

**GREENER EALING LIMITED**

**THE NEXT MEETING OF THE BOARD OF DIRECTORS**

**WILL BE HELD AT 10:00HRS ON TUESDAY 10TH MARCH 2020, AT PERCEVAL HOUSE,  
EALING, LONDON IN REGENERATION ROOM 2, 4<sup>TH</sup> FLOOR**

**AGENDA**

<b>Item No</b>	<b>Report Title</b>	<b>By</b>	<b>For</b>
1.	Apologies for Absence	Chair	Information
2.	Declarations of Interest (in respect of items on the agenda)	Chair	Information
3.	Minutes of the meeting held on 3 <sup>rd</sup> February 2020	Chair	Approval
4.	Action List/Matters Arising	Chair	Information
<b>Governance</b>			
5.	Change to Accounting Reference Date	Jo Steel	Approval
6.	Chair role description	Jo Steel	Approval
7.	Data Protection Policy	Jo Steel	Approval
8.	Freedom of Information Policy	Jo Steel	Approval
9.	Health & Safety Framework & H&S Project update	Kevin O'Leary	Approval
<b>Strategy and Project</b>			
10.	Mobilisation Plan Board Update inc: <ul style="list-style-type: none"> <li>● HR/TUPE update</li> <li>● Pros &amp; Cons paper on Vehicles Leasing</li> </ul>	Kevin O'Leary	Information
<b>Finance</b>			

11.	Appointment of Bankers and change to banking mandate	Chris Neale	Information
12.	Finance Update	Chris Neale	Information
<b>Board Forward Plan</b>			
13.	Board Forward Plan	Jo Steel	Approval
14.	Any Other Business	Chair	Information
15.	Date of next meeting: 23 April 2020		Information

**GREENER EALING LIMITED (“GEL”)  
MINUTES OF THE BOARD OF DIRECTORS MEETING HELD AT 1500 HOURS ON 3 FEBRUARY  
2020 AT PERCEVAL HOUSE, EALING, LONDON**

<b>Present:</b>	Mike Boulton	Chair and Director	<b>MB</b>
	Alison Reynolds	Director	<b>AR</b>
	Kieran Read	Director	<b>KR</b>
<b>In attendance:</b>	Kevin O’Leary	Interim Managing Director, GEL	<b>KOL</b>
	John Arnold	Programme Manager, GEL	<b>JA</b>
	Chris Neale	Finance, LBE	<b>CN</b>
	Helen Harris	Director of Legal and Democratic Services, LBE (and standing in as the Shareholder Representative)	<b>HH</b>
	Sharon Brown	Human Resources, LBE	<b>SB</b>
	Daniella Toma	Business apprentice, LBE (observing)	
	Jo Steel	Bridgehouse Company Secretaries, (Minutes)	<b>JS</b>

**1. Apologies for Absence**

1.1 Apologies were received from Gary Alderson. Helen Harris would be standing in as the shareholder representative.

**2. Declarations of Interest**

2.1 Mike Boulton declared the following conflict of interest in regards to item 3 and therefore would not vote on the matter:

- Appointment of Chair

There were no other conflicts of interest in regards to items on the agenda.

**3. Board Appointments**

1.1 The Board noted that the following director appointments had been made by the shareholder (the Council) to the Board:

- Alison Reynolds (03.01.2020)
- Kieran Reid (10.01.2020)
- Mike Boulton (27.01.2020)

1.2 The Board appointed Mike Boulton to the role of Chairman of the Board.

#### 4. Appointment of Company Secretary

4.1 The Board noted that Bridgehouse Company Secretaries (“Bridgehouse”) had been engaged as governance advisors for an initial period of one year to 8th January 2021, and would review the initial report later in the meeting.

4.2 As part of these services, the Board **appointed** Waterstone Company Secretaries Ltd (a subsidiary of Bridgehouse) as named Company Secretary to the Company.

4.3 It was agreed that a review of the contract should take place 3 months prior to the end of the contract. JS/KOL

#### 5. Change of Accounting Reference Date

5.1 It was agreed that this item would be postponed to the next meeting, to allow for written confirmation from the Council.

#### 6. Board Meeting Dates

6.1 The Board **confirmed** the following meeting dates for 2020:

- Thursday 23rd April 3.00-4:30pm
- Tuesday 16th June 2.00-3:30pm
- Tuesday 14th July 2.00-3:30pm
- Tuesday 11th August 2.00-3:30pm
- Thursday 8th October 2:00-3:30pm
- Thursday 5th November 2.00-3:30pm
- Thursday 3rd December 2.00-3:30pm

Alternative dates would be found for the May and September meetings and DT would send calendar appointments for all meetings to attendees. DT

#### 7. Governance Report and Plan

7.1. The Board reviewed and noted the Governance Plan produced by Bridgehouse.

- *Business Plan* - It was agreed that a suitable half day session would be arranged during April for the Board to discuss and develop the Business Plan prior to presentation of the plan to the June Cabinet meeting. DT/JS
- *FOI* – JS confirmed that as a company wholly owned by the ‘wider public sector’ GEL was subject to Freedom of Information legislation.

Appropriate policy and procedures would be brought to the Board for approval in due course.

- *Director training* – HH confirmed that a training provider had been selected and her team was trying to find a suitable date, which was proving difficult as the training would be held jointly with the directors of Broadway Living. The earliest date at present was 25<sup>th</sup> March but HH would continue to try to find an earlier date. The training would cover matters such as legal duties of the directors, conflicts of interests etc. MB commented that the training should focus on matters which specifically related to being a director of a wholly owned subsidiary as well as appropriate scenario based items and financial responsibility. HH agreed to circulate the proposed syllabus for comment. **HH**
- *Induction* – KR asked what in addition to the training, could be delivered to help further with director induction. KOL commented that suitable operational elements could be included in the induction such as depot visits as well as the directors reviewing the draft service specification. **KOL**

The rest of the report and plan was noted.

## **8. Directors Code of Conduct**

8.1 The Board reviewed and **approved** the Draft Directors' Code of Conduct.

The Board members agreed to sign and return a copy of the Code.

**MB/KR  
/AR**

## **9. Conflict of Interests Policy**

9.1 The Board reviewed and approved the draft Conflict of Interest Policy subject to the following amendment:

- In clause 5, the words "Article 10" replaced with "Article 7".
- The Board **approved** the Conflict of Interests Policy.

The Board members agreed to complete and return the declaration of interest form. JS would compile a register of interests based on the completed declarations and present to the Board for authorisation.

**MB/AR  
/KR  
JS**

## **10. MD Mobilisation Update and Report**

10.1 KOL provided an update on the mobilisation. He advised that tasks which were being delivered by Council colleagues were slowly being moved over to GEL to deliver.

## 10.2 Vehicle Fleet

- Procurement of a brand new fleet, plant and equipment to the value had commenced.
- The biggest risk at present was the delivery schedule for the new vehicles and GEL was working closely with its supplier to ensure timely delivery.
- The supplier confirmed that the first delivery of seven vehicles would be received in April, with an additional six to be received prior to the go live date of 6 July. A further 15 would be staggered throughout July, which had been brought forward from an initial date of August.
- Despite the new confirmed delivery schedule, there was still a risk that dates would not be met and so GEL would be taking steps to either retain some of the current provider (“Amey”) fleet or enter into rental agreements for vehicles to ensure no disruption to service delivery. Monthly delivery updates would be received from the supplier and contractual terms under the framework agreement were in place to ensure that any additional costs (e.g. hire charges) would be covered by the supplier. It was confirmed that any hire of vehicles would be carried out by GEL with the supplier merely covering the costs.
- HH asked whether delivery of vehicles/plant could be impacted by health concerns in China but JA confirmed that manufacture was taking place in Germany and so this was not a concern.
- GEL would be speaking with Amey imminently about what vehicles could be novated (and the cost and condition of such) should the new fleet not be delivered in time.
- MB raised a concern about a conflict between the Council’s interest, which was in ongoing, difficult negotiations with Amey regarding the remainder of the current service contract, and GEL’s interests. It was a concern that the negotiations could have an impact on GEL, but GEL was not party to those discussions. KOL confirmed that he was in regular constant with Gary Alderson who was leading on the Council’s conversations with Amey and as the shareholder representative of GEL was aware of GEL’s interests.
- JA and KOL assured the Board that they were frequently monitoring what number of vehicles would be required at what point so that a decision on whether hire or novate vehicles would be required could be made in a timely manner.
- The Board discussed the plan to sublet new vehicles received prior to the go live date to Amey for the remainder of their service contract. MB expressed concern that these new vehicles could be poorly maintained or retained and it was imperative to ensure sufficient contractual and insurance arrangements were in place.
- KOL confirmed that Amey would be required to insure GEL vehicles during that period and that the legal requirements were being arranged. He further advised that it was common practice for new

lease vehicles to be provided to the outgoing service provider first to ensure smooth transition and so the lease company were relaxed about the plans.

- It was agreed that KOL would provide a pros/cons paper covering the different aspects and concerns relating to the lease vehicles. **KOL**

## 10.2 **Vehicle maintenance provider**

- Two firms were actively looking to submit a tender bid with the return date being 17 February. KOL would provide an update at the next meeting.

## 10.3 **HR and Comms**

- Purchasing personal protection equipment and uniforms for circa 330 staff was underway as was setting up an appropriate agency contract;
- A number of systems were in the process of being set up including business, finance, software systems etc. to assist with delivery.
- The team was aware of the risk of not being able to get staff into the business in sufficient time to allow for user acceptance and training. This all formed part of the ongoing negotiations between Amey and the Council, and KOL awaited further developments.
- KOL was keen to develop a comms plan, particularly in relation to the workforce, focusing on culture and Ealing's values to ensure a smooth transition and positive start to the contract.
- There would be a number of positives for those who TUPE across including the payment of London Living wage from the outset; better training and development, better careers opportunities etc.
- KR commented that the comms piece was extremely important and that there was potential for a challenging start point. It was acknowledged that due to transition risks staff morale could get worse before it got better and the team should ensure appropriate scenario planning was in place which should include working on expectations.
- It was noted that clarity on who would be transferring and access for testing and building relationships would be key to a successful transition and the Board asked whether GELs requirements were clearly being communicated to the Council's negotiating team. KOL advised that Gary Alderson was aware of the issues but that any additional help that could be provided by GEL's directors in communication with Council colleagues would be welcomed.
- SB advised that it was apparent through initial discussions with Amey staff, that they were keen to know the plans for the transition and had been helpful.
- SB highlighted the legal requirement for data to be provided at least 28 days before transfer but that it was hoped it would be given earlier. However, there was a plan in place to ensure that should it

not be received earlier, or should the data be bare-minimum, there was sufficient resources to process the incoming data. The Board should be aware that there could be additional costs in this scenario, for example, resources required to carry out one to ones with every transferring member of staff to ascertain the required data. There could also be complications regarding pension data given that many staff have been employed by numerous companies.

#### 10.4 **Service Contract and Specification**

- The draft service contract and specification had been received from the Council and needed to be reviewed and priced by GEL.
- Clauses on defaults and penalties needed to be assessed commercially. It was acknowledged that the Council wanted to have a close relationship with GEL to ensure excellent delivery, but the Company still needed to consider the company ramifications of any such default penalties.

#### 10.5 **Health & Safety**

- A consultant had been engaged to review current H&S arrangements and prepare an appropriate framework;
- The initial exploration of Amey H&S arrangements looked good and the consultant would look to see what elements could be adopted by GEL;
- GEL needed to ensure a robust H&S framework was in place given the operational related risks. The H&S Framework would be brought to the Board for approval in due course.

