businesses and bought the community together to enjoy the momentous event.

The 'Summer Fit' promotion launched in June and offered a great opportunity to share the campaign at outreach events and with corporate partners throughout June and July. Health MOT's took place at Edwinstowe House and engaged employees from local businesses and residents in the Edwinstowe area to promote the benefits and importance of health and physical activity.

Inspire Culture held a "Health Week" in Blidworth, Edwinstowe, Newark and Ollerton Libraries. A4T provided 'drop in' sessions for the community to access health MOT's and blood pressure checks. Working in partnership with NSDC over 30 health MOT's and blood pressure checks were delivered, encouraging people to engage in physical activity, as well as signposting to other health services.

Corporate membership partner, Bakkavor, based in Newark, invited the team along to their 'Wellbeing at Work' event where employees were welcomed for Health MOT's and blood pressure checks. Over 50 employees were engaged over a lunchtime period highlighting the importance and benefits of workplace health as well as promoting the corporate membership offer.

Pharmacy students from the University of Nottingham requested to visit Newark Sports and Fitness Centre, to capture data from members for a research project. The team has established a link with the University, and now plans to collaborate on other health and wellbeing promotions for members at other sites.

A free swim session was promoted at Dukeries LC during the summer holidays. This was an opportunity to cool down in the heatwave and saw over 40 people from the local community take up this offer.

The sports development team supported Stage 5 of the 'Tour of Britain' that came through the district on 8th September. Residents lined the streets of Blidworth as the tour passed through the village. A4T took 2 cycle bikes to the roadside where residents and the local councillors were keen to get into the spirit of the tour by participating in physical activity. Free passes were given to residents, as well as 'Tour of Britain' flags.

Staff attended an annual Family Fun Day for an A4T corporate member GXO, previously KnowHow. The company organised a fabulous day including music and entertainment for children. The A4T team engaged with the employees and their families in physical challenges and distributed free 3-day passes. This also provided the opportunity to network with other local businesses and charities who also attended the event.

Two new sessions have been introduced at Blidworth LC in partnership with the NHS. The sessions, delivered to patients offered an open access gym session and a back pain clinic. Both sessions are delivered by a Physiotherapist who will refer patients to our exercise referral scheme upon completion of their Physiotherapy sessions. A member of A4T fitness staff is also supporting the delivery to aid the transition into memberships.

The session at Blidworth is a great addition to the existing back pain clinic session that has run at Newark Sports and Fitness Centre for over 3 years. This also breaks down barriers for individuals to access local fitness facilities. Staff have collaborated with ABL to deliver group talks to individuals

attending weight management sessions in the centres. This has been an opportunity to signpost those attending to a more sustainable approach to exercise through the exercise referral scheme.

With the launch of the new membership for NSDC employees, A4T staff have been engaging with employees at Castle House promoting the fantastic offer, with plans to deliver a workplace pilates session to NSDC employees during November.



BUSINESS PLAN

2023/2024

ACTIVE
Leisure Sport Wellbeing

0000001

www.active4today.co.uk
contact us at
memberships@active4today.co.uk

The banner features a collage of people engaged in various activities like cycling, swimming, and gym workouts. The "ACTIVE" logo is prominently displayed in the center, with "Leisure Sport Wellbeing" written below it. A purple diagonal shape on the right side contains the website and contact information. A white box with the number "0000001" is overlaid on the bottom left.

THE BUSINESS

Active4Today Ltd was launched on 1st June 2015 and is an independent company registered with Companies House, with Newark and Sherwood District Council being the single shareholder.

The business consists of four leisure centres, a sports development section, and a headquarters, which collects and manages the finance of the business, including the in-house direct debits. In addition to these services, Active4Today Ltd operates additional dryside provision out of Newark Academy, Bishop Alexander LEAD Academy, Barnby Road Academy, Samworth Academy and the newly acquired Magnus Academy, through service level agreements.

As a result of Covid-19 and the various closures the Company's direct debit membership offer was significantly affected, throughout 2021-2022 and 2022-2023 the Company worked hard to build its membership back up and is currently operating at over 11,000 adult and junior members.

The aim of the business is to focus on 3 distinct areas:

- Healthy and active lifestyles
- Accessible facilities
- Financial viability

The Company's unique selling point (USP) is that of a fully accessible service, which is family friendly and offers a wide range of activities to attract users from all age groups and all socio-economic backgrounds. The work of the Company, although complimentary, is split into three areas. These are:

- Leisure facilities
- Outreach work
- Club development

Leisure Facilities

Within these facilities, the leisure centres provide activities to various groups covering, children, adults, 60 plus, affiliated clubs and schools. These are subsequently split into three categories of pay and play, block bookings and direct debit memberships.

The leisure facilities are provided in Blidworth, Ollerton, Southwell and also in Newark. In addition, partnerships were formed with Newark Academy, Barnby Road Academy, Bishop Alexander LEAD Academy Trust, Samworth Academy and Magnus Academy, in a bid to expand the offer of the Company and improve health and fitness, for the communities.

The offer is varied across each site, however, due to the introduction of a new swimming pool in Ollerton in July 2021 and the transfer of Southwell Leisure Centre into Active4Today in October 2021, the facility offer has increased significantly. With the exception of Blidworth Leisure Centre which is a dryside facility only, size is now the main difference between the facilities, with all sites now having a wet and dryside activity mix. Additional dryside facilities are provided within Newark, in partnership with Newark Academy, Barnby Road Academy, Bishop Alexander LEAD Academy Trust and Magnus Academy. Finally, dryside provision is also provided at the Samworth Academy in Nottingham, which is the Company's only facility which is outside the Newark and Sherwood boundaries.

Outreach Work

Predominantly, this area of work is provided through the sports development team, either through direct provision, or through partnership working with other providers, this includes Newark and Sherwood Activity Village, NHS, clubs, and sporting organisations.

During 2020-2021, the work of the sports development team reduced significantly also due to Covid, however, this was reintroduced in September 2021 with the team once again returning to support clubs, schools, vulnerable groups and organisation across the district. Since then, the team has delivered many initiatives including, health and wellbeing events, holiday activities linked to the national Healthy Activity and Food (HAF) programme and supported community clean up events led by NSDC.

Club and Volunteer Development

The local sports forums are supported by the sports development team on a quarterly basis throughout the year, providing much-needed secretariat, advice and support to volunteers and clubs through these meetings. There has been a hiatus due to the pandemic, however the Newark and Sherwood forum will be relaunched in 2023, with a focus on mental health and the positives that sport can bring.

The VISPA and VISPA Academy volunteering schemes are a crucial tool to recruit new volunteers into sports activities both in clubs and leisure centres. This is particularly focussed on the 14+ age group, encouraging young people to get involved in volunteering in their community and gaining valuable experience and qualifications. This route has proved very successful in recruiting the workforce to the company, and planned to increase the focus on the recruitment and deployment to community settings. In November 2022, there were XX volunteers in leisure centre settings.

These volunteers provide support and resilience for clubs, as the young people begin to take up new roles within these organisations. As part of the training and support the young people can access subsidised coaching qualifications in sport, which typically include swimming teaching, gymnastics, and trampolining.

