



**GREENER EALING LIMITED**

**MEETING OF THE BOARD OF DIRECTORS**

**WILL BE HELD AT 15:00 ON TUESDAY 23<sup>rd</sup> JUNE 2020, BY SKYPE / CONFERENCE CALL**

AGENDA

Item No.	Agenda Title	Lead	Action	Paper/Verbal
1.	Apologies for Absence	MB	Information	
2.	Declarations of Interest (in respect of items on the agenda)	MB	Information	
3.	Minutes of the meeting held on 28 <sup>th</sup> May 2020	MB	Approval	(3)
4.	Action List/Matters Arising	MB	Information	(4)
<b>Governance</b>				
5.	Governance Policies:		Approval	
5.1.	Articles of Association	LP		(5.1)
5.2.	Appointment of Auditors	LP		(5.2)
5.3.	Employment Policies	WG		(5.3)
	<ul style="list-style-type: none"> <li>• Code of Conduct</li> <li>• Dignity at Work</li> </ul>			
<b>Strategy and Project</b>				
6.	Risk Register	JA	Noting	(6)
7.	Mobilisation Report	KOL	Noting	(7)
8.	Health & Safety Policy Update	KOL	Approval	(8)
<b>Finance</b>				
9.	Finance Update	CN / KP	Information	(9)
<b>Board Forward Plan</b>				
10.	Board Forward Plan	LP	Approval	(10)
11.	Any Other Business	MB	Information	



12. Date of next meeting: 14 July 2020

Information

Present:	Mike Boulton	MB	Chair and Director
	Alison Reynolds	AR	Director
	Kieran Read	KR	Director
Attendees:	Kevin O’Leary	KOL	Interim Managing Director, GEL
	John Arnold	JA	Programme Manager, GEL
	Bill Gilmour	BG	Human Resources Manager, GEL
	Katarina Pohancenikova	KP	Head of Finance, GEL
	Chris Neale	CN	Finance, LBE
	Helen Harris	HH	Director of Legal and Democratic Services, LBE
	Gary Alderson	GA	Shareholder Representative, LBE
	Dipti Patel	DP	Director of Place Delivery, LBE
	Daniella Toma	DT	Business apprentice, LBE (observing)
	Lizzie Purewal	LP	Waterstone Company Secretaries (minutes)

Apologies:

**GREENER EALING LIMITED (“GEL”)  
MINUTES OF THE BOARD OF DIRECTORS MEETING  
HELD AT 15:00 HOURS ON 28 MAY 2020 BY SKYPE CONFERENCE**

<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>
	Bill Gilmour	Human Resources Manager, GEL	<b>BG</b>
	Katarina Pohancenikova	Head of Finance, GEL	<b>KP</b>
	Chris Neale	Finance, LBE	<b>CN</b>
	Sharon Brown	Human Resources, LBE – <b>(from minute: 7)</b>	<b>HH</b>
	Gary Alderson	Shareholder Representative, LBE	<b>GA</b>
	Lizzie Purewal	Bridgehouse Company Secretaries, (Minutes)	<b>BCS</b>

**1. Apologies for Absence**

1.1 Apologies were received from Helen Harris and Ditpti Patel.

**2. Declarations of Interest**

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

**3. Minutes of the last meeting – 23 April 2020**

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

**4. Matters arising from the previous Board meeting**

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

The actions still in progress were carried forward. The Chair made a plea that all actions were closed by the next board so that the new contract could start with all items resolved.

**[ALL]**

**5. Governance - Anti-Fraud Policy**

5.1 The Board reviewed and **approved** the Draft Anti-Fraud Policy, included in the meeting pack.

## 6. Business Plan 2020/21

6.1. KOL presented the Business Plan 2020/21, included in the meeting pack and the following points were discussed:

- This was the final version of the Business Plan, following initial consultation with the Board at the last meeting on 23rd April and the valuable input from Directors at a virtual session on 12th May.
- The plan had been amended to include an additional longer-term ambition for growth expressed at the meeting on 12th May. There were now 3 higher level strategic ambitions in total.
- GEL's aspirations on environmental sustainability had also been strengthened by including a reference in the values. This would be further strengthened when the action plans were developed.
- From the 3 overarching mission critical objectives, 10 supporting key objectives had been identified. These had been grouped into 2 sets of objectives. Objectives 1-5 were proposed as a way of measuring the performance of the management team from July 2020 to March 2021 and were considered a higher priority in terms of getting to know the business, settling it down and reviewing the areas.
- Objectives 6-10 related to longer-term priorities from January 2021 to July 2021, reflecting the need for consideration of GEL's longer-term growth, identified by Directors at the virtual session on 12th May.
- Amey and the Council agreed that GEL would conclude the pay negotiations with the Amey workforce. Provision had been made in the GEL budget from July, although the Council had agreed to honour any agreement GEL made with the workforce from 1 April. There were also other pressures in relation to annual leave that needed to be contained.
- Financial Overview – following agreement, the Draft Business Plan 2020/21 would be presented to Ealing Council's Cabinet on 16th June 2020 for final sign off from the Council. The Plan had been considered by the senior council leadership team on 27th May and showed a small surplus. It was recognised that unforeseen financial pressures had emerged, due to delays to the delivery of the vehicle fleet and the need to introduce new safe ways of working and PPE, as a result of the Covid-19 situation. The Council's Cabinet would be asked to consider the use of the £500k contingency fund set aside for 2020/21 to be applied to these pressures. GA commented that the Senior Leader Team had endorsed the report and clarified that with regard to the contingency money, the expectation was that GEL would seek to avoid an overspend on the current allocated budget. However, if at the end of the year having done all things possible, then at that point an application could be made for that £500k.
- MB queried the application process should the contingency money be required, if at the end of the year all demands could not be met. GA commented that the situation had not arisen to date and suggested that the contingency money would either be provided as a further payment from the client in terms of the contract relationship or would be a further call for funds from the Council as the shareholder. GA further commented that it

was key that the current risks were outlined in the Committee report and work was undertaken to seek to mitigate those risks.

- CN commented that given some of the additional costs identified were related to Covid-19, these should be identified as Covid-19 related spend, rather than contingency spend. GA confirmed the Government was committed to covering additional expenditure in response to Covid-19. These costs should therefore be recovered from the Government and not the Council. AR commented that the Council was keeping a detailed record of any spend attributable to Covid-19 and GEL would also need to ensure any attributable Covid-19 costs were flagged to the Council so that these could be recouped.

Following further review and consideration the Board **approved** the Business Plan 2020/21.

MB sought clarification on the onward approval process for the Business Plan 2020/21. GA confirmed that the document would be reviewed by the majority group members for their views and the leader was due to provide feedback on Tuesday 2nd June and the document would then be made public a week later.