#### 10.6 **Other Operational matters**

- The Board discussed the issue of company vehicles being taken home by staff members.
- KOL advised that he had written to Council colleagues who have had similar issues in relation to taking home vehicles. The matter was complicated with issues around insurance, fuel, personal tax, potential abuse of vehicles etc.
- There was also the issue around the Council having limited depot space and there not actually being space for all such vehicles to be kept on Council property overnight.
- AR and HH were confident that there was not a common Council policy on the issue, but a new fleet manager was now in place and looking to streamline and formalise the diverse practices affecting the fleet.
- GEL would also be completely dependent on the Greenford depot where there were some ongoing issues. KOL confirmed that he had initially asked the Council to ensure space for 145 vehicles. This had since been reduced to 100 at Greenford with 45/50 being held off

site. It was acknowledged that these issues would need to be sufficiently covered in the service level agreement.

- AR raised the common excuse offered by Amey for fleet being out of service, of rats chewing through the vehicle cables and asked whether this was being addressed. JA confirmed that it was being mitigated by a better design of the fleet itself in conjunction with ongoing pest control at the depot.

## 10.7 **Top five risks**

The Board noted the top 5 current risks and mitigating actions being taken:

- Amey only providing TUPE data 28 days before transfer
- Vehicles/Plant/Equipment not being available on go live date
- Amey relationship breakdown resulting in mobilisation issues and poor service inherited
- Fleet being delivered all at once resulting in logistical problems
- Insufficient storage for fleet

## 11. **Finance Update**

11.1 CN provided the following update:

- Everything had been forecasted to the end of the Council financial year (31 March) and was broadly in line with the budget approved by Cabinet in Oct 2019;
- An additional £100k would be required in 2021 due to the unforeseen increase in London Living wage;
- The initial funding agreed by the Council was approx. £2m to the start of trading (£900k start up costs; £1m capital expenditure);
- Up to end March £376k revenue expenditure would likely be spent, in line with budget. Capital cost of £586k (for IT), probably wouldn't be spent by end March but was forecasted.
- Accounting Reference Date – it was likely that the first period would be brought forward from 30 August to 30 June so that the first accounting period covered the non-trading period, with a subsequent change to 31 March to bring the trading period in line with the Council. Auditors to confirm.
- Lease financing etc should be in place by June.
- It was likely that a letter of comfort would be required from the shareholder for auditing purposes which was common practice with wholly owned subsidiaries (such as Broadway Living).
- State aid issues were being worked through and being taken into account for the Council's upcoming budget.
- KR asked now that the specification for services had been received, was it clear that the income the Council was willing to provide would cover GEL's operating costs, and in the event of a poor month would

the impact of penalties put GEL into the red.

- KOL advised that he was reasonably confident as a lot of work had been done for the Cabinet meeting in October to ensure that GEL would be a viable business model. Obviously, there were operational risks such as sickness levels and reliance on agency staff which would need to be managed on an ongoing basis to ensure that profitability wasn't impacted.
- The detailed financial work had commenced to ensure that there was sufficient slack in the income to cover such unexpected items like the increase in London Living wage.
- CN confirmed that there was inflation linked uplift to cover increased wages in some of the years, but not for 2021/22 which would need to be amended.
- The contract would allow for annual discussions on specification and costs in line with Council budgeting to ensure ongoing viability.
- The key was to ensure that the contract was initially priced correctly and contained appropriate mechanism for adjustments.
- It was noted that KOL and Gary Alderson were working together on the legal arrangements which would then be drawn up by the Council's legal team. It was hoped that outside legal representation wouldn't be required but GEL would reserve the right to seek independent advice if necessary. HH agreed to speak with her colleague Chur Nijjar to ensure there was sufficient protections in place for GEL.
- The Board asked whether it would be appropriate to draw up a Memorandum of Understanding on how the parties intended to deal with disputes, highlighting the top ten issues that might arise and outlining how the parties would address them. This would include potential union and political issues. It was agreed that an appropriate Memorandum should be drafted. KOL to consider indicative issues that may arise and work with HH to put into Memorandum form.
- MB queried why the vehicle leasing was for five years instead of eight and whether this was locked in or could be amended. Five years was uncommon and could result in severe budget pressures. Would GEL have the ability to extend the vehicle life if necessary, as it could have a real impact on profitability. CN agreed to look into the decision and report back. It was agreed that if it was affordable, five years was advantageous but there needed to be flexibility to extend.

HH/  
KOL

CN

## 12. Board Forward Plan

- 12.1 The Forward Plan was noted and would be updated with items discussed in the meeting. KOL advised that some items may be moved from the March agenda to April, as the agenda was very heavy.

KOL/JS

## 13. Any Other Business

13.1

- CN asked directors to sign to change the bank account mandate.
- KR expressed concern that there were only four board meeting scheduled before the go live date and what mechanisms were in place to ensure that required decisions were made in a timely manner. It was confirmed that KOL would keep directors updated between meetings as required. JS also explained the availability of approval via circular resolution (email) if required.
- With such tight timescales and the risks involved, the Board noted that it was likely that additional resource would be needed to ensure mobilisation was completed by the 6 July go live date and asked KOL to ask for resources as soon as possible if it was felt additional resource would be required.

13.2

There being no other business the meeting closed at 4.30pm

**Signed**

**Date** / /

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**Chair of the Board**

GREENER EALING LTD ACTION LIST					
Minute Reference	Action items arising from minutes	Officer	Due By	Comments	Status
<b>Actions arising from 3<sup>RD</sup> February 2020</b>					
4.3	<b>Co Sec appointment</b> - a review of the contract should take place 3 months prior to the end of the contract.	KOL/JS	Oct 20	We have added a diary note to ensure that a review commences in October 2020, 3 months prior to the contract end date.	Complete
6.1	<b>Board meeting dates</b> - Alternative dates would be found for the May and September meetings and DT would send calendar appointments for all meetings to attendees.	DT	ASAP	Done.	Complete
7.1	<b>Business Plan</b> - half day strategy/business plan session to be arranged during April.	DT/JS	ASAP	Daniella is looking for a date at the moment.	In Progress
7.1	<b>Director training</b> - HH agreed to circulate the proposed syllabus for comment.	HH	ASAP	Date set for 24 <sup>th</sup> March	Complete
7.1	<b>Induction</b> –suitable operational elements to be included in the director induction (inc. depot visits/directors review of draft service specification.) KOL to arrange.	KOL	Mar 20	New Communications Officer Verity Adams is working on this.	In Progress
8.1	<b>Code of conduct</b> – directors to sign and return Code of Conduct acceptance.	All directors	Mar 20	Directors to return	In Progress
9.1	<b>Directors interests</b> – <ul style="list-style-type: none"> <li>● Directors to complete and return interests form</li> <li>● JS to compile register of interests</li> </ul>	All directors /JS	Mar 20	Directors to return	In Progress
10.1	<b>Lease vehicles</b> - KOL to provide a pros/cons paper covering the different aspects and concerns relating to the lease vehicles.	KOL	Mar 20	Included in March papers. Item 10 Appendix A.	Complete

11.1	<b>Memorandum of Understanding</b> – HH and KOL to work together to create a MOU on dealing with disputes.	<b>KOL/HH</b>	<b>Mar 20</b>	Outstanding KOL/HH to meet.	In progress
11.1	<b>Lease terms</b> – CN to report back on why a 5-year lease period instead of 8-year was chosen, and to ensure that the period can be extended if affordability becomes an issue.	<b>CN</b>	<b>Mar 20</b>	Update provided at Item 12 - Finance Update, documenting how agreement allows for extension, and the reasons for period chosen.	<b>Complete</b>
12.1	<b>Forward Plan</b> – KOL and JS to update.	<b>JS/KOL</b>	<b>Mar 20</b>	Updated	<b>Complete</b>

<b>Report Title</b>	Change of Accounting Reference Date		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	5.
<b>Type of Report</b>	For approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	Recommendation to change the Accounting Reference Date for the company.		

### Background

As the Company was incorporated in August, the current accounting reference date (ARD) is 31 August, with the first period ending 31 August 2020 and accounts subsequently due by 2 May 2021.

It is recommended that the ARD initially be brought forward to 30 June 2020 to cover the non-trading period for the company, with a subsequent change to 31 March 2021 to bring each annual accounting period in line with the Council's financial year. The Council has approved this approach.

### Recommendation

It is recommended that the Board **agree** to shorten the first (current) accounting period to end on 30 June 2020 (instead of 31 August). Once actioned, this will require a set of accounts to be provided for the period 2 August 2019 to 30 June 2020 (the filing date for which would be 28 February 2021).

After 1 July 2020, the Board will be asked to amend the Accounting Reference date again to 31 March, to bring in line with the Council's accounting period.

The Board is asked to **approve** the recommendation to change the accounting reference date to 30 June and to shorten the first accounting period to end on 30 June 2020.

<b>Report Title</b>	Chairman Role Profile		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	6.
<b>Type of Report</b>	For approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	1. To approve a role profile for the role of Chairman of the board.		

### **Background**

It is good governance practice to have a role profile for the Chairman of the Board so that all board members are clear on what the role entails and to act as a useful guide to the person fulfilling the role.

We have therefore drafted a suitable profile for the position.

### **Recommendation**

It is recommended that the Board **approve** the draft Chairman role profile at appendix 1.

## **Appendix 1**

### **Greener Ealing Limited (The Company)**

#### **Chair Role Description**

The Chair is responsible for:

1. Meetings
  - Chairing the board and ensuring its effectiveness in all aspects of its role, including regularity and frequency of meetings.
  - Setting the board agenda working with the Managing Director and Company Secretary, taking into account the issues and concerns of all board members. The agenda should be forward looking, concentrating on strategic matters and arms-length monitoring.
  - Ensuring that there is appropriate delegation of authority from the board to executive management.
  - Ensuring that the directors receive accurate, timely and clear information, including that on the company's current performance, to enable the board to take sound decisions, monitor effectively and provide advice to promote the success of the company.
  - Managing the board to allow enough time for discussion of complex or contentious issues. The chairman should ensure that directors (particularly nonexecutive directors) have sufficient time to consider critical issues and obtain answers to any questions or concerns they may have and are not faced with unrealistic deadlines for decision making.
2. Directors
  - Facilitating the effective contribution of non-executive directors and encouraging active engagement by all members of the board.
  - Ensuring constructive relations between the executive and non-executive directors.
3. Induction, development and performance evaluation
  - Ensuring that new directors participate in an appropriate induction programme, facilitated by the company secretary.
  - Ensuring that the development needs of directors are identified and, with the company secretary having a key role, that these needs are met.
  - The directors should be able to continually update their skills and the knowledge and familiarity with the company required to fulfil their role on the board and its committees.
  - Identifying the development needs of the board as a whole to enhance its overall effectiveness as a team.
  - Ensuring the performance of the board, (and any committees) and individual directors is evaluated at least once a year and acting on the results of such evaluation by recognising the strengths and addressing the weaknesses of the board.

4. Relations with the Council as the sole shareholder
  - Ensuring effective communication with the shareholder.
  - Maintaining sufficient contact with the shareholder to understand their issues and concerns, in particular discussing governance, strategy and remuneration with them.
  - Ensuring that the views of the shareholder is communicated to the board as a whole so that all directors develop an understanding of its views.

