

**GREENER EALING LIMITED ("GEL")
MINUTES OF THE BOARD OF DIRECTORS MEETING
HELD AT 15:00 HOURS ON 14 JULY 2020 BY MS TEAMS / CONFERENCE CALL**

Present:	Mike Boulton	Chair and Director	MB
	Alison Reynolds	Director	AR
	Kieran Read	Director	KR
In attendance:	Kevin O'Leary	Interim Managing Director, GEL	KOL
	Bill Gilmour	Human Resources Manager, GEL	WG
	John Arnold	Programme Manager, GEL	JA
	Katarina Pohancenikova	Head of Finance, GEL	KP
	Doug Teesdale	Advisor, GEL	DT
	Sandra Hewey	Operational Safety Advisor, GEL	SH
	Mick Aherne	Senior Fleet and Compliance Manager	MA
	Jack Linton	Head of Operations, GEL	JL
	Gary Alderson	Shareholder Representative, LBE	GA
	Lizzie Purewal	Bridgehouse Company Secretaries, (Minutes)	BCS

1. Apologies for Absence

- 1.1** Apologies were received from Helen Harris, Dipti Patel, Chris Neale and Sharon Brown.

2. Declarations of Interest

- 2.1** There were no conflicts of interest in regard to items on the agenda.

3. Minutes of the last meeting – 23 June 2020

- 3.1** The minutes of the last meeting, 23 June 2020, were approved as a correct record of the meeting, to be signed by the Chair.

4. Matters arising from the previous Board meeting

- 4.1** The Board discussed and noted the summary update of matters arising from the previous Board meeting, included in the meeting pack.

2020.03/11.1 – Memorandum of Understanding: KOL agreed to work with HH to prepare a briefing note based on previous discussions: **ACTION**.

KOL, HH

4.2 Written resolutions of the Board made since the last meeting:

- 4.2.1** The meeting noted the following resolutions which were agreed by all Board members since the last meeting:

- Approval of a £0.350m money market loan from the Council for the period of seven months drawn down on 1st April 2020 that has been authorised by the Council's Cabinet to ensure funding in place for commitments of the company.
- Approval of initial £0.552m money market loan from the council for the period of one month to be drawn down on 6th July 2020 that has been

authorised by the Council's Cabinet to ensure funding in place for commitments of the company.

- Approval of The Greener Ealing Ltd Matters Reserved and Scheme of Delegations dated 02 July 2020.

5. Governance

5.1 Employment Policies

The Board reviewed the Employment Policies: Grievance, Disciplinary and Absence, included in the meeting pack.

WG advised that this was in addition to policies brought to previous meetings. GA had kindly reviewed the policies and made some suggestions which would be included in the final versions.

MB raised an issue in relation to the scope of all three policies and reference to GEL employees. In one of the bullet points, it refers to those staff who were being TUPE-ed across under different arrangements, but understood that all staff were moving across on the same basis. WG advised that this standard wording and not regarded as contractual, which will make it easier to change as necessary. The wording allowed for any contractual arrangements that were in place from previous TUPE processes.

The Board **approved** the policies, subject to the changes discussed under the following minutes being made and the updated policies being circulated.

5.2 Grievance

WG presented the policy based on processes which staff and managers were already aware of. GEL was required to have a procedure to raise concerns safely about workload, professional relationships, harassment etc. Most people may express concerns informally, but will not raise a complete against managers or supervisors because it is difficult for them. For someone to do this formally and in good faith, it must be considered significant and have the time allocated to fully deal with the issue as quickly as possible, informally or formally and any resulting actions or recommendations.

JL noted that grievances were usually raised under three themes: not enough overtime, decision of their supervisor or manager, or if they asked to do a different job because of holiday sickness or otherwise. MB noted that for overtime, investigations tend to look at favourability and it was right to take this seriously.

The stages to the process were listed and highlighted the right to be accompanied. If employee is unhappy with the outcome they can appeal, but this would be a one-off and only allowed under specific criteria: new information being available, or the policy not being followed properly. The policy also included references to collective grievances, and to go to the HR department for more information.

5.3 Disciplinary

WG advised that this policy had been adapted from the Amey policy, which was simple and well written. Changes had been made to tailor it to GEL. The policy lists the rules and expectations, and the potential consequences of any breaches. Under the gross misconduct section, GA had suggested that it should cover bringing the London Borough of Ealing as well as GEL into disrepute, which would be included. MB suggested that this could be expanded to other stakeholders, but GA advised that there was a long-standing instruction from the LBE CEO to reference LBE explicitly. It was **agreed** that the reference would be to "LBE and other customers": **ACTION.** GEL also reserves the right to take action at any point in the procedure dependant on the circumstances involved.