## **7. Greener Ealing Ltd – Mobilisation Plan Board Update**

**7.1.** KOL presented the Mobilisation Plan Board Update together with the Vehicle Delivery Mitigation document (appended to the action log) and the following points were discussed:

- KOL thanked JA for resolving the vehicle hire arrangements, as a result of the significant delays to vehicle deliveries due to the Covid-19 situation. JA had mitigated this impact by putting in place short term hire agreements.
- Vehicle maintenance – The mobilisation of the Vehicle Maintenance with Go Plant as chosen supplier was going well. Regular meetings were taking place between the current Amey Transport Manager, Go Plant and GEL.
- O License – formal approval had not yet been granted; however, all requirements of the Traffic Commissioner had been satisfied and it was expected this would be signed by the end of the week.
- Procurement – good progress had been made on all procurements including PPE, Agency Staff and Fuel Supply.
- ICT – was currently in the testing phases and training on aggressor business world systems had taken place. A few risks had been identified and were being managed.
- HR – a key risk related to the onboarding of staff, as a result of the limited options for staff engagement in face to face meetings, due to the current Covid-19 social distancing guidelines. Consideration had been given to options such (1) holding a number of smaller induction sessions at Greenford depot over a number of days or (2) sourcing a large venue that would satisfy social distancing arrangements. The preferred option was to deliver the induction to many people in a venue that satisfied social distancing requirements, which had provisionally been booked for 20<sup>th</sup> June.

- Employers Liability Information (“ELI”) – the final ELI information from Amey in relation to the transferring staff, was expected in early June. A Measures Letter had been drafted to set out any initial changes to be made and highlight other areas to be considered for change.
- The Service Agreement was yet to be finalised. A short list of outstanding actions would be collated, and the agreement would need to be finalised before the go-live 5 July.
- H&S – good progress had been made. Plan B has nearly completed all Risk Assessments and Safe Systems of Work for Grounds Maintenance and Street Cleansing. Plan B were on track to complete requirements by the Go Live date. A final report on H&S would be provided at the June Board meeting.
- The H&S Policy would be updated to make the welfare and wellbeing responsibilities more explicit as requested by the Board on 10 March.
- KR queried whether communicating the values of GEL had also been prioritised for communication to the incoming workforce, in line with the key induction information. KOL commented that communication with the incoming workforce was key a challenge. An initial newsletter had been circulated to incoming staff as an introduction and a second newsletter was planned. KOL confirmed directors would receive the newsletter going forward. KOL recognised that the newsletters could not replace the need for face to face meetings, where a number of managers could express GEL values. Once the Covid-19 social distancing measures were eased face to face meetings would need to be arranged to demonstrate the importance of these values to staff. Literature would be in place in the depot to support these values. It was regrettable that these meetings were not possible at this time, however they would be undertaken when possible.
- AR queried whether any communication was planned or had been circulated to notify residents of the change in service provider and investment in new vehicles. KOL confirmed that a low-key article notifying residents would be included in the resident’s newsletter: ‘Around Ealing’. Once the changeover had taken place and was running well further communication would be made to residents. AR requested site of any communication prior to circulation.
- MB sought clarification on whether the required support was in place for the weekend before the Go Live date and offered his support if needed. KOL confirmed the required support was in place and noted that GA had offered to make Council staff available that could offer relevant skills and experience. Discussions were also taking place with Amey staff that were transferring to GEL, to ensure they would be available. KOL was also working closely with Amey to plan their exit from the depot, so that GEL vehicles could be put in place.
- MB sought clarification on ICT costs, highlighting that KOL’s report stated that price increases for some equipment were not significant, which differed from the Finance report. KOL commented that tracking the ICT costs from 2018 to 2020, and through to 2021 has been a challenge. The position reached with the cabinet report and overall business plan was a required start-up loan of just over £2m. This included one off costs which had not

[KOL]

[KOL]

previously been a requirement, such as £370k for the purchase of electric vehicles, which were originally in the wider leasing deal. KOL would provide a note to the Board to provide a breakdown of the £600k increase to the original budget, noting that a lot of this was ICT related spend. KOL confirmed the start-up loan had been agreed with the Council's Finance Director and the repayment of this had been included back into GEL's P&L in the business plan.

- MB thanked KOL and the project team for all their hard work in progressing the Mobilisation Plan.

The Board **noted** the Mobilisation Plan Board Update.

## 8. Workforce strategy

### 8.1. WG presented the Workforce Strategy and the following points were discussed:

- It was recognised that the desired improvements in the quality of services could only be delivered through the workforce. In order to achieve the improvements consideration was required as to how the workforce were organised, developed, managed, motivated and rewarded.
- The GEL vision was aspirational and written in a way that was easily understandable. The values: the 4 C's, tied in with the vision and were simple messages that could easily be remembered.
- The incoming Amey workforce would be reviewed to ensure they were being deployed appropriately. On receipt of ELI information (or post-transfer) the workforce profile would be examined to assist in succession planning, career development, learning and development needs.
- Work would be undertaken to define the culture of GEL. Feedback from the unions was that staff were very unhappy with the Amey working environment and GEL therefore had an opportunity to create the type of environment where employees felt valued, with fair pay, good working conditions and development opportunities. It was believed that this approach would foster a more collaborative, flexible mindset and would help GEL achieve its objectives.
- A skills gap analysis would be undertaken. It was recognised that developing a Learning and Development culture would be crucial to the success of GEL. An apprenticeship programme would be introduced, to utilise the Apprenticeship Levy, which would be available for all employees and cover aspects such as NVQ (level 2) in Support Services and Grounds Maintenance as well as an apprenticeship for LGV driving which would deal with anticipated shortfalls on required driver numbers. It was believed that the various apprenticeships would provide a career pathway and encourage employees to identify more closely with GEL.
- Training matrices would be introduced to ensure all managers and supervisors had core competencies in human relationship management, consistent with GEL's aim to define and maintain a positive culture.

- Employee engagement – understanding employee satisfaction levels would be a key component in developing an engaged workforce. Employee Surveys and other communications had been planned and would be carried out as far as possible within the current Covid-19 restrictions.
- The workplace facilities at the Greenford Depot had been found to be unacceptable on earlier inspection and these would be upgraded as a matter of priority.
- A number of policies and procedures were being implemented to provide a positive working environment, such as the Whistleblowing Policy and Grievance Procedure and Health and Wellbeing Policy.
- Health Safety and Wellbeing – WG and JA were working on an induction plan for the Amey transferees. In addition to the Health and Safety practices, a sympathetic approach would be adopted with employees reporting mental health issues.
- GEL Commitments and Expectations would be communicated to employees, setting out the expectations of employees in or to deliver the GEL Vision and the what they could expect in return.
- It was recognised that due to the Covid-19 situation staffing levels might be reduced due to illness. Given the Covid-19 Pandemic was starting to abate, it was hoped that the UK was over the worst of it. However, relationships were in place should temporary staff be required.
- AR queried whether plans were in place should Covid-19 peak again when the lockdown eases. WG confirmed that JA had reviewed the plan put in place by Amey in terms of social distancing and this would be built upon to control movement in and around the depot as well as allocating work.
- AR stressed how important it was that meetings and staff engagement, originally in the communication plan, took place once the Covid-19 restrictions eased. WG commented that training was due to take place for the first 3 months following Go Live on 5<sup>th</sup> July and confirmed that face to face contact was a key priority. KR commented that if necessary and if it could be achieved within social distancing guidelines, he was happy to visit Greenford depot as part of the mobilisation process.
- KR requested, that once the Amey data had been received and digested, metrics should be included under item 7: Measuring Progress, in future iterations of the Workforce Strategy. WG confirmed that once the performance measures had been determined these would be signed up to.