<b>Report Title</b>	Data Protection Policy and compliance with the General Data Protection Regulation (GDPR)		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	7.
<b>Type of Report</b>	For noting and approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	<ol style="list-style-type: none"> <li>1. To note the applicability of GDPR to GEL;</li> <li>2. To agree the Data Protection Policy;</li> <li>3. To note the compliance steps that will be taken</li> </ol>		

### **General Data Protection Regulation (GDPR)**

The GDPR came into effect in all EU Member States on 25<sup>th</sup> May 2018. The Data Protection Act 2018 (DPA) ensures that GDPR continues to apply even though the United Kingdom has since left the European Union. All companies need to ensure ongoing compliance with the GDPR and DPA.

### **Application to Greener Ealing**

The Regulation applies to all companies equally and in its entirety. However, as Greener Ealing will only be holding employee related data it is considered relatively low risk in terms of compliance.

That said, GEL still needs to ensure that it processes employee data in accordance with the law taking active measures to ensure compliance.

### **Data Protection Policy**

Please find attached at Appendix 1 the Greener Ealing Data Protection Policy for approval. The policy acts as a framework for compliance and mirrors the wording of the Regulation itself. It will be supported by a GDPR User Manual which will contain the detailed procedures required.

The Board is asked to **approve** the Data Protection Policy.

### **Registration with Information Commissioner's Office (ICO)**

Following discussions with Kevin, GEL will only process employee data, as data relating to properties or assisted collections provided by the Council will be anonymised. As the



employee data will only be processed for staff administration (including payroll), there is no requirement to register with the ICO or pay a registration fee at this time.

**Further Compliance Steps  
(to be taken prior to employment of staff)**

Bridgehouse will work together with the GEL team (inc HR where relevant) on other required steps towards compliance which include:

1. Drafting a GDPR User Manual to support the Policy which will contain the procedures and legal requirements to assist with practical compliance
2. Privacy Notices
3. Creation of a Record of Data Processing Activities
4. Liaison with HR to ensure appropriate data safeguards are in place during the Tupe process.

As the above actions relate to the practical implementation of the Regulation, we don't intend to bring procedural documents such as the user manual and Privacy Notice back to the Board for approval.

The Board is therefore asked to note the above compliance steps.

**Jo Steel**  
**Bridgehouse Company Secretaries**

## Introduction

This Policy sets out the obligations of Greener Ealing Ltd (“the Company”) regarding data protection and the rights of employees, customers, potential customers, business contacts, and other individuals (“data subjects”) in respect of their personal data under the General Data Protection Regulation (“the Regulation”).

This Policy together with our GDPR User manual sets out the procedures that are to be followed when dealing with personal data. The procedures and principles set out herein must be followed at all times by the Company, its employees, agents, contractors, or other parties working on behalf of the Company.

## SECTION A - The Data Protection Principles

This section of the Policy sets out the Data Protection Principles contained within the Regulation, that the Company must comply with, when handling personal data.

### 1. Lawful, Fair, and Transparent Data Processing

1.1 The Regulation seeks to ensure that personal data is processed lawfully, fairly, and transparently, without adversely affecting the rights of the data subject. The Regulation states that processing of personal data shall be lawful if at least one of the following applies:

- a) the data subject has **given consent** to the processing of his or her personal data for one or more specific purposes;
- b) processing is **necessary for the performance of a contract** to which the data subject is a party or in order to take steps at the request of the data subject prior to entering into a contract;
- c) processing is necessary for **compliance with a legal obligation** to which the controller is subject;
- d) processing is **necessary to protect the vital interests of the data subject** or of another natural person;
- e) processing is **necessary for the performance of a task carried out in the public interest** or in the exercise of official authority vested in the controller;

- f) processing is **necessary for the purposes of the legitimate interests pursued by the controller or by a third party**, except where such interests are overridden by the fundamental rights and freedoms of the data subject which require protection of personal data, in particular where the data subject is a child.

1.2 The Company shall ensure that it keeps under regular review and recorded, the different categories of data it holds and the lawful basis it uses for the processing of such data (for example, consent or performance of a contract etc).

## 2. **Processed for Specified, Explicit and Legitimate Purposes**

2.1 The Company collects and processes the personal data set out in Part 16 of this Policy. This may include personal data received directly from data subjects (for example, contact details used when a data subject communicates with us or submits through the website) and data received from third parties (for example, from Ealing Council or other partners);

2.2 The Company only processes personal data for the specific purposes set out in Part 16 of this Policy (or for other purposes expressly permitted by the Regulation). The purposes for which we process personal data will be informed to data subjects at the time that their personal data is collected, where it is collected directly from them, or as soon as possible (not more than one calendar month) after collection where it is obtained from a third party.

## 3. **Adequate, Relevant and Limited Data Processing**

The Company will only collect and process personal data for and to the extent necessary for the specific purpose(s) informed to data subjects as under Part 2, above.

## 4. **Accuracy of Data and Keeping Data Up To Date**

The Company shall ensure that all personal data collected and processed is kept accurate and up-to-date. The accuracy of data shall be checked when it is collected and at regular intervals thereafter. Where any inaccurate or out-of-date data is found, all reasonable steps will be taken without delay to amend or erase that data, as appropriate.

## 5. **Timely Processing**

The Company shall not keep personal data for any longer than is necessary in light of the purposes for which that data was originally collected and processed. When the data is no longer required, all reasonable steps will be taken to erase it without delay.

## 6. **Secure Processing**

The Company shall ensure that all personal data collected and processed is kept secure and protected against unauthorised or unlawful processing and against accidental loss, destruction or damage. Further details of the data protection and organisational measures which shall be taken are provided in the Company's GDPR User Manual.

## **SECTION B – ACCOUNTABILITY AND ASSESSMENTS**

### 7. **Accountability**

7.1 The Company shall keep written internal records of all personal data collection, holding, and processing, which shall incorporate appropriate information as detailed in the Company's GDPR User Manual.

### 8. **Privacy Impact Assessments**

The Company shall carry out Privacy Impact Assessments (PIAs) when and as required under the Regulation. Privacy Impact Assessments shall be overseen by the Company Secretary or HR as appropriate. Areas that shall be addressed by a PIA is detailed in the Company's GDPR User Manual.

## **SECTION C – RIGHTS OF DATA SUBJECTS**

This section outlines the rights of Data Subjects and how the Company must ensure that these rights are not infringed.

### 9. **The Right to be Informed**

9.1 The Company shall ensure that the legally required information is provided to every data subject when personal data is collected within the applicable time frame. All such information is contained within our Privacy Notice[s].

### 10. **The Right to Access**

10.1 A data subject may make a subject access request ("SAR") at any time to find out more about the personal data which the Company holds about them.

10.2 The Company must follow the SAR requirements as detailed in the GDPR User Manual.

### 11. **The Right to Rectification of Personal Data**

11.1 If a data subject informs the Company that personal data held by the

Company is inaccurate or incomplete, requesting that it be rectified, the personal data in question shall be rectified, and the data subject informed of that rectification, within one month of receipt the data subject's notice.

- 11.2 In the event that any affected personal data has been disclosed to third parties, those parties shall be informed of any rectification of that personal data.

## 12. **The Right to Erasure of Personal Data**

- 12.1 Data subjects may request that the Company erases the personal data it holds about them in certain circumstances as detailed in the GDPR User Manual.
- 12.2 Unless the Company has reasonable grounds to refuse to erase personal data, all requests for erasure shall be complied with, and the data subject informed of the erasure, within one month of receipt of the data subject's request.
- 12.3 In the event that any personal data that is to be erased in response to a data subject request has been disclosed to third parties, those parties shall be informed of the erasure (unless it is impossible or would require disproportionate effort to do so).

## 13. **The Right to Restrict Processing of Personal Data**

- 13.1 Data subjects may request that the Company ceases processing the personal data it holds about them. If a data subject makes such a request, the Company shall retain only the amount of personal data pertaining to that data subject that is necessary to ensure that no further processing of their personal data takes place.
- 13.2 In the event that any affected personal data has been disclosed to third parties, those parties shall be informed of the applicable restrictions on processing it (unless it is impossible or would require disproportionate effort to do so).

## 14. **The Right to Object to Personal Data Processing**

- 14.1 Data subjects have the right to object to the Company processing their personal data based on legitimate interests (including profiling), direct marketing (including profiling), and processing for scientific and/or historical research and statistics purposes, in certain circumstances (details of which are included in the GDPR User Manual).
- 14.2 Where a data subject objects to the Company processing their personal data for direct marketing purposes, the Company shall cease such processing forthwith.

15. **Automated Decision Making & Profiling**

15.1 The Company does not carry out any automated decision making or profiling in relation to personal data.

16. **Personal Data**

The following personal data may be collected, held, and processed by the Company:

- a) Employee/Director/Consultant data, to administer the employment/director/contractual relationship between these individuals and the Company.
- b) Website users including those who request marketing information about our services, to provide information about such services.

17. **Transferring Personal Data to a Country Outside the EEA**

17.1 The Company may from time to time transfer ('transfer' includes making available remotely) personal data to countries outside of the EEA, but when doing so, must first comply with the requirements detailed within the GDPR User Manual.

18. **Data Breach Notification**

18.1 All personal data breaches must be reported immediately to the Company Secretary and Directors of the Company.

18.2 Data Breaches must be dealt with in accordance with the procedures laid down in the GDPR User Manual.

19. **Implementation of Policy**

This Policy shall be deemed effective as of 10 March 2020. No part of this Policy shall have retroactive effect and shall thus apply only to matters occurring on or after this date.

<b>Report Title</b>	Freedom of Information Policy		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	8.
<b>Type of Report</b>	For noting and approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	<ol style="list-style-type: none"> <li>1. To note the applicability of the FOIA to GEL;</li> <li>2. To agree the FOI Policy;</li> <li>3. To note the ongoing Publication Scheme requirements</li> </ol>		

## **1. Applicability of Freedom of information Act (FOIA) to GREENER EALING Ltd (GEL)**

### **The sole shareholder of GEL**

**London Borough of Ealing** is designated a Public Authority for the purposes of the FOIA under:

*Schedule 1. 7A local authority within the meaning of the Local Government Act 1972, namely—*

*(a) in England, a county council, a London borough council, a district council or a parish council,*

### **GEL – a ‘publicly owned company’**

**Greener Ealing Ltd** is a ‘Publicly owned Company’ under Section 3(1)(b) in accordance with section 6 (1)(b) of FOIA, as it is *“is wholly owned by the wider public sector”*.

Ealing Council falls into the definition of “wider public sector” for the purposes of the Act.

The following example is given by the ICO in its guidance note on the matter, and provides a similar example to GEL:

Local authorities will sometimes set up companies in the area of facilities management and economic development. For example:

- Solutions SK Limited is wholly-owned by Stockport Council and provides a range of services including building and grounds maintenance, environmental services and catering.

If a company meets the definition of a publicly-owned company under FOIA, it is a public authority in its own right and **has the same** responsibilities as any other public authority in complying with the Act.

## 2. FOI Policy

GEL has the same responsibilities under FOIA as the Council. The attached FOI Policy (Appendix 1) has therefore been drafted for **approval** by the Board.

## 3. Publication Scheme

Public authorities are expected to be proactive about making information available to the public. GEL is required to adopt the Model Publication Scheme and make certain information publicly available. The Model Publication Scheme definition guidance for wholly owned subsidiaries is attached at Appendix 2. When GEL has established a website, it should ensure that the appropriate information and documents are made available via the website.