AIMS AND ACTIONS

As part of the business plan, Aims and Actions have been identified by the Company, which focus on key parts of the business. The suggested Aims and Actions for the 2023/2024 are set out below:

	AIMS	ACTION
4.	Healthy and active lifestyles	
1.1	Childhood obesity - develop and provide opportunities for young people	<ul style="list-style-type: none"> b) Co-ordinate a series of free-swimming sessions for children, especially focused on the new swimming pool in Ollerton. This will take place during the main holiday periods of Easter and summer and will be for a day per week for an open session. c) Develop 10 bursaries for identified young people living with physical and/or mental health conditions, to access a free 12-month gym membership at each of our leisure centre sites DLC, NSFC, SLC, BLC d) Develop the school holiday provision to include developmental sports clubs and provide experience for VISPA volunteers e) Development of an annual swimming competition to identify talented swimmers and signpost to local clubs
1.2	Inactive people - develop and provide opportunities for inactive people	<ul style="list-style-type: none"> a) Develop 4 x 8-week pilot sessions, with Shaw Mind and local secondary schools to support small groups of targeted young people with mental health problems into structured physical activity, gym use b) Explore, pilot and develop one session targeting people with a disability and new parents engaging with a minimum of 10 people per session, over a 10-week period c) Relaunch disability sports sessions at NSFC and ensure communication takes place with previous attendees as well as new customers d) Work with community partners to develop 2 new inclusive disability sports sessions within our centres e) Join National Disability Awareness campaigns to raise awareness of the disability offer and broaden the spread of publicity
1.3	Recognising the mental health issues which may have resulted due to the pandemic	<ul style="list-style-type: none"> c) Working directly with CAMHS and mental health professionals to increase physical activity levels and improve health and wellbeing d) Support the N&S Sports Council to develop a team of Mental Health ambassadors across the district e) Work with partners to develop and organise/deliver mental health training for identified staff
1.4	NSEC 6-8 - develop and provide opportunities for people living in high NSEC 6-8	<ul style="list-style-type: none"> c) Offer 20 bursaries, for a free 12-month membership to working age adults through partnership with DWP living in NSEC groups 6-8, in targeted areas at DLC and NSFC
1.5	Development of the VISPA and VISPA Academy to provide volunteering opportunities for young people	<ul style="list-style-type: none"> b) Continue with the work in the schools to develop volunteering opportunities for children aged 14 and over. Engagement with 5 schools and a target of 40 young people on the VISPA programme

		<ul style="list-style-type: none"> c) Development of qualification opportunities for VISPA Academy volunteers, which include sports leadership and best practice in leading groups of activities for children d) Engage with the VISPA volunteering cohort to assist with the development of a large competition within A4T, as part of their learning and development e) Development of a digital platform to record training, hours and progress
1.6	Secure funding to deliver a range of activities in priority areas	<ul style="list-style-type: none"> c) Explore the options for establishing a charitable arm of the company, in a bid to attract external funding
1.7	Development of Corporate health and wellbeing memberships, as part of a wider network of organisations i.e., Beaumont House Business Club, School Groups, NHS or similar	<ul style="list-style-type: none"> d) Commence with wellbeing roadshows within companies located across Newark and Sherwood and use the networking opportunities developed through the Beaumont House Business Club partnership, to promote the NSDC 'Wellbeing at Work' scheme e) Create digital promotional material for companies that take up corporate membership packages, with a view to improving the health and wellbeing of their workforce f) Develop and host a charity event at NSFC with the Beaumont House Business Club members, to bring organisations to the facilities and experience the offer
5.	Accessible facilities	
2.1	Development of a new disability swimming programme across Newark, Southwell and Ollerton	<ul style="list-style-type: none"> b) Set up a structure of 1-2-1 swimming lessons for persons with a disability, providing structured lessons where the person is unable to participate in group lessons c) Develop a specific swimming session at Newark, Southwell and Ollerton for non-structured access for persons with a disability and their carers
2.2	Increase the profile of the GP referral scheme and pathway	<ul style="list-style-type: none"> a) Review and evaluate the current GP referral scheme, identify potential improvements to increase access and participation and retention beyond minimum period b) Target 10 new referral agencies/surgeries within the district and on the borders of the district per month, advising them of the benefits of engaging with the GP referral programme c) Ensure there are a minimum of 3 qualified GP referral instructors available within the Company and who can deliver a structured programme for clients in a bid to support them through their journey
2.3	Work with NSDC on new facilities across the district	<ul style="list-style-type: none"> d) Work with the Council to explore the opportunities available for additional all-weather facilities within the district operated by A4T Ltd. This work will link into the Council's playing pitch strategy
2.4	Identify further opportunities for partner sites	<ul style="list-style-type: none"> a) Map out the schools within the district and over its borders, with leisure provision on their campus and who may be interested in working with A4T as their management partner b) Based on the feedback from the above work, contact schools each month with the offer to work with A4T with a target of developing two further partner sites within 2023-2024 c) Improve community access through partner facilities and put in place SLAs with each partner site
2.5	Development of tender for new fitness equipment across all centres	<ul style="list-style-type: none"> a) Assess the current fitness offer provided by the Company in its fitness suites and studios and assess the need for the Company over the next seven to eight years

		<ul style="list-style-type: none"> b) Work with the Council using the above information to develop an understanding of the proposed offer in the future and how this can be translated into a tendering opportunity, for suitably qualified fitness equipment suppliers c) Work with the Council to update the current capital budget identified for replacement fitness equipment and ensure sufficient finance is available before any tendering process is advertised
2.6	Refugees	<ul style="list-style-type: none"> a) Working with the Council continue to roll out the support for refugees within the district, by allowing 6 months free access to the leisure centres for adults and juniors
2.7	Improve the range of technology utilised to enhance the customer experience	<ul style="list-style-type: none"> h) With a suitable App developer, provide an App for the Company which is integrated into the Company's Leisure Management System and improves/enhances the customer journey i) Roll out the App to the customer, ensuring sufficient support is provided by the customer services team (both on the telephones and in person on the sites) to support the customer through the set-up period j) Develop a digital customer survey which can be sent out annually by the Company, to assess the feedback on the company regarding customer satisfaction k) Continue to develop and roll out the self-service offer within the Company, moving all grant aid forms and applications online to speed the process up for the applicant and improve the quality of offer by the Company
6.	Financial viability	
3.1	Online user focus groups	<ul style="list-style-type: none"> b) Develop three virtual customer focus groups for the Company during 2023-2024 to assist with the customer journey, by understanding feedback from the customer b) Use the feedback from the customer to develop suitable programmes to meet the needs of the users and develop further opportunities to attract new customers
3.2	Assess the impact of the cost-of-living crisis and undertake a pricing review at quarter 2, ahead of 2024-2025 business planning process	<ul style="list-style-type: none"> c) Undertake the remaining price re-alignments for the memberships with a target of achieving a full re-alignment of all memberships by the end of the financial year 2023-2024 c) Develop an understanding of potential price increases for the remaining 6-months of the 2023-2024 financial year, based on the analysis of the data at quarter 2
3.3	Development of direct debit for external organisations and groups	<ul style="list-style-type: none"> d) Approach suitably large sporting organisations to offer the opportunity for A4T to collect and administer the subscriptions made by members, through the Company's already established and successful direct debit memberships
3.4	Accredited training centres	<ul style="list-style-type: none"> a) Continue to develop the build upon the successful training centres which the Company has already set up through the STA to improve quality of the aquatics programme b) Run three STA courses including Level 1 and Level 2 swimming teacher courses and 3 pool lifeguard courses

Fig 1: proposed outcomes/objectives and actions for 2023/2024

CUSTOMERS

The business is made up of customers who are at the heart of the business. Physical access to the services by them, occurs in various ways including:

- Free of charge
- Pay and play
- Direct debit memberships
- Club block bookings

SERVICES AND COMPETITORS

The services are split into two areas, which are indoor provision; provided by the leisure centres and partner sites and external provision; provided by the sports development section of the business. Within the leisure centres and partner sites, the services are divided up into distinct areas, wetside provision and dryside provision. These are once more sub divided into fitness suites, sports hall hire, squash courts, club bookings and swimming.