Following further review and consideration the Board **approved** the Workforce Strategy.

[WG]

## 9. Finance update

9.1. KP presented the Finance Update, as included in the meeting pack and the following points were discussed:

- A revised forecast against the original provision provided by the council had been provided up to 30 June. Costs had been included that weren't originally anticipated when the budget was prepared. The costs had now

been included as a precautionary measure, based on the latest knowledge and quotations. The majority of the spend related to ICT software and hardware and as per the action agreed under minutes 7.1 a breakdown of these costs would be provided.

- The Lease Finance Tender was reported by the advisors LINK as completed on Wednesday 5th May and it was agreed in principle to propose the lowest cost bidders for the decision to the Council. The lease cost over 5 years would be approximately £10.8m, approximately £245k less than the original budgeted proposal. The proposal had gone to the Council for agreement. The next steps were for GEL to finalise the sub-lease agreement between the Council and GEL. Discussions were also underway with LINK in regard to sub lease costs, whether any additional interest or other commercial rates needed to be applied.
- CN commented that the clarification on the state aid rules in relation to the state loan was being progressed. KP commented that dependant on the outcome, an additional charge might need to be reflected.
- Deloitte had been appointed as auditors, with the first audit date being 30<sup>th</sup> June and it was hoped the audit would start at the end of September.
- The Company had been registered for VAT. The process for PAYE registration was due to start on 5 June.
- GEL had been enrolled on Commercial banking online. The application process for HSM with Lloyds had been submitted.
- In response to AR's query regarding banking arrangements, KP confirmed that 3 signatories were in place and the actual transaction process would be undertaken by the person nominated.

## **10. Board Forward Plan**

- 10.1** KOL commented that the Board agenda for June would be reviewed and if required additional items would be added to ensure any outstanding approvals were in place before Go Live on 5<sup>th</sup> July.

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

## **11. Any Other Business**

- 11.1** There was none.

- 11.2** There being no other business the meeting closed at 16.00.

**Signed**

**Date**

**Chair of the Board**

**GREENER EALING LTD - ACTION LIST**

<b>Minute Reference</b>	<b>Action items arising from minutes</b>	<b>Officer</b>	<b>Due By</b>	<b>Comments</b>	<b>Status</b>
<b>Actions arising from 28<sup>th</sup> May 2020</b>					
<b>4.1</b>	<b>Matters arising</b> – To close out all actions by the next board so that the new contract could start with all items resolved.	<b>ALL</b>	<b>Jun 20</b>		<b>In progress</b>
<b>7.1.1</b>	<b>Greener Ealing Ltd – Mobilisation Plan Board Update</b> – To include Directors on the distribution list for the newsletter going forward.	<b>KOL</b>	<b>Jun 20</b>		<b>Complete</b>
<b>7.1.2</b>	<b>Greener Ealing Ltd – Mobilisation Plan Board Update</b> – Once the changeover had taken place and was running well further communication would be made to residents. To discuss with AR any communication with residents prior to circulation.	<b>KOL/AR</b>	<b>Aug 20</b>		
<b>7.1.3</b>	<b>Greener Ealing Ltd – Mobilisation Plan Board Update</b> – To provide a note to the Board to provide a breakdown of the £600k increase to the original budget, a lot of which was ICT related spend.	<b>KOL</b>	<b>Jun 20</b>		<b>Complete</b>
<b>8.1</b>	<b>Workforce strategy</b> – KR requested, that once the Amey data had been received and digested, metrics should be included under item 7: Measuring Progress, in future iterations of the Workforce Strategy.	<b>WG/KOL</b>	<b>Jul 20</b>	Noted.	<b>Complete</b>
<b>Actions arising from 23<sup>rd</sup> April 2020</b>					
<b>6.1</b>	<b>Whistleblowing Policy</b> – To amend the policy in line with the comments received at the meeting.	<b>KO/MB/ BCS/HH</b>	<b>May 20</b>	Awaiting final sign off from legal services - To agree amendment to include escalation to the Council's Director of Legal and Democratic Services	<b>Complete – subject to sign off from HH</b>

7.1	<b>Risk Management Policy –</b> To provide a proposal on appropriate absolute figures for the following levels of impact: insignificant / minor / moderate / major / fundamental against the individual budgets within GEL.	KO	May 20	Discussed with the Chair and agreed key operational indicators that will be highlighted in the risk report.	Complete
9.	<b>Greener Ealing Ltd – Mobilisation Plan Board Update –</b> To complete a financial assessment in relation to the over-hang at the end of the contract as a result of the delay to the vehicles.	KO/JA	May 20	A vehicle lease agreement with 60 payments over 5 years has been agreed – this is therefore no longer a requirement.	Complete
14.1	<b>Director Awareness Training –</b> To arrange virtual training.	HH	May 20	Scheduled on 23rd June	Complete
<b>Actions arising from 10<sup>TH</sup> March 2020</b>					
8.1	<b>Data Protection Policy –</b> <ul style="list-style-type: none"> <li>Customer data to be kept under review.</li> <li>GEL to register with the ICO.</li> <li>JS to create a decision note, within the data protection record, to capture the pros and cons and the reasons why GEL had decided to register voluntarily with the ICO.</li> </ul>	KO/JS	Apr 20		Complete
9.1	<b>Freedom of Information Policy –</b> <ul style="list-style-type: none"> <li>Responsibilities in relation to FOI to be covered in the SLA between GEL and the Council.</li> <li>SLA to cover comms team support re branding and website</li> <li>KOL to consider how responsibilities to keep publication scheme up to date (and related FOI matters) will be resourced within GE</li> </ul>	KOL	Apr 20  Jul 20	SLAs to be included on July agenda	Complete
10.1	<b>Health and Safety Framework &amp; H&amp;S Project update –</b> <ul style="list-style-type: none"> <li>To update the Health and Safety policy to make the welfare and wellbeing responsibilities more explicit.</li> </ul>	KOL	Apr 20	Included on June agenda	Complete
13.1	<b>Finance Update –</b> To document a reasoned decision in relation to the specialist advice requested from external advisors to confirm the approach to be taken regarding State Aid.	KOL	Apr 20	Link was commissioned on 15 June to provide advise and an update is due within 2 weeks.	In progress