*The guidance states that it is not meant to give a definitive list of everything that should be covered by a publication scheme. The **legal commitment** is to the model publication scheme, and authorities (GEL) should look to provide as much information as possible on a routine basis.*

Information includes but is not limited to:

### **Who we are and what we do:**

- Roles and responsibilities
- Articles of association
- Board membership
- Senior executives
- Organisational structure
- Location and contact details

### **What we spend and how we spend it:**

- Annual accounts
- Loans sanctioned
- Financial statements, budgets and variance reports
- Details of expenditure over £25k
- Financial audit reports
- Staff and board members allowances and expenses
- Pay and grading structure

- Capital expenditure
- Procurement and tender procedures and reports
- List of contracts awarded and their value

**What our priorities are and how we are doing:**

- Any reports or plans indicating main priorities and progress against them
- Annual Report
- Customer surveys
- Privacy impact assessments (in full or summary format).

**How we make decisions:**

- Board papers – agendas, supporting papers and minutes

**Policies and Procedures:**

- Recruitment and employment
- Equality and diversity
- Equality impact assessments
- Customer Service
- Data protection and records management
- Charging regimes and policies
- Policies relating to business conduct

**Lists and Registers:**

- Any lists or registers that the company is required to produce
- List of main contracts/suppliers
- Asset registers
- Information asset register
- Disclosure logs
- Register of Interests
- Gifts & Hospitality

**The Services we offer:**

- Details of company's services
- Services for which we are entitled to recover a fee (and those fees)
- Leaflets
- Corporate comms and press releases

Greener Ealing Ltd

Freedom of Information Policy

March 2020

## 1. Introduction

Greener Ealing Ltd (GEL) is designated as a public authority for the purposes of the Freedom of Information Act 2000 (FOIA) and is committed to complying with the provisions of the FOIA and the Environmental Regulations 2004 (EIR).

The legislation enables anyone, anywhere in the world, to request any recorded information held by, or on behalf of GEL.

Information will be provided if it is held, unless one or more of the exemptions listed in the legislation applies. Information, which is exempt, does not have to be provided but we will always tell you our reasons in writing and outline the exemption, which is applicable to your request.

Before making a Freedom of Information request you may want to check whether we have already made the information available through our Publication Scheme.

For advice and assistance, please contact [info@](mailto:info@)

You can also access free guidance and independent advice about FOIA and the EIR from the [Information Commissioner's Office](#).

## 2. Responsibilities

All directors, employees, consultants and contractors working on behalf of GEL are responsible for ensuring that any request for information they receive is dealt with in line with the requirements of the FOIA and in compliance with this policy.

Where the requestor indicates that they would like the information in a particular form, for example; paper, electronic or inspection in person, we will comply with their preference where reasonably practicable, taking into account the particular

circumstances, including cost and the unique circumstances of the request itself.

### 3. Processing the request

GEL aims to respond to all requests promptly within 20 working days following receipt of a valid request.

This timescale maybe extended, for example if an exemption applies and we are considering whether or not it is in the public interest to disclose the information. We will always contact and tell you if we are unable to respond to your request within 20 working days giving our reasons.

GEL reserves the right to refuse requests where the cost of providing the information would exceed the statutory cost limit. This limit is currently set at £450, which equates to 18 hours work at a rate of £25 per hour regardless of the person processing the request.

Where GEL assesses the request and believes that complying with the request will take more than 18 hours of staff time, we will do our best to help the requestor to narrow and refine their request to bring it in line with the cost limit. If this is not possible we will provide you with the information, which is accessible within the 18 hours limit.

### 4. If you are unhappy with our response

If you are unhappy with our response and the way we have processed your request you can write to us requesting a review, outlining the reasons why you are unhappy with the response we provided you with. Please address your complaint to:

**Greener Ealing Ltd**

Perceval House,  
14-16 Uxbridge Rd,  
Ealing,  
London,  
W5 2HL

We will review your case, and provide a written response within **7 working days**. If you remain unhappy you can contact the Information Commissioner's Office on the details provided below. They will review your request and assess whether GEL has processed your request in accordance with the legislative requirements laid down in the Freedom of Information Act 2000.

Head office, Information Commissioner's Office, Wycliffe House Water Lane,  
Wilmslow, Cheshire, SK9 5AF

Tel: 0303 123 1113 (local rate) or 01625 545 745 if you prefer to use a national rate number or email on: [casework@ico.org.uk](mailto:casework@ico.org.uk)

## Freedom of Information Act 2000

### Definition document for wholly owned companies

This guidance is for wholly owned companies which are public authorities for the purpose of the Freedom of Information Act 2000 (FOIA). It gives examples of the kinds of information that we would expect these companies to provide in order to meet their commitments under the model publication scheme. We would expect these companies to make the information in this definition document available unless:

- they do not hold the information;
- the information is exempt under one of the FOIA exemptions or Environmental Information Regulations (EIR) exceptions, or its release is prohibited under another statute;
- the information is readily and publicly available from a website to which the company provided it - the company must provide a direct link to that information;
- the information is archived, out of date or otherwise inaccessible; or
- it would be impractical or resource-intensive to prepare the material for routine release.

The guidance is not meant to give a definitive list of everything that should be covered by a publication scheme. The legal commitment is to the model publication scheme, and authorities should look to provide as much information as possible on a routine basis.

#### **Publishing datasets for re-use**

Public authorities must publish under their publication scheme any dataset they hold that has been requested, together with any updated versions, unless they are satisfied that it is not appropriate to do so. So far as reasonably practicable, they must publish it in an electronic form that is capable of re-use.

If the dataset or any part of it is a relevant copyright work and the company is the only owner, the company must make it available for re-use under the terms of a specified licence. Datasets in which the Crown owns the copyright or the database rights are not relevant copyright works.

The Datasets Code of Practice recommends that public authorities make datasets available for re-use under the [Open Government Licence](#).

The term 'dataset' is defined in section 11(5) of FOIA. The terms 'relevant copyright work' and 'specified licence' are defined in section 19(8) of FOIA. The ICO has published [guidance on the dataset provisions in FOIA](#). This explains what is meant by "not appropriate" and "capable of re-use".

### **Who we are and what we do**

Organisational information, structures, locations and contacts.

We would expect information in this class to be current information only.

- **Roles and responsibilities**

Companies should be providing outline and detailed information about their roles and responsibilities, and the roles and responsibilities of people working in them at senior level. This should indicate the relationship with the public authority or authorities owning the company.

- **Articles of Association**

- **Board membership**

Identification of and biographical details of Board members. Biographical details that are not work-related should be published only with consent.

- **Senior executives**

Identification of, responsibilities of, and biographical details of those making strategic and operational decisions about providing the company's services. Biographical details that are not work-related should be published only with consent.

<ul style="list-style-type: none"> <li>• <b>Organisational structure</b></li> <li>• <b>Location and contact details</b></li> </ul> <p>If possible, named contacts should be given in addition to contact phone numbers and email addresses.</p>
<p><b>What we spend and how we spend it</b> Financial information relating to projected and actual income and expenditure, procurement, contracts and financial audit.</p>
<p>The minimum we would expect is that financial information for the current and previous financial year should be available.</p> <p>Financial information in enough detail to allow the public to see where money is being spent, where the company is or has been planning to spend it, and the difference between the two.</p> <p>Financial information should be published at least annually and, where practical, we would also expect half yearly or quarterly financial reports to be provided. Revenue budgets and budgets for capital expenditure should be included.</p> <ul style="list-style-type: none"> <li>• <b>Annual accounts</b></li> <li>• <b>Loans sanctioned</b></li> <li>• <b>Financial statements, budgets and variance reports</b></li> </ul> <p>Details of items of expenditure over £25,000, including costs, supplier and transaction information (monthly).</p> <ul style="list-style-type: none"> <li>• <b>Financial audit reports</b></li> <li>• <b>Staff and board members' allowances and expenses</b></li> </ul> <p>Details of the allowances and expenses that can be incurred or claimed. It should include the total of the allowances and expenses incurred by or paid to individual senior staff and management board members by reference to categories. These categories should be produced in line with the company's policies, practices and procedures and must at least include travel, subsistence and accommodation. The definition of "senior staff" is given below.</p>

- **Pay and grading structure**

This may be provided as part of the organisational structure and should include senior staff; for the purpose of this document, "senior staff" means staff whose basic annual salary is at least £58,200. For those earning less than £58,200, levels of pay should be identified by salary range.

The 'pay multiple' – the ratio between the highest paid salary and the median average salary of the whole of the authority's workforce.

- **Capital programme**

Information should be made available on major plans for capital expenditure including any private finance initiative and public-private partnership contracts.

- **Procurement and tender procedures and reports**

Details of procedures used for the acquisition of goods and services. Contracts available for public tender and reports of successful tenders.

- **List of contracts awarded and their value**

We would normally expect the authority to publish details only of contracts that exceed £25,000.

### **What our priorities are and how we are doing**

Strategies and plans, performance indicators, audits, inspections and reviews.

We would expect information in this class to be available at least for the current and previous three years.

- **Any reports or plans indicating main priorities and progress against them**
- **Annual Report**
- **Customer surveys**
- **Privacy impact assessments (in full or summary format).**

<p><b>How we make decisions</b> Decision making processes and records of decisions.</p>
<p>We would expect information in this class to be available at least for the current and previous two years.</p> <ul style="list-style-type: none"> <li>• <b>Board papers – agenda, supporting papers and minutes of meetings</b></li> </ul> <p>We would expect board minutes and the minutes of similar meetings where decisions are made about providing services to be readily available. This excludes information that is properly regarded as private to the meeting.</p>
<p><b>Our policies and procedures</b> Current written protocols, policies and procedures for delivering our services and responsibilities.</p>
<p>We would expect information in this class to be current information only.</p> <ul style="list-style-type: none"> <li>• <b>Policies and procedures relating to the conduct of the business</b></li> <li>• <b>Policies and procedures for delivering the company’s services</b></li> <li>• <b>Policies and procedures for recruiting and employing staff</b></li> <li>• <b>Equality and diversity policies</b></li> <li>• <b>Equality Scheme</b></li> <li>• <b>Equality impact assessments</b></li> </ul> <p>Codes of practice, memoranda of understanding and similar information should be included. A number of policies, for example equality and diversity, and health and safety, will cover both the provision of services and the employment of staff. If vacancies are advertised as part of recruitment policies, details of current vacancies will be readily available. Policies and procedures for handling requests for information should be included.</p> <ul style="list-style-type: none"> <li>• <b>Customer service</b></li> </ul> <p>Standards for providing services to the company’s customers, including complaints procedures. Complaints procedures will include</p>

those covering requests for information and operating the publication scheme.

- **Records management and personal data policies**

This will include information security policies, file plans, records retention, destruction and archive policies, and data protection (including data sharing) policies.

- **Charging regimes and policies**

Details of any statutory charging regimes should be provided. Charging policies should include charges made for information routinely published. They should clearly state what costs are to be recovered, the basis on which they are made, and how they are calculated.

If the company charges a fee for licensing the re-use of datasets, it should state in its guide to information how this is calculated and whether the charge is made under the Re-use Fees Regulations or under other legislation. It cannot charge a re-use fee if it makes the datasets available for re-use under the Open Government Licence.

### **Lists and registers**

Any information we are currently legally required to hold in publicly available registers.

We expect this to be information contained only in currently maintained lists and registers.

- **Any lists or registers that the company may be required to produce in the conduct of their business**
- **List of main contractors / suppliers**
- **Asset registers**
- **Information asset register**
- **Disclosure logs**

If a department produces a disclosure log indicating the information provided in response to requests, it should be readily available. Disclosure logs are recommended as good practice.