Below the Company has set out its proposed core prices for its ‘pay and play’ sessions. These are set out below with current and proposed prices shown.

Activity	Active Card holder Adult		Non-Active Card Holder Adult	
	Current Price	Proposed Price	Current Price	Proposed Price
	2022/2023	2023/2024	2022/2023	2023/2024
Badminton	£10.50		£13.00	
Swimming	£5.50		£7.00	
Squash	£9.00		£11.00	
Fitness Suite	£7.50		N/A	
Fitness Suite Classes	£7.50		N/A	
Activity	Active Card Holder Junior		Non-Active Card Holder Junior	
	Current Price	Proposed Price	Current Price	Proposed Price
	2022/2023	2023/2024	2022/2023	2023/2024
Badminton	£6.50		£8.00	
Swimming	£4.00		£5.00	
Squash	£6.00		£7.00	
Fitness Suite	£5.00		N/A	
Fitness Suite Classes	£5.00		N/A	

Fig2: Proposed Core Prices for Adults and Children – 2022/2023

In addition to the above core prices, the Company continues to undertake re-alignments of many direct debits (both adults and juniors) which were placed on hold as a result of Covid. These re-alignments will take place at key points within the year, in a bid to try and ensure that over the next 12 months all prices will be brought in line. This phased approach is essential to manage any potential fall-out from the re-alignment and learn as the process progresses through the various categories.

MARKETING

To assist with the sustainability and growth of the business, the Company currently markets and advertises extensively to attract and retain its customers and build the profile of the Company locally. Throughout 2023-2024, this will increase further in a bid to attract new customers into the business and retain the customers currently using the Company's services.

Campaigns will be focused on corporate memberships, lapsed members and families (especially in the Ollerton area, where the new swimming pool has been added). Campaigns will be primarily facilitated through social media and digital platforms; however, this will be supported where necessary with several more traditional marketing methods, to meet some local need where digital campaigns may not be the most appropriate. Advertising will also take place through schools and corporate organisations in a bid to raise awareness of the excellent facilities once again on offer.

STAFFING

To undertake the work, the Company has a team of dedicated individuals, led by a committed and passionate management team. In the region of £20,000 is invested annually into training, continuing professional development (CPD), and maintaining staff qualifications.

In addition to the training budget identified above, the Company is required to pay the Apprenticeship Levy and currently employs seven apprentices. This enables the Company to 'ring fence' resources to recruit employees onto apprenticeships, providing valuable vocational training whilst achieving a recognised qualification from an accredited training provider.

PERFORMANCE MANAGEMENT

The Company is committed to ensure the performance of a variety of areas is achieved, aligning our resources, systems and employees to the strategic objectives identified earlier. Outcome based performance monitoring is now widely used along with narrative-based performance evidence. The performance indicators are linked to the Council's strategic outcomes and have been developed by senior Members and Officers of the Company and Council, in order to build a meaningful and robust performance framework.

FINANCE

As part of the business planning process, the Company undertakes extensive and detailed work in a bid to produce accurate budgets and forecasts. As a result of the recent proposals by the district council, the management fee for 2023/2024 will be provided as a single payment, made at the end of the financial year and paid before the final accounts are completed.



Report to: Executive Shareholder Meeting - 20 December 2022
 Director Lead: John Robinson, Chief Executive
 Lead Officer: Sue Bearman, Assistant Director Legal & Democratic Services, Monitoring Officer Ext.5935

Report Summary	
Type of Report	Open Report, Non-Key decision
Report Title	Performance of Arkwood – Quarter 2 2022-23
Purpose of Report	To present the performance of Arkwood in Q2 (July-Sept 2022)
Report Recommendations	That Members review the Arkwood Performance Report (attached as the Appendix) and consider company’s performance against its targets and objectives highlighting any areas of high performance and identifying areas for improvement.
Alternative Options Considered	None
Reason for Recommendations	To ensure appropriate review of the Performance of the Councils wholly owned Housing Development Company (Arkwood).

1.0 Background

1.1 Performance management is a tool to drive improvement. This is done by analysing performance using performance information and progress against key activities.

2.0 Proposal

2.1 Committee to review the Quarter 2 Arkwood Performance report (**Appendix**). There is a separate exempt performance report on the agenda for this meeting, which notes the progress made to date in recovering of Arkwood’s supply chain.

3.0 Implications

In writing this report and in putting forward recommendations’ officers have considered the following implications: Data Protection, Digital and Cyber Security, Equality and Diversity, Financial, Human Resources, Human Rights, Legal, Safeguarding and Sustainability, and where appropriate they have made reference to these implications and added suitable expert comment where appropriate.

Background Papers and Published Documents

None

Appendix One - Arkwood Performance - Q2 2022/23 (July-Sept 2022)

Code	Indicator Name	19/20 Q2 YTD Value	20/21 Q2 YTD Value	21/22 Q2 YTD Value	22/23 Q2 YTD Value	22/23 Q2 YTD Target	22/23 Q2 Business Manager Comments
ARK001	Total legal completions	New for Q4 21/22	New for Q4 21/22	New for Q4 21/22	Annual Indicator	Annual Indicator <i>Target will be added when appropriate</i>	28 legal completions to date against a target of 47 (3 units a month from commencement of sales). The failure to achieve target is directly attributable to programme performance.
	Financial return on investment	New for Q2 22/23	New for Q2 22/23	New for Q2 22/23	Annual Indicator	<i>Target to be added by finance</i>	New indicator. To be reported in Q4 22/23.
ARK002	Number of units delivered	New for Q3 21/22	New for Q3 21/22	New for Q3 21/22	29	<i>Target will be added when appropriate</i>	29 plots completed against 80 programmed to be completed at this point in the contract programme. Arkwood's progress has been impacted by the decision of Robert Woodhead Construction to cease trading on the 14.09.22 and enter liquidation. Arkwood are working to secure a new main contractor and where possible retain the existing supply chain, to re-commence works on site in November.
ARK003	Plots commenced	New for Q3 21/22	New for Q3 21/22	New for Q3 21/22	87	<i>Target will be added when appropriate</i>	We have commenced construction on 87 units against a target of 87 units at this point in the contract programme.

Comment on performance in quarter two

Arkwood Developments has been impacted, along with a number of other organisations, with the decision of Robert Woodhead Construction to cease trading on the 14th of September and enter into liquidation. Arkwood are currently working to secure a new main contractor and where possible retain the existing supply chain, to recommence works on site as soon as possible. There are currently no targets against Arkwood's performance indicators as the company recovers and readjusts in response to the loss of its key contractor. Arkwood expects to set new targets in the Arkwood 23/24 Business Plan. This is expected at Shareholder Committee in January 2023 and to the next available Executive Shareholder Committee thereafter.