**Actions arising from 3<sup>RD</sup> February 2020**

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.	<b>KOL</b>	<b>Mar 20</b>	New Communications Officer Verity Adams is working on this. <b><i>(This session had been postponed due to the Coronavirus)</i></b>	<b>In Progress</b> <b>Postponed until further notice</b>
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>	An initial list had been collated; discussions would be taking place with Council colleagues to find a conclusion.  KOL met with Chair in March	<b>In progress</b>

(KO) Kevin O’Leary

(MB) Mike Boulton

(CN) Chris Neale

(JA) John Arnold

(KR) Kieran Reid

(HH) Helen Harris

(KP) Katarina Pohancenikova

(BCS) Jo Steel / Lizzie Purewal

(DT) Daniella Toma

(WG) Bill Gilmour

(AR) Alison Reynolds

<b>Report Title</b>	Changes to Articles of Association of Greener Ealing Limited		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 June 2020	<b>Agenda Number</b>	5.1
<b>Type of Report</b>	For approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	<p>To review and adopt the tracked changes made to the Articles of Association of Greener Ealing Limited since incorporation. These changes have been pre-approved by Cabinet.</p> <p>Following approval, the updated Articles of Association will be filed at Companies House by Bridgehouse Company Secretaries.</p>		

The Board is asked to **approve** the updated Articles of Association.

# Articles of Association

Greener Ealing Ltd (the **Company**)

Company Number: **12136927**

Dated

20192020

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**The Companies Act 2006**  
**Private Company Limited by Shares**  
**Articles of Association**

**of**  
**Greener Ealing Ltd (Company Number 12136927) (the Company)**

**1 Interpretation**

1.1 The following definitions and rules of interpretation apply in these Articles:

<b>Act</b>	the Companies Act 2006
<b>Articles</b>	the Company's articles of association for the time being in force
<b>Board</b>	means the Board of Directors of the Company
<b>Business Day</b>	means any day other than a Saturday, Sunday or public holiday in England on which banks in London are open for business
<b>Cabinet</b>	means those councillors appointed to the cabinet as constituted under the constitution of the Council in accordance with the Local Government Act 2000
<b>Chairman</b>	means the chairman of the board of Directors of the Company from time to time as may be appointed in accordance with Article 14.1
<b>Conflict</b>	has the meaning given in article 10
<b>Council</b>	The Council of the London Borough of Ealing
<b>Council Representative</b>	has the meaning given to it in Article 2.3
<b>Director(s)</b>	means a director or directors of the Company from time to time
<b>eligible Director</b>	means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding any Director whose vote is not to be counted in respect of the particular matter)
<del><b>Executive Directors</b></del>	<del>means any Directors appointed by the Council pursuant to Article 13 and designated as the "Managing Director" and/or "Finance Director" of the Company (and "Executive Director" and "Finance Director" shall be construed accordingly)</del>
<b>Interested Director</b>	has the meaning given to it in Article 10.1
<b>Model Articles</b>	means the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI

2008/3229) as amended prior to the date of adoption of these Articles

**Relevant Interest**

has the meaning set out in Article 10.1

**Reserved Matters**

means any resolution or vote pertaining to the following non-exhaustive matters:

(a) changing the nature of the Company's business;

(b) forming or participating in a joint venture (howsoever described);

(c) forming a subsidiary or acquiring shares in another corporate entity;

(d) declare a dividend or distribution (whether monetary or in specie);

(e) raising finance or incurring indebtedness, including (without limitation) by way of finance or operating lease, hire purchase, loan or deferred payment terms (other than standard trade credit on no more than thirty days terms);

(fe) bidding for contracts in excess of £500,000 on any one contract (whether singly or as part of a series of contracts which might properly be viewed as part and parcel of the same matter);

(gf) agreeing or amending the Company's business plan in force from time to time;

(hg) acquiring or disposing of assets not included in the Company's business plan in force from time to time, or which exceed £100,000.00 in value

(ih) the ability to change the share capital or bring in private capital;

(ji) the right to appoint or remove Directors by notice in writing; and

(kj) the right to appoint or request the removal of ~~the~~ Managing a Director,

together with any further matters which the Council may notify to the Company from time to time in writing (and "**Reserved Matter**" shall be construed accordingly)

**Share**

means the ordinary shares of £1.00 each in the capital of the Company from time to time

**Successor Body**

means any successor body of the Council

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.
- 1.6 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.
- 1.7 Any words following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words, description, definition, phrase or term preceding those terms.
- 1.8 Where the context permits, **other** and **otherwise** are illustrative and shall not limit the sense of the words preceding them.
- 1.9 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by, or are inconsistent with, these Articles.
- 1.10 Articles 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 44(2), 52 and 53 of the Model Articles shall not apply to the Company.
- 1.11 Article 7 of the Model Articles shall be amended by:
- 1.11.1 the insertion of the words "for the time being" at the end of article 7(2)(a);  
and
- 1.11.2 the insertion in article 7(2) of the words "(for so long as he remains the sole Director)" after the words "and the Director may".
- 1.12 Article 20 of the Model Articles shall be amended by the insertion of the words "(including alternate Directors) and the secretary" before the words "properly incur".
- 1.13 In article 25(2)(c) of the Model Articles, the words "evidence, indemnity and the payment of a reasonable fee" shall be deleted and replaced with the words "evidence and indemnity".
- 1.14 Article 27(3) of the Model Articles shall be amended by the insertion of the words ", subject to article 10," after the word "But".
- 1.15 Article 29 of the Model Articles shall be amended by the insertion of the words ", or the name of any person(s) named as the transferee(s) in an instrument of transfer executed under article 28(2) of the Model Articles," after the words "the transmittee's name".
- 1.16 Articles 31(1)(a) to (c) (inclusive) of the Model Articles shall be amended by the deletion, in each case, of the words "either" and "or as the Directors may otherwise decide". Article 31(d) of the Model Articles shall be amended by the deletion of the words "either" and "or by such other means as the Directors decide".
- 1.17 A reference to the Council in these Articles shall be deemed to include a reference to any Successor Body.

## **2 Shareholder's Reserve Power**

- 2.1 The shareholder may, by special resolution direct any Director to take, or refrain from taking, specified action.
- 2.2 No such special resolution invalidates anything which the Directors have validly and lawfully done before passing the shareholder resolution.

- 2.3 The Council will exercise its sole shareholder vote through its representative (as determined by the Council from time to time) (**Council Representative**) or through its Cabinet and in accordance with the procedure set out in Article 19.2.