- **Any register of interests kept by the company**
- **Register of gifts and hospitality provided to board members and senior staff**

- **CCTV**

Details of the locations of any overt CCTV surveillance cameras operated by or on behalf of the company. The company should decide on the level of detail which is appropriate. This could be by building, area or more general geographic locations e.g. postcodes or partial postcodes, depending on the security issues raised.

**The services we offer**

Information about the services we offer, including leaflets, guidance and newsletters

Generally this is an extension of part of the first class of information. While the first class provides information on the company's roles and responsibilities, this class includes details of the services the company provides, internationally, nationally and locally as a result of them. It will benefit the public to have ready access, for example, to everything from information about the services the company provides for the public and for the public authority or authorities owning it, to the information readily available to individuals, including in person and online. The starting point would normally be a list or lists of the services the company is responsible for, linked to details of these services.

- **Details of company services**
- **Services for which the company is entitled to recover a fee, together with those fees**
- **Leaflets**
- **Corporate communications and media releases**

<b>Report Title</b>	Health and Safety Policy and Organisation and Responsibilities – Draft Policy		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	9.
<b>Type of Report</b>	For in principle approval		
<b>Author</b>	Kevin O’Leary – Kevin can be contacted on olearyk@ealing.gov.uk		
<b>Background</b>	<p>Greener Ealing needs to establish needs to establish a Health and Safety Framework. As a first step in this process the Board is asked to agree in principle to the following:</p> <ul style="list-style-type: none"> <li>• Draft Health and Safety Policy statement Appendix A</li> <li>• Organisational framework Appendix B</li> </ul> <p>This will allow us time to consult with Ealing Council, to underwork a full review including risk assessments and development of safe systems of work.</p> <p>A full report asking for final approval will be brought back to the Board before commencement of services in July. The initial papers provided today provide an outline to guide the management team – we have made it clear that Health and Safety will be key to the company and its core values and that this matter will be taken seriously at all levels. We also consider the wider range of accreditations that are available to ensure safety, quality and environmental performance and will bring back to the Board thoughts on a way forward on these matters.</p>		

## **HEALTH AND SAFETY POLICY GREENER EALING LIMITED**

Greener Ealing Limited (GEL) recognise and accept its responsibilities to its staff and all other persons affected by its activities and regards health, safety, welfare and wellbeing as being at the core of its management function, commercial success, efficiency and quality. This Policy, together with its management arrangements and supporting documentation, is designed to act as a framework for the management and staff of GEL.

It is the policy of GEL to ensure that all operations are executed at all times in such a way as to ensure, so far as is reasonably practicable, the health, safety, welfare and wellbeing of its staff and other persons likely to be affected by its undertakings, including members of the public and contractors. All management and staff, including those on temporary contracts, shall have an active involvement in the implementation of this policy, supporting documentation and accident prevention, recognising it as an integral part of their job function.

GEL is committed to the provision of suitable and sufficient resources in terms of both finance and personnel with the skills, knowledge and experience to enable it to fulfil its health, safety, welfare and wellbeing responsibilities. GEL further recognise its responsibilities with regard to:

1. the maintenance of vehicles, plant and equipment:
2. maintaining and improving the skills, knowledge and experience of staff:
3. the maintenance of suitable means of access to and egress from offices and depots under its control:
4. suitable and sufficient fire safety/management arrangements for the offices and depots under its control:
5. ensuring, where practicable, the elimination or substitution of hazardous chemicals/products and where such cannot be eliminated, their safe use:
6. the identification and assessment of hazardous and risks to which staff may be exposed and where reasonably practicable, their elimination and/or control:
7. the consultation and communication with staff on health, safety, welfare and wellbeing matters.

This Policy will be reviewed in the light of organisational changes, working methods, changes in legislative requirements and further information becoming available on its work activities: such reviews will not exceed a twelve-month period where reasonably practicable.

Signed:

Date:

Kevin O'Leary  
Interim Managing Director Greener Ealing Ltd.

# ORGANISATION AND RESPONSIBILITIES FOR THE MANAGEMENT OF HEALTH, SAFETY, WELFARE AND WELLBEING

## VERSION CONTROL

VERSION	STATUS	DATE	BY	COMMENTS
0.1	First Draft	27.02.2020	KEH	

## INTRODUCTION

The responsibilities of individual members or groups of staff stated in this document should be read in conjunction with the arrangements for implementing such outlined within the policy statement and health and safety management system (HSMS) procedures.

Management have responsibilities for the areas of work and staff within their control and have the day-to-day responsibilities for health and safety matters in such areas within the limitations of their existing managerial or supervisory responsibilities. Where exceptions to this general rule exist, they will be specified and noted to all concerned.

It will be the responsibility of both management and staff alike to advise the manager they are responsible to of any instance preventing them from carrying out their responsibilities concerned with the health, safety, welfare and wellbeing policy, management system arrangements or specified responsibilities set out within individual management system procedures.

## MANAGING DIRECTOR

- i. Shall provide clear leadership and visible commitment to health and safety.
- ii. Shall be accountable for the effective implementation and management of health and safety arrangements across Greener Ealing Ltd. (GEL) activities.
- iii. Shall ensure that health and safety responsibilities are properly assigned and

accepted at all levels throughout GEL.

- iv. Shall, where appropriate, assign designated functionality to Directors, Managers or other competent person(s) to ensure GEL's duties and obligations to its staff and others affected by its activities, are suitably and sufficiently discharged.
- v. In conjunction with Directors/Managers, shall monitor the effectiveness of the health, safety, welfare and wellbeing policy and HSMS through a programme of active/reactive monitoring and periodic review/revision.
- vi. Shall provide assurance to Board Members on the implementation, operation and effectiveness of GEL's health, safety, welfare and wellbeing policy and HSMS.
- vii. In conjunction with Directors/Managers, shall ensure that adequate financial resources and personnel are available to meet the health, safety, welfare and wellbeing policy commitments and HSMS requirements across all areas of GEL's activities.
- viii. Shall maintain effective communication with the Health and Safety Manager (HSM) on all health, safety, welfare and wellbeing matters affecting GEL, its activities and staff.
- ix. Shall ensure a sufficient number of staff with the skills, knowledge, experience and qualifications, are available to provide health and safety help, advice, assistance and support to GEL, its managers and staff.
- x. Shall, with Directors/Managers, collectively agree GEL's annual health and safety improvement plan.
- xi. Shall ensure that arrangements for the reporting, investigation and review of accidents/incidents to staff, second or third-party suppliers or other persons affected by GEL's activities are identified, communicated, implemented and maintained.
- xii. Shall Chair GEL's Health and Safety Committee meetings.
- xiii. Shall cooperate with external Enforcement Authorities.

#### **DIRECTORS AND MANAGERS – SENIOR MANAGEMENT TEAM**

- i. Shall provide clear leadership and visible commitment to health and safety.
- ii. Shall be accountable for the effective implementation of the health, safety, welfare and wellbeing policy and HSMS requirements across the areas of their responsibility.

- iii. Shall be accountable for ensuring that sufficient financial resources and suitably trained staff are available for the effective implementation of the health, safety, welfare and wellbeing policy, HSMS requirements and activities across the areas of their responsibility.
- iv. In conjunction with the Managing Director, shall be accountable for ensuring that sufficient funding for health and safety training is identified and allocated.
- v. Shall be accountable for ensuring that health and safety responsibilities are assigned and accepted by all staff across the areas of their responsibility.
- vi. Shall be responsible for effective consultation with staff and nominated Trade Union representatives on health and safety across the areas of their responsibility.
- vii. Shall ensure the effective communication of the health, safety, welfare and wellbeing policy and HSMS across the areas of their responsibility.
- viii. Shall monitor the effective implementation of the health, safety, welfare and wellbeing policy and HSMS requirements across the areas of their responsibility, liaising with the HSM where appropriate.
- ix. Shall maintain effective communication with the HSM on all health and safety matters affecting their areas of responsibility.
- x. Shall ensure effective arrangements are put in place across the areas of their responsibility for the management and monitoring of second and third-party suppliers contracted to deliver activities or services to or on behalf of GEL.
- xi. Shall cooperate with internal and external staff undertaking assurance functions.
- xii. Shall, with the Managing Director, collectively agree GEL's annual health and safety improvement plan.
- xiii. Shall ensure the arrangements for the reporting, investigation and review of accidents/incidents to staff, second or third-party suppliers or other persons affected by GEL's undertaking are communicated and implemented across all areas of their responsibility.
- xiv. Shall cooperate with external Enforcement Authorities.

#### **OPERATION MANAGERS**

- i. Shall provide clear leadership and visible commitment to health and safety.
- ii. Shall be responsible for the effective communication and implementation of the

health, safety, welfare and wellbeing policy and HSMS requirements across the areas of their responsibility.

- iii. Shall be responsible for ensuring that health and safety responsibilities are assigned and accepted by all staff across the areas of their responsibility.
- iv. Shall ensure the provision/delivery of adequate safety training for staff.
- v. Shall ensure that all statutory inspections are undertaken with reference to legislation, authoritative guidance or best practice.
- vi. Shall ensure, so far as is reasonably practicable, that an adequate number of trained first aiders and fire marshals are identified and appointed within all offices/depots within their areas of responsibility.
- vii. Shall ensure adequate first aid arrangements are identified and implemented for operational teams/crews.
- viii. In conjunction with the HSM, shall monitor the implementation and effectiveness of the health, safety, welfare and wellbeing policy and HSMS requirements across the areas of their responsibility.
- ix. Shall ensure that accidents/incidents are reported, adequately investigated and reviewed, liaising with the HSM as necessary, submitting reports of such to the Director/Manager.
- x. Shall be responsible for reporting to the Director/Manager and the HSM all major/significant accidents/incidents.
- xi. Shall be accountable for the identification of a suitable number of staff with the skills, knowledge and experience to assess the risks from activities undertaken and ensure their communication to staff and others affected.
- xii. Shall cooperate with internal and external staff undertaking assurance functions.
- xiii. Shall be accountable for the implementation of effective arrangements for the management and monitoring of second and third-party organisations contracted to deliver activities or services to or on behalf of GEL.
- xiv. Shall be accountable for the effective consultation with staff and nominated Trade Union representatives on health and safety across the areas of their responsibility.
- xv. Shall be accountable for the reporting, investigation, review and monitoring of all accidents/incidents to staff, second or third-party suppliers or other persons affected by GEL activities, liaising with the HSM as necessary.
- xvi. Shall cooperate with external Enforcement Authorities.

## **SUPERVISORS**

- i. Shall provide clear leadership and visible commitment to health and safety.
- ii. Shall be responsible for the effective communication and implementation of the health, safety, welfare and wellbeing policy and HSMS requirements across the area of their responsibility.
- iii. Shall ensure that training needs are identified to enable staff to undertake tasks/deliver services safely and where training is identified, staff attend.
- iv. Shall be responsible for the induction of new staff which shall include an awareness of the HSMS, risk assessments, precautions and procedures applicable to their job role.
- v. Shall ensure that all new staff complete mandatory health and safety training.
- vi. Shall ensure that accidents/incidents involving staff, second or third-party suppliers or other persons affected by GEL activities are reported.
- vii. Shall be responsible for the initial investigation of accidents/incidents reported, liaising with the HSM as necessary, submitting reports of such to the Operations Manager and HSM.
- viii. Shall be responsible for reporting to the Operations Manager and the HSM all major/significant accidents/incidents.
- ix. Shall be responsible for ensuring the risks from activities/tasks undertaken by staff are assessed; that effective management arrangements are identified; that the results from risk assessments are communicated and their effective implementation is monitored.
- x. Shall ensure all staff are familiar with emergency arrangements, escape routes, means of raising an alarm and how to obtain first aid assistance.
- xi. Shall ensure the provision of suitable personal protective equipment (PPE) where identified within risk assessments and monitor its use.
- xii. Shall cooperate with internal and external staff undertaking assurance functions.
- xiii. Shall cooperate with external Enforcement Authorities.