Report to: Executive Shareholder Meeting - 20 December 2022

Director Lead: John Robinson, Chief Executive

Lead Officer: Sue Bearman, Assistant Director Legal & Democratic Services, Monitoring Officer Ext.5935

Report Summary	
Type of Report	Open report, Non-Key Decision
Report Title	Review of Governance Agreement
Purpose of Report	To review updates to the Governance Agreement between the Council and Arkwood Limited
Recommendations	To approve the updated Governance Agreement as set out in the Appendix to the report for formal adoption by Full Council.
Alternative Options Considered	Some updates are required due to the Council's own revised governance arrangements, so not alternative is appropriate. Where updates are recommended rather than required, the Executive Shareholder Meeting may reject or amend proposals.
Reason for Recommendations	To update the Governance Agreement as required, and to ensure the efficient transaction of Arkwood Limited business. The proposals align with the Council's Community Plan objective to create more and better quality homes through our role as developer.

1.0 Background

- 1.1 The Governance Agreement for the Council's wholly owned development company, Arkwood Limited, was approved by Full Council on 10 April 2018.
- 1.2 A review of the Agreement has been undertaken to ensure consistency with the Council's revised internal governance arrangements (the Council moved to Executive Arrangements/Cabinet System in May 2022), and to consider if any other revisions should be recommended.

2.0 Proposal/Details of Options Considered

- 2.1 It is proposed that some minor necessary amendments are made to reflect the Council's revised internal governance arrangements. These are shown as 'tracked changes' in the Appendix to the report.

- 2.2 Some minor amendments to Schedule 2, Shareholder Reserved Matters, are also proposed. These are also shown as 'tracked changes' in the Appendix to the report, and details are set out below.
- 2.3 Reserved Matter no. 5 'Employee Recruitment and Remuneration' reserves approval of a pay framework and job evaluation scheme for the Company to the Council. It is proposed, as an additional check and balance, for approval of any posts with total remuneration greater than £75K to be reserved to the Council.
- 2.4 Reserved Matter no. 18 'Pension' reserves establishment of any new pension scheme and the granting of certain pension rights for directors, pension arrangements for staff, and any matter affecting liabilities under the Local Government Pension Scheme (LGPS), to the Council. It is proposed for these matters to be reserved for Board approval going forward, with the exception of any decisions which will effect liabilities under the LGPS, which will still be reserved to the Council. The rationale for this change is to give greater autonomy to Arkwood, unless matters relate to liabilities under the Local Government Pension Scheme. It is considered appropriate for these operational matters to rest with the Arkwood Board, subject to transparent reporting to the Council.
- 2.5 The alternative option is to leave Reserved Matters 5 and 18 unchanged. In any event the appropriate checks and balances will need to be put in place to safeguard the Council's assets and ensure company funds are spent appropriately. Arkwood should be required to provide details via its Business Plan, which is presented to this Meeting for approval and this will therefore provide the required scrutiny and transparency.
- 2.6 The terms of reference for this Committee require amendments to the Governance Agreement to be referred to Full Council for adoption in due course.

3.0 Implications

In writing this report and in putting forward recommendations officers have considered the following implications; Data Protection, Digital and Cyber Security, Equality and Diversity, Financial, Human Resources, Human Rights, Legal, Safeguarding, Sustainability, and Crime and Disorder and where appropriate they have made reference to these implications and added suitable expert comment where appropriate.

Background Papers and Published Documents

Full Council 10 April 2018 – Minute No. 82

<https://democracy.newark-sherwooddc.gov.uk/ieListDocuments.aspx?CId=139&MId=165>

APPENDIX

DATED

2022

GOVERNANCE AGREEMENT

between

(1) ARKWOOD DEVELOPMENTS LIMITED

(2) NEWARK AND SHERWOOD DISTRICT COUNCIL

DRAFT

Ref: Legal/SLB/lk288

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THIS AGREEMENT IS DATED

2022

PARTIES

- (1) **Arkwood Developments Limited** (Company Registration Number: 11383915) whose registered office is at Castle House, Great North Road, Newark, Nottinghamshire NG24 1BY (the “**Company**”);
- (2) **Newark and Sherwood District Council** of Castle House, Great North Road, Newark, Nottinghamshire NG24 1BY (the “**Council**”);

BACKGROUND

- (A) The Company is a private company limited by shares incorporated in England and Wales under the Companies Act 2006 and at the date of this Agreement is wholly owned by the Council.
- (B) The Council has established the Company under section 1 and section 4, Localism Act 2011 to act as a commercial purpose and trading entity.
- (C) The Company is a controlled company within the meaning of the Local Government and Housing Act 1989 and a regulated company within the meaning of the Local Authority (Companies) Order 1995.
- (D) The Parties have agreed to execute this Agreement to regulate their respective responsibilities, the governance arrangements and the operation and management of the Company and the relationship between the Company and the Council.
- (E) The Council have delegated their role as shareholder to the Shareholder Committee Executive (also known as the Cabinet) and references in this agreement to decision making on behalf of the Council shall be taken to refer to the Shareholder Committee Executive and any executive committee established by it for this purpose unless otherwise stated, or unless the Council otherwise decides.

AGREED TERMS

1. INTERPRETATION

1.1 The definitions and rules of interpretation in this clause apply in this Agreement.

Act: the Companies Act 2006;

Adequate Procedures: adequate procedures, as referred to in section 7(2) of the Bribery Act 2010 and any guidance

issued by the Secretary of State under section 9 of the Bribery Act 2010;

Articles: the articles of association of the Company as amended or superseded from time to time;

Board: the board of Directors of the Company as constituted from time to time;

Business: has the meaning given in clause 2.1 and as may be further defined in any adopted Business Plan;

Business Case: means any business case for particular activity by the Company that has been developed by the Company and adopted by the Board (where in accordance with the Business Plan or any other authority given to the Board by the Council) or by the Council;

Business Day: any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

Business Plan: means the document that may be agreed and adopted by the Company in accordance with clause 6;

Confidential Information: has the meaning given in clause 11;

Director: a director of the Company;

electronic form: has the meaning given in section 1168 of the Act;

Encumbrance: includes any mortgage, charge (fixed or floating), pledge, lien, hypothecation, guarantee, trust, right of set-off or other third party right or interest (legal or equitable) including any assignment by way of security, reservation of title or other security interest of any kind, howsoever created or arising, or any other agreement or arrangement (including a sale and repurchase agreement) having similar effect;

Financial Year: in relation to the Company, means the period of 12 months commencing on 1 April and ending on 31 March each year;

Group: in relation to a company, that company, any Subsidiary or Holding Company from time to time of that company and any Subsidiary from time to time of a Holding Company of that company; and each company in a Group is a member of the Group;

Holding Company and Subsidiary and Wholly-Owned Subsidiary: mean a "holding company", "subsidiary" and "wholly-owned subsidiary" as defined in section 1159 of the Act and a company shall be treated, for the purposes only of the membership requirement contained in subsections 1159(1)(b) and (c) of the Act, as a member of another company even if its shares in that other company are registered in the name of (a) another person (or its nominee), whether by way of security or in connection with the taking of security, or (b) its nominee;