### **3 Unanimous Decisions**

- 3.1 A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- 3.2 Such a decision may take the form of a resolution in writing, where each eligible Director has signed one or more copies of it, or to which each eligible Director has otherwise indicated agreement in writing.
- 3.3 A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

### **4 Calling a Directors' Meeting**

Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

### **5 Annual and General Meetings**

An Annual General Meeting shall be held once in every year, at such time and place as may be determined by the Directors. Any other meeting of the members of any class of the Company shall be termed a General Meeting.

### **6 Quorum for Directors' Meetings**

- 6.1 Subject to article 6.5, the quorum for the transaction of business at a meeting of Directors is any ~~two~~ three eligible Directors, ~~which must include at least two council-appointed Executive Directors~~. At least ~~two~~ one of those Directors present must be a Council employee (save that where a Relevant Interest of the Director is being authorised by other Directors in accordance with section 175(5)(a) of the Act, such Director and any other interested Director shall not be included in the quorum required for the purpose of such authorisation but shall otherwise be included for the purpose of forming the quorum at the meeting). If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place.
- 6.2 Directors may participate in meetings remotely by telephone, videoconference or other electronic means. If all the Directors participating in a meeting of the Directors are not physically in the same place, the meeting shall be deemed to take place where the largest group of participants in number is assembled. In the absence of a majority the location of the Chairman shall be deemed to be the place of the meeting.
- 6.3 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company at any time before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 6.4 A decision of the Directors may take the form of a resolution in writing, where each eligible Director has signed one or more copies of it, or to which each eligible Director has otherwise indicated agreement in writing (including confirmation given by electronic

means). Reference in article 7(1) of the Model Articles to article 8 of the Model Articles shall be deemed to include a reference to this article also.

- 6.5 For the purposes of any meeting (or part of a meeting) held pursuant to article 10 to authorise a Director's conflict, if there is only one eligible Director in office other than the conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be one eligible Director.

## **7 Reserved Matters**

The Directors may not vote on or make resolutions in respect of any Reserved Matter without first informing, and obtaining the prior written consent of, the Council.

## **8 Casting Vote**

If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chairman shall have a casting vote.

## **9 Transactions or Other Arrangements With the Company**

- 9.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Acts, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- 9.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
  - 9.1.2 shall be an eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
  - 9.1.3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
  - 9.1.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director;
  - 9.1.5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
  - 9.1.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

## **10 Directors' Conflicts of Interest**

- 10.1 The Directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty under section 175 of the Act (**Relevant Interest**) to avoid conflicts of interest (**Conflict**).
- 10.2 Any authorisation under this article 10 will be effective only if:
- 10.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
  - 10.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interested Director; and
  - 10.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.
- 10.3 Any authorisation of a Conflict under this article 10 may (whether at the time of giving the authorisation or subsequently):
- 10.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - 10.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
  - 10.3.3 provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
  - 10.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
  - 10.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
  - 10.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 10.4 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 10.5 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 10.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions

attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## 11 Records of Decisions to be Kept

Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

## 12 Number of Directors

The Company must have not more than five and no less than five-three Directors, ~~being two Executive Directors and three non-Executive Directors (at least two the non-Executive Directors being employees of the Council)~~. The appointment of alternate Directors is not permitted.

## 13 Appointment and Removal of Directors

13.1 The Council shall have the right to appoint and to remove Directors ~~(whether as Executive Directors or otherwise)~~ and to appoint replacements.

13.2 ~~Executive Directors must be independent and not Council employees.~~ If a Director ceases to hold such a position, the Council shall have the right to immediately terminate their appointment as an office of the Company.

13.3 The Council may only appoint a person who is willing to act as a Director, and is permitted to do so.

13.4 Model article 18 shall be modified by the addition of the following events upon the occurrence of which a person shall cease to be a Director:

13.4.1 he is convicted of a criminal offence (other than a minor motoring offence) and a majority of the other Directors resolve that he cease to be a Director;

13.4.2 a majority of the other Directors resolve that he cease to be a Director; and

13.4.3 in the case of a an-Executive Council-appointed Director-only, he shall cease to be employed by the Council.

13.5 In any case where, as a result of death or bankruptcy, the company has no shareholders and no Directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a Director.

## 14 Appointment of Chairman

14.1 The Council shall have the sole and exclusive right to appoint any person (whether already a Director or not) as the Chairman of the Board. The appointment of any person as Chairman under this Article shall be by notice in writing addressed to the Company from a representative of ~~the Council (being the Council Representative, unless the Council Representative is unavailable)~~. If the Council fails to make any such appointment, the Chairman shall, by default be a Council-appointed Director-the Managing Director or, in the absence of a Managing Director, the Finance Director.

14.2 The Council shall also be entitled to remove any person so appointed at any time by notice in writing to the Company and to appoint another person to act in his place, each time on the basis of this Article 14.1.

**15 Secretary**

The Directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.

**16 Allotment of Shares**

In accordance with section 567 of the Act, sections 561 and 562 of the Act shall be excluded from applying to the Company in respect to all allotments of equity securities by the Company.

**17 Purchase of Own Shares**

17.1 Subject to the Act but without prejudice to any other provision of these Articles, the Company may purchase its own shares in accordance with Chapter 4 of Part 18 of the Act, including (without limitation) with cash up to any amount in a financial year not exceeding the lower of:

17.1.1 £15,000; and

17.1.2 the value of 5% of the Company's share capital.

**18 Transfer of Shares**

18.1 In this Article, reference to the transfer of a Share includes the transfer or assignment of a beneficial or other interest in that Share or the creation of a trust or encumbrance over that Share and reference to a Share includes a beneficial or other interest in a Share.

18.2 No Share may be transferred unless the transfer is made in accordance with these Articles.

18.3 The Council, through its Council Representative or the Cabinet, will be the sole shareholder of the Company. No transfer of Shares may be made unless it is to a Successor Body.

18.4 Shares may only be transferred by means of an instrument of transfer in any usual form or any other form approved by the Directors, which is executed by or on behalf of:

18.4.1 the transferor; and

18.4.2 (if any of the shares is partly or nil paid) the transferee.

**19 General Meetings**

19.1 The Company shall hold a general meeting in each period of 612 months beginning with the day following its accounting reference date.

19.2 Subject to Article 19.3 the exercise of the Council vote at a general meeting shall be exercised by the Council Representative, unless the Council instruct that it would be more appropriate for the Cabinet to decide. Where the Cabinet are instructed to make decisions on behalf of the Council, this shall be in accordance with these Articles and by way of a majority vote exercised by way of a show of hands by the members of the Council. In any event of an equal number of votes for and against, the Chairman of the meeting of the Cabinet shall have the casting vote.

- 19.3 Prior to voting, each member of the Cabinet will declare any individual interest and where these may be conflicting, will take no further part in the decision making on any matter on behalf of the Company.