## **ALL STAFF**

- i. Shall take reasonable care for the health and safety of themselves and of other persons who may be affected by their acts or omissions.
- ii. Shall not interfere with or miss use anything provided in the interests of health and safety.
- iii. Where assigned specific health and safety responsibilities, shall ensure that those responsibilities are effectively undertaken.
- iv. Shall report any defects to plant, equipment or personal protective equipment (PPE) provided.
- v. Shall attend all relevant health and safety training and complete all mandatory training.
- vi. Shall correctly wear PPE provided.
- vii. Shall raise with their line manager any concerns they have with health and safety arrangements, processes or procedures.
- viii. Shall be responsible for accurately reporting accidents/incidents involving themselves or others affected by GEL's activities via the appropriate system.
- ix. Shall cooperate with GEL in discharging its health and safety responsibilities.
- x. Shall be responsible for familiarising themselves with the emergency arrangements, escape routes, the means of raising an alarm and how to obtain first aid assistance in their workplace.

#### **HEALTH AND SAFETY MANAGER**

- i. Shall act as GEL's 'competent person', providing help, advice, support and assistance to all managers and staff.
- ii. Shall be responsible for the development, review and maintenance of GEL's health, safety, welfare and wellbeing policy and HSMS.
- iii. Shall provide assurance on the effective implementation of the health, safety, welfare and wellbeing policy and HSMS through active and reactive monitoring.
- iv. Shall monitor GEL's accident/incident reporting system and shall be responsible for the reporting to the Enforcing Authority of reportable accidents and dangerous occurrences.
- v. Shall assist with, or lead on, accident/incident investigations.
- vi. Shall act as a central coordination point for liaising with Enforcement Authorities.

- vii. Shall assist with the development of GEL's health and safety improvement plan.
- viii. Shall provide input to GEL Board and Operational reports.
- xvii. Shall keep the Managing Director, Directors/Managers informed of all major/significant accidents/incidents.

#### **TRADE UNION SAFETY REPRESENTATIVES**

Trade Union appointed safety representatives may:

- i. Investigate potential hazards and dangerous occurrences within the workplace.
- ii. Examine the causes of accidents at the workplace.
- iii. Investigate complaints raised by any employee they represent.
- iv. Make representations to the employer.
- v. Carry out workplace inspections.
- vi. Represent staff in consultations with HSE inspectors.
- vii. Represent their members/staff at health and safety committee meetings.
- viii. Shall be consulted on the findings from risk assessment and the arrangements implemented for the management of health, safety, welfare and wellbeing.

#### **REPRESENTATIVES OF EMPLOYEE SAFETY**

Representatives of employee safety may:

- i. Make representation to the employer on potential hazards and dangerous occurrences at the workplace.
- ii. Make representation to the employer on general matters affecting the health and safety at work of the group of employees they represent.
- iii. Represent the group of staff they represent in consultations with HSE inspectors.

<b>Report Title</b>	Mobilisation Plan Board Update		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 <sup>th</sup> March 2020	<b>Agenda Number</b>	10.
<b>Type of Report</b>	For noting and comment		
<b>Author</b>	Kevin O’Leary – contact olearyk@ealing.gov.uk		
<b>Background</b>	<p>This report updates the Board on Greener Ealing’s overall progress towards mobilisation of the new company with effect from the 6<sup>th</sup> July 2020.</p> <p>This is the second update following the Board’s initial meeting in February 2020.</p> <p>The report contains a fuller analysis on the question of both fleet deliveries and the pros and cons of whether to allow vehicles to be deployed under Amey’s management if they arrive early (Appendix A). This analysis was requested by the Board in February.</p> <p>The paper gives a high-level overview of the key workstreams and identifies the main risks and mitigation that have been put in place.</p>		

## Introduction

This report updates the Board on overall progress towards mobilisation of the new company from 6<sup>th</sup> July 2020.

As reported at the meeting on the 3<sup>rd</sup> February the work leading to mobilisation has been broken down into key workstreams and are set out below.

- **Procurement**
- **Information and Communications Technology (ICT)**
- **Human Resources (HR)**
- **Depots**
- **Communications**
- **Legal**
- **Finance**
- **Health and Safety**
- **Greener Ealing tasks**

The main and overriding concern continues to be achieving access to Amey staff and information as soon as we possibly can. This will give us more time to understand the operational and service issues that we need to address and to understand the organisation. I have recently been able to access staff at the Depot on an informal basis and some useful conversations have taken place. It is hope that this will lead the way to wider engagement including with frontline staff over the coming weeks and months.

The latest version of the programme timeline is attached for information and this sets out the full range of tasks. See Appendix B and our top 5 risks are included in Appendix C.

## **Procurement**

### **Vehicle Maintenance**

I am pleased to report that two tenders have been received for the Vehicle Maintenance contract and the evaluation panel will meet on the 3<sup>rd</sup> March. A verbal update will be given at the meeting – the final contract award/decision is a key decision and will need Ealing Council Cabinet approval. A letter of comfort will be required for the successful bidder in order to provide a reasonable lead in time for the new supplier to mobilise.

### **Vehicle Deliveries – options**

As discussed at the last Board meeting one of our main risks is the delivery schedule for Refuse Collection Vehicles (RCVs). The latest update is included in the table below – again this is an improvement from the last position at the end of January 2020 but still gives us a level of concern albeit lower than previously reported. See the table below. This is clearly not ideal and will lead to considerable problems with the possible need to novate Amey vehicles into GEL and/or short-term vehicle hire and accompanying storage and logistical issues.

At the last meeting the Chair asked for a fuller explanation of the pros and cons of the various challenges presented by the current situation – this has been summarised in the tables at Appendix A.

A verbal update will be given at the meeting including the latest delivery position if different from that shown below. This shows a slight improvement from January figures.

Current delivery data				
<u>Supplier</u>	<u>Vehicle type</u>	<u>Vehicle description</u>	<u>Volume</u>	<u>Current Delivery Month</u>
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	7	Apr-20
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	6	03 July 2020
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	15	Jul-20
DAF	15T RCV	DAF 15T Compact RCV (Faun Zoeller)	7	Jul-20
Dennis Eagle	26T RCV	ELITE 6 6X2 RS N	6	Jun-20
Faun Zoeller	26T RCV	Merc Econic 70/30 split bodied	3	Jul-20
Potential hire duration 23.01.2020				
<u>Supplier</u>	<u>Vehicle type</u>	<u>Vehicle description</u>	<u>Volume</u>	<u>Length of Hire/Novation</u>
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	15	06.07.20 - 11.07.20
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	9	13.07.20 - 17.07.20
S&B Commericals	26T RCV	Merc Econic 26T 6X2 (Faun Zoeller)	2	20.07.20 - 25.07.20
DAF	15T RCV	DAF 15T Compact RCV (Faun Zoeller)	7	06.07.20 - 24.07.20
DAF	15T RCV	DAF 15T Compact RCV (Faun Zoeller)	5	27.07.20 - 31.07.20
Faun Zoeller	26T RCV	Merc Econic 70/30 split bodied	3	06.07.20 - 23.07.20

Ironically there are some vehicles that will be delivered much earlier than planned for and we will have issues with storage unless we can arrange with Amey for these vehicles to be leased to them on a short-term basis and then put to work. This will help us with training and induction and will also allow Amey to off hire vehicles. If this is not possible, we will need temporary parking and are currently searching for suitable storage space in and around the borough including discussions with neighbouring boroughs who may have depot space available. Again this is set out in more detail at Appendix A.

### Personal Protective Equipment (PPE)

The PPE Tender has had an extension given until 12/03/20 to allow VFM tenders to be submitted, procurement colleagues do not believe this extension will impact the timeline. We have had 13 suppliers sign up to the portal to submit a tender which is good news for GEL.

### Agency Staff

We will be using the ESPO MSTAR Framework to directly award a contract to Pertemps for agency staff supply to LBE; with the contract to then be novated to Greener Ealing Ltd. We are currently creating a letter of intent to send to Pertemps while we finalise the contract. This allows Pertemps to start reviewing our needs and give them ample time to start recruiting for the Agency levels that have been indicated by Amey currently 81 agency staff on the contract.

### Table of Agency levels on Ealing contract

29/01/2019				
AGENCY	Collections	Streets	Grounds	Total
LGV	12	1	0	13
NLGV	1	9	4	14
OP	32	16	6	54

TOTAL	45	26	10	81
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## Fuel

We had three bids back from our fuel tender which once awarded will start 01.07.2020. There was no difference in the price of diesel or gas oil but a difference in the management fee.

### **Fuel price**

- Gasoil = 51.35ppl excluding VAT
- Diesel = 98.18ppl excluding VAT

### **Management Fee**

- BWOC £30,744 PA
- Certas £29,608
- Fleet Solve £41,080

## **Information and Communications Technology (ICT)**

Again, considerable work has been undertaken in this workstream. Decisions on new systems for GEL have been taken over the months and we are now at the build stage of the main systems. These include:

- **Business World** – finance and accounting system currently used by the Council. A Separate system is being developed for GEL.
- **Whitespace** – waste management software/ in cab devices/route optimisation etc
- **Itrent** – HR system including payroll
- **FleetCheck** – Fleet Management system
- **Alcumus** – Health and Safety System
- **Tom Tom Webfleet** – Fleet management system/ vehicle telematics etc.
- **Triscan** – fuel withdrawal system (Novation of contract)
- **Weightron** - Weighbridge software (Novation of Contract)

We are reasonably confident at this stage that good progress is being made. We have some concerns over user acceptance testing (UAT) and training – again the need for early access to Amey staff is critical as we implement these new systems.

- Fleet check has been reviewed by Ealing and Amey staff who will be using this when the contract starts. The system is currently used by Ealing and we have now established the software is fit for purpose for GEL. The only remaining issue is the purchase the Freight Transport Association vision system for the Tachographs.
- Tom Tom Webfleet - GEL may not be able to use Ealing's contract as procurement see this as a risk, it is currently being reviewed by procurement and legal for a final decision. If we cannot vary the current contract to include GEL we will have to carry out a mini competition via a framework for a telematics provider.

- Alcumus is currently in the build phase
- Triscan and Weightron will be discussed with Amey regarding potential novation, we can also go direct to the suppliers as the value is low and the software and equipment is pre-existing.

## **Human Resources (HR)**

Most of the work in this workstream is planned towards the end of the programme as we gain access to Amey and their staffing information to help with the transfer. We have asked for earlier access to data to help de-risk this process, and we have learnt from the Amey HR Business Partner allocated to this that he will be in contact with us in April. Other key tasks include establishing payroll, registering with HMRC, setting up a new pension scheme and establishing an understanding of the various terms and conditions of the workforce. We believe there are at least six sets.

We will be reviewing all terms and conditions and are minded to recommend to a future meeting of the Board the adoption of standard ACAS terms and conditions for all new staff. We have held early discussions with the Trade Unions which were at a very high level and we will need to re-engage with them including local shop stewards soon and on a regular basis once we are into the TUPE phase of the project.