Named Officer: the Officer who is notified by the Council to the Company from time to time for the purposes set out in this agreement

Party/Parties: the Council and/or the Company as appropriate;

Share(s): means the 100 £1 shares in the Company;

Shareholder Committee The Executive means the Committee body of the Council to which the Council has delegated its powers in relation to the Company and any executive committee established by it for this purpose;

Shareholders: means the holders of Shares in the Company;

Shareholder Reserved Matters: means the Shareholder Reserved Matters listed in Schedule 2;

Support Services: has the meaning set out in Schedule 1;

Support Services Agreement: the agreement(s) made between the Council and the Company relating to the provision of support services by the Council to the Company,

- 1.2 Clause, schedule and paragraph headings do not affect the interpretation of this Agreement.
- 1.3 A reference to a clause or a schedule is a reference to a clause of, or a schedule to, this Agreement. A reference to a paragraph is to a paragraph of the relevant schedule.
- 1.4 A **person** includes a natural person, a corporate or unincorporated body (whether or not having a separate legal personality).
- 1.5 Unless the context otherwise requires, words in the singular include the plural and in the plural include the singular.
- 1.6 Unless the context otherwise requires, a reference to one gender includes a reference to the other genders.
- 1.7 All warranties, representations, agreements and obligations expressed to be given or entered into by more than one person are given or entered into jointly and severally by the persons concerned.
- 1.8 A reference to a particular statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time taking account of any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts and subordinate legislation for the time being in force made under it provided that, as between the Parties, no such amendment or re-enactment shall apply for the purposes of this Agreement to the extent that it would impose any new or extended obligation, liability or restriction on, or otherwise adversely affect the rights of, any Party.
- 1.9 A reference to **writing** or **written** includes faxes but no other electronic form.
- 1.10 Documents in **agreed form** are documents in the form agreed by the Parties to this Agreement and initialled by them or on their behalf for identification.
- 1.11 A reference in this Agreement to a document is a reference to the document whether in paper or electronic form.
- 1.12 A reference in this Agreement to **other documents referred to in this Agreement** is a reference to the following documents- the Articles and the Support Services Agreement.
- 1.13 Where the words **include(s), including** or **in particular** are used in this Agreement, they are deemed to have the words "without limitation" following them.
- 1.14 Any obligation in this Agreement on a person not to do something includes an obligation not to agree or allow that thing to be done.
- 1.15 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.
- 1.16 References to times of day are, unless the context requires otherwise, to London time and references to a day are to a period of 24 hours running from midnight on the previous day.

2. THE BUSINESS OF THE COMPANY

- 2.1 The business of the Company is to undertake activities for commercial purposes and trading within the District of Newark and Sherwood and beyond (the “**Business**”).
- 2.2 The Business may be modified to include such further activities as the Council may designate.
- 2.3 The Business shall be carried out by the Company in accordance with any Business Plan adopted and any Business Case adopted under that Business Plan or otherwise approved by the Council.
- 2.4 The Company shall at all times:
 - (a) comply with any adopted Business Plan;
 - (b) ensure that social and ethical considerations are taken into account in decision making and all other matters;
 - (c) comply with the provisions of this Agreement and the Articles.

3. DIRECTORS AND MANAGEMENT

- 3.1 The Directors of the Company are appointed and dismissed by the Council.
- 3.2 The Board has responsibility for the supervision and management of the Company and its business. The Board shall ensure that the Company shall not transact any of the business described in the Shareholder Reserved Matters without first referring the matter to the Council for decision.
- 3.3 Where the Directors are employees or members of the Council they shall not be entitled to any remuneration from the Company in their capacity as Directors and their expenses shall be reimbursed by the Company.
- 3.4 Any Secretary appointed in accordance with Article 37 who is an employee or officer of the Council shall not be entitled to any remuneration from the Company in their capacity as Secretary and their expenses shall be reimbursed by the Company.
- 3.5 The Company shall procure that:
 - (a) in the first six months following incorporation of the Company Board meetings occur at least monthly; and
 - (b) after the first six months Board meetings occur at least quarterly.

4. LAND AND FINANCE FOR THE COMPANY

- 4.1 There is no obligation on the Council to provide any land, capital or other finance to the Company unless the Parties agree otherwise in writing.
- 4.2 If the Council provides land, capital or other finance pursuant to this clause 4 the Parties shall negotiate in good faith on any terms to apply to such capital or other finance.

5. ANTI-CORRUPTION

5.1 The Company undertakes to the Council that:

- (a) it will not in the course of the operation of the Business, engage in any activity, practice or conduct which would constitute an offence under sections 1, 2 or 6 of the Bribery Act 2010;
- (b) it will maintain in place, anti-corruption procedures in substantially the same form as the Council's anti-corruption procedures which the Parties agree constitute Adequate Procedures; and
- (c) from time to time, at the request of the Council it will confirm in writing that it has complied with its undertakings under clause 5.1(a) and clause 5.1(b) and will provide any information reasonably requested by the Council in support of such compliance.

6. THE BUSINESS PLAN

- 6.1 The Company must adopt a Business Plan for each Financial Year except for any Financial Year where the Council by ordinary resolution disapplies this requirement.
- 6.2 The Board is responsible for preparing, reviewing and updating any Business Plan.
- 6.3 In accordance with the Shareholder Reserved Matters, the Council must approve the adoption of any Business Plan and any revision or update thereof ahead of adoption by the Board.
- 6.4 The Company shall consult the Named Officer of the Council ahead of presenting a Business Plan or revision or update thereof to the Council for approval under clause 6.3.

7. ACCOUNTING

- 7.1 The Company shall at all times maintain accurate and complete accounting and other financial records including all corporation tax computations and related documents and correspondence with HM Revenue & Customs in accordance with the requirements of all applicable laws and generally accepted accounting principles applicable in the United Kingdom.
- 7.2 The Company shall at all times maintain accurate and complete accounting and other financial records to the standard required by the Council including the accounting standards and financial reporting timescales required by the Council.
- 7.3 The Council and its authorised representatives shall be allowed access at all reasonable times to examine the books and records of the Company and to discuss the Company's affairs with the Directors and any employees (if any) of the Company.

- 7.4 The Company shall supply the Named Officer of the Council with the financial and other information necessary to keep the Council informed about how effectively the Business is performing and in particular shall supply the Council with:
- (a) a copy of any proposed Business Plan for approval in accordance with clause 6 and the Shareholder Reserved Matters;
 - (b) a copy of the audited accounts of the Company prepared in accordance with the laws applicable in and the accounting standards, principles and practices generally accepted in the United Kingdom, within two months of the end of the year to which the audited accounts relate; and
 - (c) quarterly management accounts of the Company to be supplied as soon as reasonably practicable following the end of the months to which they relate and in any event by the final day of the month following the month to which the accounts relate and the accounts shall include a profit and loss account, a balance sheet and a cashflow statement and such other information as the Council may reasonably require.
 - (d) a copy of a report prepared by the Company in respect of each Financial Year, demonstrating the implementation by the Company of Adequate Procedures such report to be provided within 20 Business Days of the end of the Financial Year to which it relates.
 - (e) copies of any proposed or adopted Business Cases.
- 7.5 The Council may require the Company, and the Company shall as soon as possible comply with such a request, to provide any documents, information and correspondence necessary to enable the Council to comply with filing, elections, returns or any other requirements of HM Revenue & Customs or of any other revenue or tax authority.