## **20 Poll Votes**

- 20.1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.
- 20.2 Article 44(3) of the Model Articles shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

## **21 Proxies**

- 21.1 Article 45(1)(d) of the Model Articles shall be deleted and replaced with the words "is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".
- 21.2 Article 45(1) of the Model Articles shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

## **22 Means of Communication to be Used**

- 22.1 Subject to clause 22.2, any notice, document or other information shall be deemed served on, or delivered to, the intended recipient:
- 22.1.1 if delivered by hand, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
  - 22.1.2 if sent by fax, at the time of transmission; or
  - 22.1.3 if sent by pre-paid United Kingdom first class post, recorded delivery or special delivery to an address in the United Kingdom, at 9.00 am on the second Business Day after posting; or
  - 22.1.4 if sent by pre-paid airmail to an address outside the country from which it is sent, at 9.00 am on the fifth Business Day after posting; or
  - 22.1.5 if sent by reputable international overnight courier to an address outside the country from which it is sent, on signature of a delivery receipt or at the time the notice, document or other information is left at the address; or
  - 22.1.6 if sent or supplied by e-mail, one hour after the notice, document or information was sent or supplied; or
  - 22.1.7 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website; and
  - 22.1.8 if deemed receipt under the previous paragraphs of this clause 22.1 would occur outside business hours (meaning 9.00 am to 5.30 pm Monday to Friday on a day that is not a public holiday in the place of deemed receipt), at 9.00 am on the day when business next starts in the place of deemed

receipt. For the purposes of this article, all references to time are to local time in the place of deemed receipt.

22.2 To prove service, it is sufficient to prove that:

- 22.2.1 if delivered by hand or by reputable international overnight courier, the notice was delivered to the correct address; or
- 22.2.2 if sent by fax, a transmission report was received confirming that the notice was successfully transmitted to the correct fax number; or
- 22.2.3 if sent by post or by airmail, the envelope containing the notice was properly addressed, paid for and posted; or
- 22.2.4 if sent by e-mail, the notice was properly addressed and sent to the e-mail address of the recipient.

### 23 Indemnity

23.1 Subject to article 23.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

23.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- (a) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
- (b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

23.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 23.1.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

23.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

23.3 In this article:

23.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

23.3.2 a **relevant officer** means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or

not he is also a Director or other officer), to the extent he acts in his capacity as auditor).

## **24 Insurance**

24.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

24.2 In this article:

24.2.1 a "relevant officer" means any Director or other officer or former Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor);

24.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

24.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

<b>Report Title</b>	Appointment of Auditors		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 June 2020	<b>Agenda Number</b>	5.2
<b>Type of Report</b>	For approval		
<b>Author</b>	Jo Steel can be contacted on jo@bhcsecretaries.co.uk		
<b>Background</b>	Appoint the Council's external auditor, <i>Deloitte LLP</i> as a uditor of the Company for the first accounting period financial year 02 August 2019 – 30 June 2020.		

## Background

We have been liaising with Council finance colleagues on the question of auditors for Greener Ealing Ltd and whether an audit would be required for the first accounting period, as the turnover falls well below the required threshold.

Colleagues have advised that they have informed the Council's current auditor, Deloitte LLP, and expect any audit to be non-onerous and to focus on the statutory set-up. It is the Council's wish therefore, that the Company does submit for audit and appoints Deloitte LLP.

The Companies Act 2006 provides that the Board may appoint an auditor any time before the Company's first period for appointing auditors. Thereafter, the right to appoint an auditor rests with the member of the company (Ealing Council) and will subsequently take place at the Annual General Meeting.

## Recommendation

The Board is asked to **appoint** Deloitte LLP as the first auditor of Greener Ealing Ltd to take effect in the event that the Council and the auditor agree that the first set of accounts shall be submitted for external audit.

<b>Report Title</b>	GEL Policies: Code of Conduct and Dignity at Work		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 June 2020	<b>Agenda Number</b>	5.3
<b>Type of Report</b>	For Approval		
<b>Author</b>	<b>Bill Gilmour</b> can be contacted on <a href="mailto:gilmourw@ealing.gov.uk">gilmourw@ealing.gov.uk</a>		
<b>Background</b>	<p><i>To discuss and approve the Gel policies on Employee Code of Conduct and Dignity at Work which can generally be viewed as supportive of other people management policies – such as Equality and Diversity - that have been submitted to this Board previously.</i></p>		

## Introduction

It is common practice in TUPE transfer situations that the “new” employer will inform transferring employees and union representatives – via a “measures letter” that their (the new company) standard employment policies and procedures will apply from the date of transfer.

This is done to avoid unnecessary confusion, as the new company may otherwise need to operate multiple versions of each employment policy which they would inherit.

As GEL is a newly created company, we are in the process of compiling the policies and procedures that we will need going forward – which, for simplicity will often be adapted versions of Amey documents and/or LBE documents.

We now have a number of draft policies and procedures and invite the Board to discuss and, if appropriate, approve the drafts Code of Conduct and Dignity at Work.

Further policies and procedures will be submitted to future meetings of this Board.

## Introduction

At Greener Ealing Limited (GEL) we believe that our people are our greatest asset: we have every confidence that they will endeavour to work to the highest possible standards in performing their duties and will act respectfully, with integrity, honesty, impartiality and objectivity at all times.

This Employee Code of Conduct is intended to offer assistance by setting out in detail the standards of conduct and ethical behaviour GEL expects from all its employees. It is important therefore, that every GEL employee reads this document, signs up to it, and adheres to its content.

The code should be seen as complementary to other GEL policies and procedures which lay down expected standards - such as the Equality & Diversity policy, Dignity policy, GDPR policy and Whistleblowing policy. Similarly, professional employees are also bound by their standards of professional conduct.

## Our Values – 4 Cs

Our values set out what we stand for and how we will behave at work. They are the basis of how we will deliver our vision of being one of the leading environmental service providers in West London. For GEL this means:

1. **Customer comes first** - remembering our purpose and doing our very best for the people we serve;
2. **Collaboration** – with workmates and others - working together
3. **Caring** - about the health, safety, welfare and wellbeing of our employees;
4. **Committed** – to delivering services, to innovation, tackling problems and finding better ways of working.

Our Code of Conduct builds on these, illustrating and clarifying our commitment to lawful and ethical conduct in our activities and decision making. It provides examples of both how GEL acts as a company and what is expected from each and every employee to ensure the highest ethical standards are met.

## Dealing with People

GEL exists to provide a range of waste, recycling, street cleaning, grounds maintenance and associated services for the benefit of residents, businesses and visitors to the Borough. GEL has stated that it will provide the best possible services to meet the needs of all of its customers and clients within the resources available and will treat them all with dignity and fairness. It is your responsibility to act in accordance with this principle at all times.