We have now successfully recruited into the Head of Finance and Human Resources Manager posts Katerina Pohancenikova and Bill Gilmour respectively. Bill is due to start with us on the 1st March and Katerina probably in early April. We look forward to welcoming them into their new roles.

## **Greenford Road Depot**

A depot wide condition survey has been carried out by Ealing and a timeline of rectification is in place to make sure the areas occupied by GEL are safe and fit for purpose. Works are currently being carried out on the workshop asbestos roof with a target completion date of the end of February. A general site clearance is in progress, a new parking lay-out will be introduced and a new traffic management plan is being worked out.

## **Communications**

We have developed an outline communications plan to be implemented from February/March 2020 until the end of July. The plan is being developed further with the Ealing Communications Team and we have now recruited a dedicated part time Communications Officer, Verity Adams, who will be helping us to develop the plan further and implement the actions that follow. The plan includes creating a dialogue with the workforce, team meetings, induction etc as well as managing media opportunities around the company launch. This is a relatively new workstream and is at an early stage.

## **Legal**

The service contract has now been received and we are still considering the GEL formal response to the document. The legal workstream is core to most activities including procurement, service level agreements, leases, governance etc.

## **Finance**

There is a separate report on this agenda dealing with the current financial position and forecast budget for July 2020 to March 2021.

## **Health and Safety**

There is a separate report on the agenda setting out a proposed Health and Safety Policy and a proposed framework which details Greener Ealing's management responsibilities and proposed organisational arrangements. This will be a comprehensive review as we see safety to be one of Greener Ealing's priorities.

## **Tasks for GEL**

There are a range of miscellaneous tasks not previously identified that have emerged as GEL has formed and moves towards taking over the service from Amey these include applying for various licences e.g. our Operator's license – a business critical license that will permit GEL to operate HGV Vehicles, and our Waste carriers license, which has now been granted.

The question of resources to support the mobilisation was mentioned at the February meeting. I have now contacted an experienced waste manager and a contract support company who I am considering bringing on board to strengthen the team as we move towards the critical phases of the mobilisation.

## **Conclusions**

There is a wide range of work taking place with time at a premium to fully deliver. At this stage we feel that we have a good understanding of the key issues and risks and have put in place plans that will allow us to deliver the services that Ealing requires from the 6<sup>th</sup> July 2020. The Ealing processes have enabled the programme to reach the current position. GEL will now start to emerge as an entity and will begin to establish a greater level of control as we reach the implementation phase.

The attached programme plan at Appendix B gives the full picture of the of the activity that is in hand and we are of course happy to give more information on any item or give separate briefings to Directors as required. Appendix C sets out our top five risks.

**KEVIN O'LEARY**  
**INTERIM MANAGING DIRECTOR GREENER EALING LTD**  
**25<sup>th</sup> February 2020**

**APPENDIX A  
FLEET DELIVERY – CHALLENGES**

There are two main problems. Early and late deliveries of vehicles. This is complicated by:

- Whether we hold and store vehicles that are delivered early
- Or put them to work with Amey

With late deliveries – the question is how do we cover the gaps in the fleet?

- Use Amey Fleet
- Hire in from the marketplace
- A combination of the above

The tables below provides a high level analysis of the options available.

**PROBLEM 1**

Some Vehicles will be delivered early i.e. before the go live date

Option A
Allow new GEL Vehicles to be used by Amey the Council’s existing contractor.

<p>Pros</p> <p>Vehicles can be utilised straightaway</p> <p>Driver Training/familiarisation made easy</p> <p>New fleet – therefore service reliability improves</p> <p>Amey can off hire older fleet</p> <p>No additional storage space required for GEL</p> <p>Minimal Service disruption</p>	<p>Cons</p> <p>Administration required e.g. sub leases with Amey need to be prepared</p> <p>Pre and Post inspection of fleet required</p> <p>Amey need to arrange insurance of vehicles etc</p>
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Option B
Do not allow new GEL Vehicles to be used until 6 <sup>th</sup> July.

<p>Pros</p> <p>No operational risks/issues.</p>	<p>Cons</p> <p>Storage Space required (£)</p> <p>Security of vehicles may be a concern depending the storage space</p> <p>Mobilisation compromised 145 vehicles to on board/training etc in short space of time</p> <p>Additional staff needed to help mobilisation (£)</p> <p>Potential Service disruption from 6<sup>th</sup> July</p>
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**PROBLEM 2**

Some Vehicles will be delivered late i.e. past the go live date. As far as we can tell this will definitely happen, the question is to what extent.

Unfortunately, the delivery delays are to the most high-profile vehicles in the fleet, our refuse collection vehicles. The loss of these vehicles also has the greatest impact on the service with thousands of customers potentially impacted.

The problem is further complicated as the situation may improve with more vehicles arriving sooner and reducing the short-term hire needs this reducing unnecessary expenditure.

Option A - Use existing Amey Vehicles to cover known gaps.
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<p>Pros</p> <p>Straightforward – contract allows for this.</p> <p>Can select the better vehicles</p>	<p>Cons</p> <p>Cost (£) needs to be recovered from vehicle supplier</p> <p>Poor reliability of Amey fleet</p>
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Option B – Hire in requirements from the market

Pros	Cons
<p>Market does exist</p> <p>Short Term Hire framework is available to us so reasonably straightforward (prices are being sought now)</p>	<p>Need to make early decision to ensure numbers of vehicles are reserved</p> <p>Delay may affect price and possibly availability</p> <p>Cost (£) needs to be recovered from supplier</p> <p>Can this market meet all our Vehicle needs e.g. specialisms, food, narrow bodies etc</p>

Option C – Combination of A and B

Pros	Cons
<p>Covers all options</p>	<p>Cost (£) needs to be recovered from supplier</p>

**Given the analysis above the preferred option is to investigate a combination of option A and B in terms of covering any short-term gaps in the fleet.**

**For early deliveries the preference is to allow any vehicles delivered early to be put to work with Amey – subject to their co-operation.**

**NB Any remaining commercial issues between Amey and Ealing Council may compromise this and the fall-back position will be to find storage space with the mobilisation plans for the fleet concentrated over the final weekend which would be our worst case scenario.**

# Risk Management Report

## Street Services

Risk (Threat to achievement of business objective)	Objective	Risk Type	Assessment of Risk (Assume NO controls in place)			Risk Control Measures	Control Owners	Assessment of Residual Risk (With controls in place)		
			Impact (Severity)	Likelihood (Probability)	Risk Rating			Impact (Severity)	Likelihood (Probability)	Residual Risk Rating
<p><b>ECSW0005 - Employee relations</b> Amey providing TUPE data only 28 days before go live (creates pressure as little time to resolve data issues)</p> <p>Risk Owner : John Arnold</p>		People	Major 4	Likely 4	High 20	<p>• <b>Early data request</b> Request earlier information from Amey, have Agency supplier ready for day one to reduce/ fill any gaps. GEL have already begun to recruit senior team for key positions such as HR manager and Finance manager for GEL <i>In Progress</i></p>	John Arnold	Moderate 3	Possible 3	Medium 12
<p><b>ECSW0006 - Maintaining statutory services</b> Non-delivery of RCVs for waste collections</p> <p>Risk Owner : John Arnold</p>		Service Delivery	Major 4	Likely 4	High 20	<p>• <b>Short-term hire/novation</b> The project team will continue to push suppliers to deliver on time. There are a few ways Ealing can mitigate this by doing the following A) Novate some of Amey fleet across for short term B) Short term hire and charge back to the suppliers (term in vehicle tender contract) C) use the suppliers demo fleet where possible to plug gaps <i>In Progress</i></p>	John Arnold	Moderate 3	Unlikely 2	Low 9
<p><b>ECSW0007 - Contract</b> Amey relationship breakdown making mobilisation problematic and service inherited very poor.</p> <p>Risk Owner : John Arnold</p>		Contractual/Partnership	Major 4	Possible 3	Medium 16	<p>• <b>Enhanced contract management</b> LBE team continue engagement with Amey and monitor contract performance <i>Implemented &amp; Ongoing</i></p>	John Arnold	Moderate 3	Possible 3	Medium 12
<p><b>ECSW0008 - Priorities and objectives</b> Fleet delivered all at once, i.e. weekend before go live (impacts on all services as vehicle familiarisation training required may not be finished impacts service throughout the rest of the week)</p>		Service Delivery	Major 4	Possible 3	Medium 16	<p>• <b>Phased delivery</b> Discussion with Amey to use fleet and plant as they are delivered for a short period before go live I.E Apr -Jul Amey will need to insure the fleet and plant etc. for use <i>In Progress</i></p>	John Arnold	Minor 2	Unlikely 2	Low 6

# Risk Management Report

## Street Services

Risk (Threat to achievement of business objective)	Objective	Risk Type	Assessment of Risk (Assume NO controls in place)			Risk Control Measures	Control Owners	Assessment of Residual Risk (With controls in place)		
			Impact (Severity)	Likelihood (Probability)	Risk Rating			Impact (Severity)	Likelihood (Probability)	Residual Risk Rating
Risk Owner : John Arnold										
<b>ECSW0009 - Service delivery</b> No Amey agreement achieved which results in insufficient storage space  Risk Owner : John Arnold		Service Delivery	Major 4	Possible 3	Medium 16	<ul style="list-style-type: none"> <li>• <b>Agreement with Amey</b> Reach agreement with Amey to use he fleet resulting in space for delivery <i>In Progress</i></li> <li>• <b>Reach agreement with suppliers</b> Reach agreement with suppliers to store vehicles <i>In Progress</i></li> </ul>	John Arnold  John Arnold	Minor 2	Unlikely 2	Low 6



<b>Report Title</b>	Appointment of Bankers and change to banking mandate – February 2020		
<b>Meeting</b>	Greener Ealing Ltd Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	11.
<b>Type of Report</b>	For noting		
<b>Author</b>	Chris Neale		
<b>Report</b>	<p><b>Report</b></p> <p>This report notes:</p> <ol style="list-style-type: none"> <li>1. A Lloyds bank account Sort Code 30 80 12 Account 20249960 for the company has been opened on Monday 19<sup>th</sup> February 2020</li> <li>2. A Service User Number 189918 for Greener Ealing Ltd has been set up last week Thursday 20<sup>th</sup> February for iTrent/Midland Software to allow them in future to process payroll paid by the Greener Ealing bank account, and to allow testing by IT</li> <li>3. The Council has deposited £10 on Wednesday 26<sup>th</sup> February 2020 into that account to allow testing of it by IT regarding payroll as they wished</li> <li>4. The mandate currently was set up to ensuring system testing on the account, so allows for 1 signatory only, this will be updated with a relevant proposal before there are material funds in the account, once employees in place.</li> </ol> <p>The above follows signing of mandates by the board at the last board meeting and their provision of Know Your Client Information to Lloyds.</p> <p>The Company Secretary has a copy of the signed submissions.</p>		