8. DIVIDENDS

- 8.1 The Parties agree that the Company shall consult and have regard to the views of the Named Officer of the Council prior to:
- (a) the Board recommending any dividend payment/distribution for approval by the Council; and/or
 - (b) the Board making any interim dividend payments.

9. TERMINATION

- 9.1 This Agreement may be terminated at any time by the Council serving notice to terminate on the Company.
- 9.2 The following provisions of this Agreement remain in full force after termination:
- (a) Clause 1 (Interpretation);
 - (b) this clause 9;

- (c) Clause 11 (Confidentiality);
- (d) Clause 13 (Whole Agreement);
- (e) Clause 16 (Variation and Waiver);
- (f) Clause 17 (Costs);
- (g) Clause 21 (Notice);
- (h) Clause 23 (Language);
- (i) Clause 24 (Severance);
- (j) Clause 27 (Governing Law and Jurisdiction); and
- (k) Clause 28 (Dispute Resolution).

9.3 Termination of this Agreement shall not affect any rights or liabilities that the Parties have accrued under it.

10. STATUS OF THE AGREEMENT

10.1 If there is at any time any conflict, ambiguity or discrepancy between the provisions of this Agreement and the Articles, then the provisions of this Agreement shall prevail over the Articles unless the Council directs otherwise. The Parties shall procure that the Articles are amended to accord with the provisions of this Agreement in the event of any conflict.

11. CONFIDENTIALITY

11.1 In this clause Confidential Information means any information which:

- (a) any Party may have or acquire (whether before or after the date of this Agreement) in relation to the customers, suppliers, business, assets or affairs of the Company (including, without limitation, any information provided pursuant to clause 7);
- (b) any Party or any member of its Group may have or acquire (whether before or after the date of this Agreement) in relation to the customers, suppliers, business, assets or affairs of another Party or any member of the another Party's Group, as a consequence of the negotiations relating to this Agreement or any other agreement or document referred to in this Agreement or the performance of the Agreement or any other agreement or document referred to in this Agreement; or
- (c) relates to the contents of any adopted Business Plan or Business Case.

but excludes the information in clause 11.2.

11.2 Information is not Confidential Information if:

- (a) it is or becomes public knowledge other than as a direct or indirect result of the information being disclosed in breach of this Agreement;

- (b) a Party can establish to the reasonable satisfaction of the other Parties that it found out the information from a source not connected with the other Parties or its Group and that the source is not under any obligation of confidence in respect of the information;
 - (c) either Party can establish to the reasonable satisfaction of the other Parties that the information was known to the first Party before the date of this Agreement and that it was not under any obligation of confidence in respect of the information; or
 - (d) the Parties agree in writing that it is not confidential.
- 11.3 Each Party shall at all times use all reasonable endeavours to keep confidential (and to ensure that its employees, agents, Subsidiaries and the employees and agents of such Subsidiaries shall keep confidential), any Confidential Information and shall not use or disclose any such Confidential Information except:
- (a) to a Party's professional advisers where such disclosure is for a purpose related to the operation of this Agreement;
 - (b) with the written consent of the Party to whom the Confidential Information belongs or relates to or any member of its Group that the information relates to;
 - (c) as may be required by law (to include without limitation the Local Authorities (Companies) Order 1995) or by the rules of any recognised stock exchange, or governmental or other regulatory body, when the Party concerned shall, if practicable, supply a copy of the required disclosure to the other before it is disclosed and incorporate any amendments or additions reasonably required by the other Parties and which would not thereby prevent the disclosing Party from complying with its legal obligations;
 - (d) to any tax authority to the extent reasonably required for the purposes of the tax affairs of the Party concerned or any member of its Group;
 - (e) if the information comes within the public domain (otherwise than as a result of the breach of this clause 11.3)
- 11.4 Each Party shall inform (and shall use all reasonable endeavours to procure that any Subsidiary informs) any officer, employee or agent or any professional adviser advising it in relation to the matters referred to in this Agreement, or to whom it provides Confidential Information, that such information is confidential and shall require them:
- (a) to keep it confidential; and
 - (b) not to disclose it to any third party (other than those persons to whom it has already been disclosed in accordance with the terms of this Agreement).
- 11.5 Upon termination of this Agreement, any Party may demand from any other Party the return of any documents containing Confidential Information in relation to the first Party by notice in writing whereupon the second Party shall (and shall use all reasonable endeavours to ensure that its Subsidiaries, and its officers and employees and those of its Subsidiaries shall):

- (a) return such documents; and
- (b) destroy any copies of such documents and any other document or other record reproducing, containing or made from or with reference to the Confidential Information,

save, in each case, for any submission to or filings with governmental, tax or regulatory authorities. Such return or destruction shall take place as soon as practicable after the receipt of any such notice.

11.6 The obligations of the Parties in this clause 11 shall continue without limit in time and notwithstanding termination of this Agreement for any cause.

12. INFORMATION, SCRUTINY AND ACCOUNTABILITY

12.1 Subject to clause 12.4, the Parties acknowledge that the Council and the Company are each subject to the Freedom of Information Act 2000 and the Environmental Information Regulations 2004 (**Information Legislation**). The Parties shall use reasonable endeavours to assist, within the timescale specified by a Party in receipt of a request for information under the Information Legislation ("the receiving Party"), the receiving Party in responding to any requests for information under that legislation to include the provision of any and all documents that the receiving Party considers reasonably necessary to enable it to respond to the information request.

12.2 The Company shall, and shall procure that its employees and agents shall, comply at all times with the Council's policies and procedures on Freedom of Information.

12.3 Notwithstanding clauses 12.1 and 12.2, the Company shall comply at all times with the Freedom of Information Act 2000 and the Environmental Information Regulations 2004 as that legislation applies directly to the Company.

12.4 Where the Company is in receipt of any request for information under the Information Legislation, then it shall as soon as reasonably practicable pass the request to the Council and have regard to the views of the Council before responding to any such request.

12.5 The Company shall use reasonable endeavours to assist the Council in complying with any and all transparency obligations including without limitation compliance with the Local Government Transparency Code 2015 and any successor codes, policies or guidance.

12.6 The Company shall use reasonable endeavours to assist the Council in responding to any requests for information about the Company and/or the Business submitted by elected members of the Council.

12.7 The Company shall, if the Council on reasonable notice so decides, make available officers and/or employees of the Company to attend before and answer questions at any meeting of:

- (a) the Full Council;

- (b) the Policy and Finance Committee of the Council or a sub-committee or task and finish group appointed by them;
 - (c) the Shareholder Committee; and/or
 - (d) a meeting of officers of the Council;
- 12.8 The Company shall supply any information to such committees, sub-committees or other meeting as the Council may reasonably request.
- 12.9 The Company shall allow a representative of the Council to attend as an Observer at meetings of the Board of the Company; or at committees of the Board.
- 12.10 The Company shall use reasonable endeavours to assist the Council in responding to any inquiry or investigation of/by the Local Government and Social Care Ombudsman (or any successor).

13. LOCAL AUTHORITIES (COMPANIES) ORDER 1995

- 13.1 The Company shall at all times comply with the Local Authorities (Companies) Order 1995, any successor legislation or statutory instrument and any other laws in force from time to time relation to the operation, management and activities of a local authority owned company.