WG

In response to a question from AR, WG confirmed that it had been send to the unions as part of the regular communication and meetings with them. As the policy had been amended from the one used within Amey already, it was unlikely there would be any issues.

5.4 Sickness Absence

WG noted that this was a fairly straight forward policy, requiring managers to be aware of their staff members' absence, and any actions required. The contact details for the employees' electronic absence notification system, Absentia, was included within the policy.

If an absence, or series of absences, reaches set thresholds and triggers, managers will need to discuss the situation informally with the individual concerned and the reliance placed on them to come into work. This may then need to go to a formal review, a table was included of the process involved.

There were three formal stages within the policy, Appendix 2. For each of these, the possible sanctions were listed and the appeal process. If the member of staff fails to improve their attendance, the manager can move to the next stage of the formal process. An appeal would be heard by an independent manager, more senior than the person who made the sanction decision in a similar way to the disciplinary process.

GA shared his comments on Appendix 2 following experience elsewhere, of a supervisor looking to use for someone who was well aware of the triggers and how to avoid them. The process seemed very bureaucratic and time consuming to exit someone for poor attendance, with three stages having appeals. Where there were very active trade unions, this could be a very drawn-out process. In other organisations, there would not be an equivalent to Stage 1 or the number of possible appeals would be restricted.

WG had advised that these were the existing Amey policies and so well understood by managers and staff. Some words would be changed for people who consistently

and persistently used their allowance, it would not be necessary to go back to the start of the review process. A section had therefore been added to the principles of the policy in response to GA's concerns: *GEL reserves the right to implement the procedure at any stage, taking into account the individual circumstances of the case.* This had been confirmed with ACAS and CIPD as a reasonable clause to add to the policy. There would also be management training, looking at people management and will highlight potential patterns under the absence policy and avoiding triggers.

WG confirmed that the Unions were happy with the approach being taken.

There was nothing specifically related to covid-19, but staff were being fully paid rather than statutory sick pay for covid-19-related illnesses following instruction from HM Government: such an instruction would override a company's policy.

AR noted that the trigger of a four-week absence was less than LBE's of two weeks, and asked if four weeks was too long. KOL advised that the four weeks related to long-term sickness, with three occasions or up to eight days in a year for shorter-term absence.

GA acknowledged that there will be people who were ill and would be given all the support they need. However, in such a large operational workforce, it can be daunting to the managers and supervisors to start such a bureaucratic process. MB suggested that this could be brought back for review in light of experience of using it within GEL, which was **agreed**. It was important to keep on top of this issue, and not let numbers rise or processes go on for too long.

6. Risk Register

6.1 JA advised that the risk register had been circulated for the last Board meeting. These were the initial risks to be managed by GEL. Training and login details will be set up for GEL staff to review the register. The first review will be done jointly with the GEL management team. MB added that this will be reviewed at each Board as well.

KR asked whether the low likelihood and high consequence H&S risks were detailed elsewhere or should be reported to the Board. There were no strategic-level H&S risks on this register as these were covered by the Safe Systems at Work and risk assessments already within the business. The mitigations in place, if adhered to, reduced the risks to a low-level and so do not need to be reported to the Board.

KOL advised that a revised risk assessments and Safe Systems at Work was being prepared based on the Amey standards. The GEL processes will be circulated over the coming months, with any gaps identified from CEO to front-line staff. This had been discussed with Sandra Hewey (Operations and Safety Advisor) and Mick Ahern (Transport Manager) for initial targets and objectives. SH will be looking at the risk assessments and Safe Systems at Work, with MA looking at overall compliance, including transport, training, competencies, and maintenance.

KOL welcomed the Board's challenge, and assured the Directors that this was being taken very seriously by GEL and Amey. The first item on the GEL management team's first meeting was H&S, and its importance made clear to all attendees. The first item at future meetings will be reviewing the previous week's near misses and other areas of concern relating to H&S. MB noted that once the performance data was available, this will inform future metrics and discussions on H&S and the risk register.

7. Go Live Update

7.1 KOL advised that first indications were that all was going well, and formally acknowledged the hard work of everyone in transferring across to GEL from Amey, which was echoed by the Board members who also passed on their congratulations.