<b>Report Title</b>	Finance Update – February 2020		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	10 March 2020	<b>Agenda Number</b>	12.
<b>Type of Report</b>	For Noting / Information		
<b>Author</b>	Chris Neale		
<b>Background</b>	<p><b>Executive Summary</b></p> <p>This report notes:</p> <p><b>1. Forecast</b> The current forecast compared to the budget in the October 2019 report to the Cabinet of the Council is that:</p> <ul style="list-style-type: none"> <li>• The expenditure forecast re the company remains currently within the £0.376m to 31<sup>st</sup> March 2020, which is as per the January 2020 report to the company and the October 2019 Cabinet Report to the Council.</li> <li>• The expenditure and capital forecast to 30<sup>th</sup> June 2020 and 31<sup>st</sup> March 2021 remains within those of the Cabinet report as previously noted last month</li> </ul> <p><b>2. Lease Terms</b> As requested further clarification regarding the lease have been provided :</p> <ol style="list-style-type: none"> <li>i. The reasons for the 5 year lease, on environmental strategy and cost grounds as well as to avoid reduced efficiency through breakdowns.</li> <li>ii. The primary lease period can be extended at the end of the period, that will be at a discount if for more than 9-12 months and that indicative values for extension will be requested at the outset and when the primary term comes to an end</li> <li>iii. The lease finance allowing for the Council temporarily leasing on to the outgoing contractor Amey, with provisions to protect the Council on vehicles being returned.</li> </ol> <p>The timing and detail of entering into the leases and whether purchase costs paid by the lease finance company or whether initially by the Council are in the process of being agreed.</p> <p><b>3. Professional Advisors</b> Formal appointment of auditors before year end proposed for 30<sup>th</sup> June 2020 is being progressed with requests to agree service levels. Requests for advice from the council’s tax advisors PwC re tax, and specialist legal advisors re state aid, are also being progressed.</p> <p><b>4. Contract terms</b>-The detail for timing of payments is being progressed in conjunction with State Aid advice</p> <p><b>5. HMRC registration</b> - The process for registering the company with HMRC, firstly for Corporation Tax, was started Wednesday 26<sup>th</sup> February 2020 with an application for this.</p>		

## 1. Lease finance for vehicles

The board asked on 3<sup>rd</sup> February 2020 the reasons for why the 5 year lease period was chosen instead of 8 years, and to provide further formal confirmation that the period can be extended if affordability becomes an issue, and that the lease allowed for the Council temporarily leasing on to the outgoing contractor Amey, with provisions to protect the Council on vehicles being returned,

### A. Reasons for 5 year lease

A 5 year leasing option was chosen for the funding of the new GE fleet as opposed to an 8 year option. The 5 year option increases annual revenue costs but this is offset by the following:

- Optimal lifecycle for the majority of the fleet
- Vehicle reliability and service confidence regarding delivery
- Cheaper maintenance after year 5
- Captures for impact of greater residual values achieved at 5 years
- Avoids poor reliability and service failure in years 5 -8 and
- Allows for the earlier introduction of greener or alternative fuel vehicles to help reduce CO2 emissions.

On 29 August 2019 the decision was made for the Cabinet paper to incorporate leases on a 5 year basis, and the model updated on this basis, following the 5 and 8 year lease length costs being summarised and shown per vehicle and presented.

The total figures indicated £2.075m lease costs pa, on a 5 year lease, 11% of £19m total company costs.

This showed compared to 8 year leases

- i. £0.503m pa extra leasing costs Year 1-5, and
- ii. £0.170m pa extra costs Year 6-8 net of savings
  - i. (after £0.318m savings pa year 6-8 from both £0.240m pa reactive maintenance, and £0.085m pa fuel assuming new vehicles Year 6 6.5% improved),
- iii. £3.046m greater cumulative 8 year costs before further savings not included (£0.380m pa)

It was decided the costs noted above from 5 year leases were worthwhile, as made worthwhile by 8 year lease:

- i. Environmental benefits not in line with Council priorities
- ii. Manpower costs otherwise increased due to breakdowns (where £1m pa saving over last 3 years 6-8 (£3m above/3) would be saved by 8% more productivity of staff total cost c£12m pa)
- iii. Future environment related penalties on older vehicles in Year 6 if 8 year leases
- iv. Loss of Service improvement from Year 6 on
- v. Extra vehicles and management of them needed to take account of more breakdowns, taking into account the need to ensure continued service



## **B. Ability to extend contracts beyond 5 years**

The council's advisors LINK Asset Services (<https://www.linkassetsservices.com/what-we-do/treasury/leasing-advisory>) advise

At the end of the primary lease period of 5 years, the options are to either;

- i. Return the vehicles in accordance with the Return Conditions in the Lease Contract**
- ii. Retain the vehicles by way of an extension for as long as you need to, or purchase.**

Once the primary term is coming to an end, LINK request extension prices from the Lessors (unless the vehicles are being returned) and check them against the tender (with an allowance for a market increase if appropriate) to make sure the prices are fair and reasonable.

- a. Most tend to extend in the short term if they have a delay in the replacements coming in or while they are waiting for decisions to be made internally. By short term, I mean 1 month to 9 months and the pricing is usually a pro-rata cost of the primary term.
- b. However, a longer term requirement, say 12 months or more would expect a good level of discount on the pricing.
  1. Current accounting regulations do not allow any costs for secondary term extensions at the outset of the lease to be documented at the outset of the lease as this goes against the terms of an operating lease and would mean a need to account for the lease as a finance lease in accounting terms. However as the lease is an operating lease, any secondary rentals are priced at market value of the asset and the rentals are based on the depreciation of a particular vehicle over the extension term.
  2. Even though unable to document these extensions, LINK do request 'indicative' extension costs as part of the tender, so there will be an idea of what the lessors would be looking to charge in the secondary period.

## **C. Lease allowing for the council temporarily leasing on to the outgoing contractor Amey, with provisions to protect the council on vehicles being returned,**

- i. The Lease Master Agreement allows for sub-leasing<sup>1</sup>.  
LINK will notify the Lessor of this out of courtesy and provide the council with all of the paperwork required to enable the council to do this. When LINK raise the documentation for the Council to sign, they will also raise sub-lease

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<sup>1</sup> Master Lease Agreement 8.3 The Lessee may at any time with prior written notice being given to the Lessor sub-lease the Goods provided that:-

(i) the terms of such sub-lease shall be on substantially the same (in substance if not form) as this Agreement and the Lease Contract;

(ii) the permission to sub-lease shall only last for so long as the Letting subsists;

(iii) the Lessee will not assign (whether in security or otherwise), charge or otherwise dispose of the benefit of any sub-lease or attempt to do so;

(iv) any sub-lessee is made aware that its rights under the sub-lease are subject and subordinate to the Lessor's rights under the Lease Contract; and

(v) the Lessee's entry into a sub-lease shall in no way relieve or diminish the Lessee's obligations under the Lease Contract



documentation, which mirrors the terms of the contract between the Council and the Lessor, for the Council to take to Amey for signature.

- ii. The Lease Master Agreement also has Schedule 2<sup>2</sup> re Return Conditions protecting the lessor against any damage to the vehicles.

LINK have provided the council's legal department with copies of the Master Agreement and Lease Contract, that will be set up between the Lessor and the Council, with then a second set to be set up between the Council and Amey, ensuring the terms are exactly the same.

## **2. Professional Advisors**

- i. The Council's auditor Deloitte has provided a quote for audit of the company's financial accounts to the accounting reference date brought forward to end June before the start of operations in July 2020 rather than being end of August 2020 as currently, and thereafter to 31 March, for 2021. Dialogue is expected with them in the next month regarding the service to be provided.
- ii. Legal have been requested to get specialist advice confirming the approach taken regarding ensuring not an actionable issue re State Aid or other related complications.
- iii. The Council's tax advisors PwC is expected to provide more advice in the next month following their earlier being contacted 9<sup>th</sup> January 2020 formally with a view to their providing assurance that agreements re the affairs of the company (and of the Council with it) are structured tax efficiently.

## **3. Accounting and Contract Payment terms**

Finalisation of the accounting treatment and also the payment terms for the company's contract awaits the above advice on State Aid.

Details of a package to ease correct accounting treatment of the leased assets under International Financial Reporting Standard 16 applicable to the Public Sector from April 2020 has been provided by LINK for review by the Head of Finance.

## **4. Company registration**

The process for registering the company with HMRC, firstly for Corporation Tax, was started Wednesday 26 February 2020 with an application for this.

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<sup>2</sup> Schedule 2 Return Conditions: 5 If on expiry or termination of the Letting the Goods are not in a condition which complies with the provisions of Clause 1 and, if applicable, Clauses 2 or 3 of this Schedule 2 (Return Conditions), the Lessee shall pay to the Lessor a sum which in the Lessor's reasonable opinion will compensate the Lessor in respect of the diminution in the market value at the point of return of the Goods directly arising from the Lessee's failure to meet the Return Conditions provided for in such clauses

## Greener Ealing Ltd - Board Forward Plan 2020

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Specific Project Updates
<b>April 2020</b>	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of Interest</li> <li>• Minutes of Meeting</li> <li>• Matters Arising</li> <li>• Circular Resolutions</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Equality and Diversity Policy</li> <li>• Anti-Fraud Policy</li> <li>• Anti-Bribery Policy</li> <li>• Whistle-blowing</li> <li>• Scheme of Delegation</li> <li>• Modern Slavery Act</li> <li>• Matters Reserved for Shareholder/ Board</li> <li>• Risk Management Framework</li> </ul>	<ul style="list-style-type: none"> <li>• Business Plan</li> <li>• Service Specification/ Legal Agreement</li> <li>• Workforce Strategy</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Report</li> </ul>	<ul style="list-style-type: none"> <li>• HR/TUPE Project update</li> <li>• H&amp;S Project Update</li> </ul>
<b>May 2020</b>	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of Interest</li> <li>• Minutes of Meeting</li> <li>• Matters Arising</li> <li>• Circular Resolutions</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Policy</li> <li>• Employment Policies</li> </ul>	<ul style="list-style-type: none"> <li>• Agree KPIs</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Report</li> </ul>	<ul style="list-style-type: none"> <li>• HR/TUPE Project update</li> <li>• H&amp;S Project Update</li> </ul>

## Greener Ealing Ltd - Board Forward Plan 2020

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Specific Project Updates
<b>June 2020</b>	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of Interest</li> <li>• Minutes of Meeting</li> <li>• Matters Arising</li> <li>• Circular Resolutions</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Register</li> <li>• Appointment of Auditors</li> </ul>	<ul style="list-style-type: none"> <li>• Business Plan</li> <li>• KPIs</li> <li>• Communications and Marketing Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Finance Report</li> </ul>	<ul style="list-style-type: none"> <li>• HR/TUPE Project update</li> <li>• H&amp;S Project Update</li> </ul>
<b>July 2020</b>	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of Interest</li> <li>• Minutes of Meeting</li> <li>• Matters Arising</li> <li>• Circular Resolutions</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Register</li> </ul>		<ul style="list-style-type: none"> <li>• Finance Report</li> </ul>	<ul style="list-style-type: none"> <li>• HR/TUPE Project update</li> <li>• H&amp;S Project Update</li> </ul>

## Greener Ealing Ltd - Board Forward Plan 2020

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Specific Project Updates
<b>August 2020</b>	<ul style="list-style-type: none"> <li>• Apologies</li> <li>• Declarations of Interest</li> <li>• Minutes of Meeting</li> <li>• Matters Arising</li> <li>• Circular Resolutions</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul>	<ul style="list-style-type: none"> <li>• Change Accounting Reference Date to 31 March</li> <li>• Risk Register</li> <li>• Health &amp; Safety</li> <li>• HR</li> <li>• Agree reporting requirements going forward (i.e. what the Board would like to see at each meeting)</li> <li>• Agree frequency of Board meetings going forward</li> </ul>	<ul style="list-style-type: none"> <li>• Environmental (carbon reduction) Policy</li> <li>• Annual Community Plan</li> </ul>	Finance Report	Performance report (KPIs)