14. WHOLE AGREEMENT

- 14.1 This Agreement, and any documents referred to in it, constitute the whole agreement between the Parties and supersede all previous arrangements, understandings and agreements between them, whether oral or written, relating to their subject matter.
- 14.2 Each Party acknowledges that in entering into this Agreement, and any documents referred to in it, it does not rely on, and shall have no remedy in respect of, any representation or warranty (whether made innocently or negligently) that is not set out in this Agreement or those documents.
- 14.3 Nothing in this clause 14 shall limit or exclude any liability for fraud.

15. ASSIGNMENTS

- 15.1 The Company may not assign, or grant any Encumbrance over or sub-contract, or deal in any way with, any of its rights or obligations under this Agreement or any document referred to in it without the prior written consent of the Council in accordance with Schedule 2.
- 15.2 Each person that has rights under this Agreement is acting on its own behalf.

16. VARIATION AND WAIVER

- 16.1 A variation of this Agreement shall be in writing and signed by or on behalf of all Parties.
- 16.2 A waiver of any right under this Agreement is only effective if it is in writing and it applies only to the person to which the waiver is addressed and the circumstances for which it is given.
- 16.3 A person that waives a right in relation to one person, or takes or fails to take any action against that person, does not affect its rights against any other person.
- 16.4 No failure to exercise or delay in exercising any right or remedy provided under this Agreement or by law constitutes a waiver of such right or remedy or shall prevent any future exercise in whole or in part thereof.
- 16.5 No single or partial exercise of any right or remedy under this Agreement shall preclude or restrict the further exercise of any such right or remedy.
- 16.6 Unless specifically provided otherwise, rights and remedies arising under this Agreement are cumulative and do not exclude rights and remedies provided by law.

17. COSTS

Unless otherwise provided or agreed in writing, all costs in connection with the negotiation, preparation, execution and performance of this Agreement, shall be borne by the Party that incurred the costs.

18. NO PARTNERSHIP

The Parties to this Agreement are not in partnership with each other and there is no relationship of principal and agent between them.

19. GOOD FAITH

- 19.1 Each Party shall at all times act in good faith towards the other and shall use all reasonable endeavours to ensure that this Agreement is observed.
- 19.2 Each Party shall do all things necessary and desirable to give effect to the spirit and intention of this Agreement.

20. THIRD PARTY RIGHTS

- 20.1 A person who is not a Party to this Agreement shall not have any rights under or in connection with it by virtue of the Contracts (Rights of Third Parties) Act 1999 except where such rights are expressly granted in this Agreement.

20.2 The right of the Parties to terminate, rescind or agree any amendment, variation, waiver or settlement under this Agreement is not subject to the consent of any person that is not a Party to the Agreement.

21. NOTICE

21.1 A notice given under this Agreement:

- (a) shall be in writing in the English language (or be accompanied by a properly prepared translation into English);
- (b) shall be sent for the attention of the person, and to the address, or fax number, given in this clause 21 (or such other address, fax number or person as the relevant Party may notify to the other Party); and
- (c) shall be:
 - (i) delivered personally; or
 - (ii) delivered by commercial courier; or
 - (iii) sent by fax; or
 - (iv) sent by pre-paid United Kingdom first-class post or recorded delivery.

21.2 The addresses for service of notice are:

- (a) The Council and the Company – the addresses stated at the beginning of this Agreement.

21.3 If a notice has been properly sent or delivered in accordance with this clause, it will be deemed to have been received as follows:

- (a) if delivered personally, at the time of delivery; or
- (b) if delivered by commercial courier, at the time of signature of the courier's delivery receipt; or
- (c) if sent or supplied by fax, one hour after the notice was sent or supplied; or
- (d) if sent by pre-paid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted or 5 Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least 5 Business Days was guaranteed at the time of sending and the sending Party receives a confirmation of delivery from the courier service provider; or
- (e) if deemed receipt under the previous paragraphs of this sub-clause is not within business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of receipt), when business next starts in the place of deemed receipt and all references to time are to local time in the place of deemed receipt.

21.4 To prove delivery, it is sufficient to prove that notice was transmitted by fax to the fax number of the Party or, in the case of post, that the envelope containing the notice was properly addressed and posted.

22. INTEREST ON LATE PAYMENT

22.1 Where a sum is required to be paid under this Agreement but is not paid before or on the date the Parties agreed, the person due to pay the sum shall also pay an amount equal to interest on that sum at the rate set out in clause 22.2 for the period beginning with the date on which the payment was due and ending with the date the sum is paid (and the period shall continue after as well as before judgment).

22.2 The rate of interest shall be 2% per annum above the base lending rate from time to time of the Bank of England. Interest shall accrue on a daily basis and be compounded quarterly.

23. LANGUAGE

If this Agreement is translated into any language other than English, the English language text shall prevail.

24. SEVERANCE

24.1 If any provision of this Agreement (or part of a provision) is found by any court or administrative body of competent jurisdiction to be invalid, unenforceable or illegal, the other provisions shall remain in force.

24.2 If any invalid, unenforceable or illegal provision would be valid, enforceable or legal if some part of it were deleted or modified, the provision shall apply with whatever modification is necessary to give effect to the commercial intention of the Parties.

25. FURTHER ASSURANCE

Each Party shall promptly execute and deliver all such documents, and do all such things, as the other Party may from time to time reasonably require for the purpose of giving full effect to the provisions of this Agreement.

26. COUNTERPARTS

This Agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each Party had signed the same document.

27. GOVERNING LAW AND JURISDICTION

- 27.1 This Agreement and any disputes or claims arising out of or in connection with its subject matter or formation (including non-contractual disputes or claims) are governed by and construed in accordance with the law of England.
- 27.2 The Parties irrevocably agree that the courts of England have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this Agreement or its subject matter or formation (including non-contractual disputes or claims).

28. DISPUTE RESOLUTION

- 28.1 In the event that any dispute arises between the Council and the Company then in the first instance the dispute shall be referred for resolution to the Named Officer of the Council and the Chair of the Board.
- 28.2 Where the Named Officer and the Chair are unable to resolve a dispute then the Council may at any time serve a notice in writing on the Company directing the Company and the Board to take and/or refrain from taking actions specified in the notice – such notice to be lawful and consistent with the Act, any applicable legislation and/or the fiduciary duties of the Directors and the Board shall be permitted a reasonable period of time to seek independent legal advice if they reasonably believe that they may or will be in breach thereof.
- 28.3 The Company must comply with any notice served pursuant to clause 28.2 within the timescales specified in the notice, provided always that where the relevant Board considers that compliance with any such notice may, in the view of the Board, place the Directors in breach of their fiduciary duties to the Company then the Board shall seek shareholder approval before implementing the requirements of the notice.