**Dealing with the GEL Board**

The GEL Board governs the business and ethical standards of GEL. Any employees who are required to provide professional advice to the Board or its members, must ensure that this is impartial and not influenced by political views or preference, so as to avoid accusations of bias.

**Dealing with contractors, suppliers and consultants**

If you are responsible for ordering and paying for goods, works or services you must abide by GEL's standing orders, contract procedure rules and financial procedure rules.

**Equality and Diversity**

All employees are required to treat colleagues and the public in a fair and equitable way, avoiding unfair discrimination in any form and anything that would demean, distress or offend other people. Employees must comply with GEL's policies on Equality and Diversity and Dignity in addition to the requirements of the law.

**Honesty**

GEL expects and trusts its employees to be honest in their work. The public are entitled to have absolute confidence in the trustworthiness and honesty of GEL employees. Any action which breaches that trust or damages or undermines the public's confidence will be considered as an act of gross misconduct and may result in disciplinary action up to and including dismissal.

**Conflict of interest**

There may be occasions where there is scope for conflict between GEL's interests and your own. You must not allow your private interests or beliefs to conflict with your professional duty. You must not misuse your official position or information acquired in the course of your employment to further your private and personal interest or the interests of others. You are required to declare in writing any conflict of interest to your manager.

**Gifts and hospitality**

You are already paid for the work you do, but people may believe they will get better service or more favourable treatment if they provide additional payments or offer you favours: this is not the basis on which GEL delivers or purchases services (or goods). You are required to declare in writing to your manager any gifts and hospitality you may receive.

**Private work**

While undertaking your role, your work judgements may be questioned and conflicts can arise. It is important that you are, and are seen to be, working conscientiously and fairly for GEL and not leave yourself open to accusations of self-interest. You may

undertake paid or unpaid work for yourself or other organisations but there are some rules that you must follow and certain declarations that you must make.

### Use of GEL assets

GEL assets comprise not only physical objects and financial resources but also computer data and information generally. We must ensure that we use the public funds entrusted to us in a responsible and lawful manner, ensuring value for money to the local community.

### Confidentiality

GEL customers and employees are entitled to protection of their privacy. In addition the Data Protection Act 1998 imposes a legal duty on individuals. You must keep all personal data confidential, whether computerised or manually held, and comply with the law and related GEL policies.

### Breaking the law

Breaking the law either at or away from work could damage public confidence in GEL, or could make you unsuitable for the work you do. You need to consider carefully whether you should advise your manager immediately if the police make any criminal charge against you or if you are convicted of a criminal or civil offence.

### Whistle blowing

Should you become aware of activities that you believe to be illegal, improper, unethical or otherwise inconsistent with the Employee Code of Conduct you must report this to your manager. GEL has a confidential reporting procedure (Whistle blowing policy) for reporting such concerns.

### Revision Status

Revision	Date	Amendment	Content Owner	Mandated By
First Issue	5 <sup>th</sup> July 2020		Bill Gilmour	Kevin O'Leary

## Introduction

All employees have the right to be treated with respect and dignity and to work in an environment that is fair, inclusive and free from harassment, bullying and intimidation.

Greener Ealing Limited (GEL) is committed to ensuring that any allegation of harassment or bullying at work is taken seriously, is properly investigated, and is dealt with effectively.

This Policy applies to harassment or bullying on the grounds of gender, race, nationality, age, disability, religion or belief, sexual orientation, gender reassignment or any other personal characteristic. This policy takes into account of the provisions of the Equality Act 2010.

## Principles

- We will create a working environment where all employees are valued and respected for their unique contribution to the business and are not subject to inappropriate or unwanted behaviour by colleagues or third parties, for example a customer, client or supplier.
- Inappropriate behaviour by any employee will not be tolerated be it carried out by colleagues to peers, by one group to another individual member, by a manager to an employee, by an employee to a manager, or by an employee to a third party, for example customer, client or supplier.
- Any inappropriate behaviour by a third party towards an GEL employee will not be tolerated.
- All allegations will be managed accordingly and if appropriate a full and objective investigation will take place. If any allegations are upheld this may result in disciplinary and/or criminal proceedings.
- Employees making a complaint will be protected from victimisation.
- Employees who make malicious complaints which are found to be untrue will be subject to disciplinary action.

## Relevant Definitions

**Harassment** - is defined as any unwanted behaviour that has the effect of violating dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment. This includes jokes or banter and extends to work related environments such as work social events. Harassment can take many forms and occur for a variety of reasons. It can be persistent behaviour over a period of time, but a one-off act, providing it is serious, may also amount to harassment. Examples of harassing behaviour include:

- unwanted physical contact
- banter, offensive language, gossip, slander
- posters, graffiti, obscene gestures
- isolation or non-cooperation and exclusion from social activities
- intrusion by pestering, spying and stalking
- failure to safeguard confidential information

**Bullying** - is defined as the abuse of power or position which results in persistent, vindictive, cruel or humiliating attempts to undermine, criticise, condemn or to hurt or humiliate an

individual or group of employees.

The Trade Union Congress has identified several bullying behaviours including:

- Shouting at staff
- Deliberately excluding someone from work activities
- Blocking promotion
- Setting up someone to fail through unrealistic targets or deadlines
- Regularly making someone the butt of jokes

**Victimisation** - is defined as unfavourable treatment specifically as a result of an individual making a claim or complaint of discrimination or harassment.

### Raising a Complaint

Anyone who believes that they are being treated unfairly, without dignity or being made the subject of bullying or harassment should report this. Anyone who witnesses any of these behaviours should report this.

GEL employees should make a report to their people manager, second line manager or to the HR Department.

Contractors, customers or any other third party should make a report to GEL senior management.

### Responding to a Complaint

The manager responding to the complaint should consider the seriousness of the complaint and respond accordingly.

In most cases where the situation is not too severe, an informal approach may be appropriate in the first instance. Some people may not be aware that their behaviour is unwelcome, offensive or makes others feel uncomfortable. Using an informal approach gives the alleged harasser the opportunity to stop if directly approached by a colleague or manager and allows for colleagues to work together.

However, where an informal approach does not stop the bullying or harassment, or where the individual making the complaint or the manager dealing with the complaint feels that the situation is more serious, a formal approach will be required.

If the complaint is made by an GEL employee, then they should make a formal written complaint via the company's Grievance Procedure. If the complaint is made by a customer, contractor, or other third party, then they should be asked to make a formal written complaint to GEL management who will investigate and respond accordingly.