There had been some initial problems on with the fleet, but no issues with the workforce. Go Plant were on site and assisting with issues with the fleet. The workforce seems to be positive about the transition, with some good meetings held with staff.

ICT seems to have worked well, including the White Space Software which gives real-time information and reports from staff on their rounds. Other systems also seem to be working well, such as the link with Go Plant. The bank account has gone live and working, with payroll being the first major test the following week.

There had been a few legacy issues. The Council have asked for increased attendance in the parks and opened toilets in key locations. Weed spraying had to be deferred due to covid-19, but a plan was being developed to work through this.

Overall, feedback from colleagues seems to be positive. There will be a need to reduce the additional overtime required at the moment, which was starting to be looked at. It was hoped that the new vehicles being delivered would also help.

JA advised that 71 new vehicles have been received from the 125 ordered. All bar one plant item had been received, with the last item expected by the end of the week. 13 RCVs had been delivered so far, with others to be delivered by early the following week. There were nine of the 28 Mercedes still to be delivered.

A conversation has started with GEL's telematics provider earlier than the end of July 2020 date originally planned, due to the number of vehicles being delivered. The list has been finalised and shared with them for an installation timeline. There had been some minor issues with White Space on go-live day, and they were working closing with the team to resolve these.

The smaller food waste vehicles should be delivered week beginning 27 July 2020. There were some cage tippers outstanding, which should be built by the end of July 2020, but delivery was dependent on HM Government and IVA testing. It was disappointing that only one of the sweepers can be used, as the other six were

classed as plant equipment and so could not be registered online. Discussions were underway to resolve this as soon as possible.

KOL stated that the Council and GEL have adopted a low-key approach to communications. Once all the fleet was in place and fully branded, and the initial problems solved, an announcement would be made in the local and professional media. It was likely that this would be in August or September 2020.

AR noted that from a customer point of view, they had not seen such a smooth transition and thanked all those involved. GA added that LBE have also noted the smooth transition and passed on the thanks from the Leader of Council, Cllr Julian Bell, which KOL agreed to send to staff: **ACTION**. The only member comment received related to putting bins back into gardens rather than leaving on the street. MB thanked AR and GA for their positive feedback. GEL will now look to build on the encouraging start made.

KOL

8. Finance Update

8.1 KP advised that the initial revenue and capital start-up costs were being finalised. As of 30th June 2020, the revenue costs were £654k and cumulative capital costs of £1.5m. The GEL first year-end will be from 30th June 2020, which will be audited in September 2020, and so the department were reviewing and confirming all details.

All leases have been put in place with LBE where invoices were available before July 2020. Advice in relation to the sub-lease charges between LBE and GEL had not been received to implement ready for the go-live. A short-term agreement had therefore been put in place. LBE were looking at an option to charge GEL monthly and keep the £1.5k cumulative capital spend on their books. This would improve GEL's loan requirements and five-year spend plans.

LBE had provided a money market loan of £552k for one month from 6th July 2020 to ensure adequate funding for GEL was in place. This was made following advice received from the Charities Commission to hold the £337k until the end of October 2020. The Council were also waiting for advice from LINK and technical finance team to finalise the requirements for the loan facility.

KP asked the Board to approve the rollover of the £552k for the next three months, which was **approved** by the Directors. This would avoid needing to repay the loan in early August 2020. If the loan facility is finalised, the money market loan will be repaid.

Following a comment from KR, KP advised that monthly management reports were being prepared and would be brought to the next Board meeting for tracking financial information. This will include the year-to-date, actual, budget and full year forecast figures and commentaries on any variances. KP cautioned that the next meeting would only have one month of actual data to present.

Company number: 12136927

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MB asked if there were any concerns regarding the payroll. KP assured the Board that the Payroll Manager had set up a four-day payment period, and should there be any issues, it can switched back to LBE to pay staff with GEL being recharged.

9. Board Forward Plan

9.1 The Board reviewed and approved the Forward Plan, included in the meeting pack.

KOL advised that as GEL was moving into an operational phase and so some linking will be needed with the business plan. This will allow the Board to monitor the key objectives, which was welcomed by the Directors.

10. Any Other Business

There were no items of any other business

11. Date of next meeting

MB confirmed that the date of the next meeting had changed from 11th August to 13th August 2020

There being no other business, the meeting closed at 16:00.

Signed

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Mike Boulton
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Chair of the Board
Mike Boulton

Date 09-Sep-2020 | 09:26 BST