29. INTERNAL COUNCIL DECISION MAKING

- 29.1 The Company acknowledges that the Council in its capacity as the Shareholder will normally make decisions through the ~~Shareholder Committee~~ Executive to which it has delegated powers and that the ~~Shareholder Committee~~ Executive will ~~report on its activities and consider reports on~~ the performance of the Company ~~to the Policy and Finance Committee of the Council~~ for the purposes of ~~Overview~~ overview and ~~Scrutiny~~ scrutiny. References therefore in this agreement to the Council refer to the ~~Shareholder Committee~~ Executive. The Company further acknowledges that, in relation to the Executive's role as shareholder, the Council's Policy & Performance Committee will exercise its functions in relation to the development of policy as may be requested by the Executive, and review of performance and improvement, in the same way as with any other Executive function. The Council's Audit & Governance Committee will also exercise its functions in the normal way, in relation to the Executive's role as shareholder.
- 29.2 The Company shall ensure that:

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- (a) Copies of Board minutes are made available to the Council following each Board meeting; and
- (b) Not less than twice in every Financial Year, the Board produces a report on the performance and activities of the Company and provided the same to the Council.

29.3 Notwithstanding, clause 12.7 the Company shall make available the Chair of the Board (or a substitute Director) to attend every meeting of the Council unless the Council confirms in writing that attendance is not required.

29.4 The Company shall consult the Council prior to adopting any policy or procedure for the operation and management of the Company.

29.5 The Council may require that the Company adopts certain policies or procedures in the Company's operation from time to time.

29.6 Where the Board considers that compliance with any requirement of the Council under this Agreement would place the Directors in breach or at risk of breach of the Act, any applicable legislation and/or their duties to the Company then the Board shall seek shareholder approval of the actions required and the Board shall be permitted a reasonable period of time to seek independent legal advice if they reasonably believe that they may or will be in breach thereof.

This Agreement has been executed and delivered as a deed on the date stated at the beginning of it.

Schedule 1 Support Services

The Council will provide all support services to the Company, unless the services provided by the Council does not meet the needs of the Company.

The Council and the Company will enter into a separate service level agreement.

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Schedule 2 Shareholder Reserved Matters

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
1. Business Plan	Adopting the first and all future Business Plans. Approving any material change to any previously approved Business Plan, which the Board is unable to approve.	Varying the timing, scale or programme of works or projects that are included in the Business Plan where the change in the budgeted revenue is less than £500,000 in any one financial year. Non-material departures from the Business Plan	The Board shall be entitled to delegate decisions as detailed in the Business Plan and/or decisions which relate to commitments up to a value of £100,000.
2. Appointment and Removal of Directors	Appointment and removal of all Directors; including the approval of Alternate Directors. Appointment of the Chair.	Appointment and removal of all Board advisers (to include terms and conditions of relationship).	None.
3. Variations to the Articles of Association	Any variations to the Company's Articles.	None.	None.

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
<p>4. Executive Director Remuneration</p>	<p>The approval of the terms and conditions of employment of any executive director of the company.</p>	<p>Non-material alterations to terms and conditions Performance related pay awards</p>	<p>None.</p>
<p>5. Employee Recruitment and Remuneration</p>	<p>Approval of a pay framework and job evaluation scheme for the Company. <u>Agreeing the remuneration of employees where the total remuneration for that position is greater than £75K.</u></p>	<p>Recruitment of employees and/or agreeing the remuneration of employees where the total remuneration for that position is greater than £75K and is within the approved pay framework.</p>	<p>Recruitment of employees and/or agreeing the remuneration of employees where the total remuneration for that position is no more than £75K and is within the approved pay framework.</p>
<p>6. Shares</p>	<p>The acquisition of any shares or any option over shares in the capital of any company. The creation, allotment, issuing or redemption of any shares or securities, or the granting of any right to require the creation,</p>	<p>None.</p>	<p>None.</p>

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
	allotment, issuing or redemption of any such shares or securities.		
7. Issuing or Accepting of Borrowing / Loan Capital	<p>Entering into any borrowing, the issuing of any loan capital or entering into any commitments with any person regarding the issue of any loan capital outside of the approved Business Plan.</p> <p>Agreeing, as part of the approved Business Plan, the extent of any permitted borrowing delegated for Board approval, and the terms on which that borrowing can be entered into.</p>	<p>Entering into any borrowing or issuing any loan capital where this is approved in the current Business Plan, to the extent and on the terms set out in the approved Business Plan.</p>	<p>None.</p>
8. Nature of Company Business	<p>Any material changes to the nature of the Company's business, or commencing any</p>	<p>Any changes to the nature of the Company's business, or commencing any new business, but only where this is</p>	<p>None.</p>

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
	new business not contemplated by the approved Business Plan.	contemplated by the approved Business Plan.	
9. Acquisitions or Disposals	The acquisition of any freehold or leasehold land or building or the entering into of any option in respect of any land or building where this is not contemplated by the approved Business Plan.	The acquisition of any land or building or the entering in of any option in respect of any land or building specifically contemplated by the approved Business Plan.	None.
10. Company / Group Structure	Forming any subsidiary or acquiring an interest in any other company or participating in any partnership or corporate joint venture Amalgamating or merging with any other company or undertaking	None.	None.

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
11. Stock Exchange Listing	The listing or trading of any shares or debt securities on any stock exchange or market.	None.	None.
12. Appointment of Agents or Subcontractors or Arms' Length Transactions	None	Appointment of contractors or subcontractors where this is in pursuance of the approved Business Plan	Appointment of contractors or subcontractors in pursuance of the approved Business Plan up to a value of £100,000.
13. Part sale of the business	Selling any part of the business, unless specifically contemplated and authorised in the approved Business Plan.	None.	None.
14. Business Name and Location	Changing the Company name, trading name, or registered office, or changing the location of any offices outside of the Company's registered office to a location outside of the District.	Changing the location of any offices outside of the Company's registered office to another location within the District only.	None.

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
15. Intellectual Property	The disposal, sale, assignment or granting of any rights in the Company's intellectual property outside of the normal course of business.	The granting of any rights (by licence or otherwise) in or over any intellectual property owned or used by the Company in the normal course of business	Where necessary to effect decisions delegated as above up to £100,000
16. Encumbrances	Creating or granting any encumbrance over the whole or any part of the Company or its business, undertaking or assets, or over any shares in the Company other than liens arising in the normal course of business.	None	None
17. Redundancy	None	Dismissing any employee in circumstances in which the Company will incur or agrees to bear redundancy or other costs (including actuarial costs) in excess of £75K.	Dismissing any employee in circumstances in which the Company will incur or agrees to bear redundancy or other costs (including actuarial costs) no greater than £75K.

Matters	Reserved Matters for Shareholder Approval	Matters Delegated for Board Approval	Matters Delegated by the Board for Approval by individual Directors or another named employee of the Company
18. Pension	<p>Establishing any new pension scheme, or granting any pension rights to any director, former director, or any members of any such person's family.</p> <p>Changes to pension arrangements for staff whether in the Local Government Pension Scheme or otherwise. Any other decisions of the Company which will have an effect on liabilities of the Shareholder under the Local Government Pension Scheme or any associated guarantee.</p>	<p>Establishing any new pension scheme, or amending any pension scheme, provided by the Company to employees.</p> <p><u>Establishing any new pension scheme, or granting any pension rights to any director, former director, or any members of any such person's family subject to reporting in the Business Plan.</u></p> <p><u>Changes to pension arrangements for staff whether in the Local Government Pension Scheme or otherwise subject to reporting in the Business Plan.</u></p>	<p>None.</p>
19. Company Winding up	<p>Passing any resolution for the winding up of the Company, or presenting any petition for its administration (save for in insolvency).</p>	<p>None.</p>	<p>None.</p>

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

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