### Revision Status

Revision	Date	Amendment	Content Owner	Mandated By
First Issue	5 <sup>th</sup> July 2020		Bill Gilmour	Kevin O'Leary

Risk Register – please see excel documents circulated with the meeting pack:

- Original Programme Risks (Risk Register V3)
- Programme Risks - the risks transferred from Risk register v3 into the JCAD format that GEL will carry on using
- GEL Risks – risks for the business going forward

<b>Report Title</b>	Greener Ealing Ltd – Mobilisation Plan Board Update		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 <sup>rd</sup> June 2020	<b>Agenda Number</b>	7.
<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 5<sup>th</sup> July 2020. This will be our final update prior to Go Live.</p> <p>This is the fifth update following the Board’s initial meeting in February 2020.</p> <p>The workload now is very intense with a focus on the start date and the matters that have to be finalised by the 5<sup>th</sup> July. At the time of Board meeting on 23<sup>rd</sup> June, there will be less than 2 weeks before go-live - a further update will be given at the meeting.</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> <p>Recommendations: The Board is asked to note the overall report.</p>		

## Introduction

This report updates the Board on overall progress towards mobilisation of the new company with effect from 5<sup>th</sup> July 2020. The report has been written against the ongoing background of the Covid 19 emergency and the changed circumstances that this has brought to the work programme.

The weekly three-way meetings between Ealing Council Officers, Amey senior and local management and Greener Ealing are continuing as does Greener Ealing/Amey working group which also meets weekly but is dealing the practical details of the mobilisation with both parties working well together. Detailed plans have now been developed by both sides in order to ensure that we fully understand what the last few weeks, last week and last days look like. We have also considered the first day/s and weeks.

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

- **Procurement**
- **Information and Communications Technology (ICT)**
- **Human Resources (HR)**
- **Depots**

- **Communications**
- **Legal**
- **Finance**
- **Health and Safety**
- **Greener Ealing tasks**

## **Procurement**

### **Vehicle Maintenance**

We are in the final steps of the contract mobilisation of the Vehicle Maintenance contract with Go Plant. We are on the verge of concluding the contract engrossment and the lease between Greener Ealing and Go plant for their use of the Vehicle Workshop.

### **Vehicle Deliveries**

All gaps in vehicles deliveries have now been covered off as previously reported. The issues for mobilisation centre around vehicle movements from storage locations to Greenford Depot for the 4<sup>th</sup>/5<sup>th</sup> July.

### **O License**

At the time of writing we have still not heard that our O license has been granted. We have satisfied all the requirements of the Traffic Commissioner but have not heard formally. We have taken further steps to try and unblock this matter including the engagement of an ex Traffic Commissioner to assist us. She is confident the matter will be resolved satisfactorily even if this means the issue of an Interim license. We will update at the meeting.

### **Other Procurements**

All procurements are now concluded, and a paper will be presented to the July meeting in order to ratify the various Contracts, Service Agreements, SLA's and leases and sub leases that are required. These will be presented together with the Matters Reserved and Scheme of Delegation which will also require Director approval.

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

We are in the final phases of testing and training on all systems these include:

Business World – Completed User Acceptance Testing (UAT) testing and reviewing the UAT results, no major issues found so on track to go live on the 5<sup>th</sup> of July.

HSM BACs Payments – Tests completed successfully.

Whitespace – In-cab devices received but update error noticed. Whitespace have sent update information.

Itrent – Testing to commence 22<sup>nd</sup> June this will include final interface testing between Business World and Itrent for Payroll & Itrent user processes such as absent entries.

Alcumus H&S system Testing and review carried out system works well. Small changes requested Alcumus working on this

Checked safe – vehicle defect reporting has been built copied Amey’s current templates for checks these will be available for staff crew phones

Risk Management system (JCAD) A login has been created for Greener Ealing to log risks on the Ealing corporate risk register.

### **Human Resources (HR)**

By the time of this meeting workforce inductions will have taken place on the 20<sup>th</sup> June at the University of West London. Six sessions are planned in two large rooms, over three time slots. We anticipate briefing over 250 staff. Full Covid 19 related risk assessments and advice has been issued to staff and appropriate measures will be in place at the venue. Thank you to those Directors that provided video messages for the briefings.

We now the final version of the TUPE - Employers Liability Information (ELI) and are in correspondence with Amey over some of the detail. Worryingly this has revealed further financial liabilities for GEL including a potential pension financial pressure estimated at up to 100k – this relates to staff that have previous local government service not known to Ealing prior to receipt of this information. Pensions and HR staff are making contact with the individuals to clarify and making a further application to the Local Government Pension Scheme to admit these staff into the scheme.

We have issued our Measures letter now and consultations continue jointly with Amey on the transfer. There has been little or no reaction to this so far.

As previously reported Amey and the Council agreed that GEL would conclude the pay negotiations with the Amey workforce. This is now in hand with the GMB. Discussions have now isolated the agreement to a smaller number of staff as over 200 staff have already received the London Living Wage (currently £10.75ph). There may still be some movement from individual employees sitting within the LLW banding to higher rates as there are many anomalies that we want to address – this applies throughout the current reward system which we are keen to rationalise. The Board will need to approve any pay settlement at a future meeting.

We have now set up the payroll, registered with HMRC, and set up the new NEST pension scheme.

Due to Covid 19 restrictions it is confirmed that eligibility checks will not be carried out until post Go Live; Greener Ealing’s HR manager has informed us we have 60 days from takeover to carry out the checks.

### **Greenford Road Depot**

The Depot remains a concern and we do not expect to see any improvements now prior to Go Live. The site provides a major challenge to the Council on a range of fronts. We have proposals for a revised parking layout and urgent works. This is being progressed internally to Ealing. We have also undertaken our own Health and Safety review including the option to reconsider site traffic flows and for reduced pedestrian movements – we will pursue these matters with the Council



## **Communications**

We have now issued two newsletters to the workforce, supported by individual letters to all frontline staff regarding induction. We will support this with key messages prior to Go live but will pick this up when we are directly managing the staff.

## **Legal**

Work on the service agreement should be finalised by the time of this meeting. A verbal update will be given at the meeting.

## **Finance**

There is a separate report on this agenda dealing with the current financial position.

## **Health and Safety**

A separate paper updating the Board on Health and Safety matters is included elsewhere on this agenda.

## **Conclusions**

We believe that everything is now in place to mobilise this contract with Ealing Council. Every effort has been made to deliver services from day one. We believe we are prepared and whilst we are a very small team at the moment our numbers will expand significantly on the 5<sup>th</sup> July. Undoubtedly there will be issues as we learn more about the current service provision. What is true is that the nature of our work will change overnight, we will be in the spotlight and have to respond accordingly. We are all looking forward to the challenge.

We will provide all stakeholders, including Board Directors with a daily situation report in the initial days and weeks.

The attached programme plan at Appendix A 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 B sets out our top remaining programme risk.

I look forward to providing my first Operational update at the July meeting.

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

Workstream plans – please see excel document circulated with the meeting pack.

<b>Report Title</b>	Health and Safety Policy and Organisation and Responsibilities –		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 <sup>rd</sup> June 2020	<b>Agenda Number</b>	8.
<b>Type of Report</b>	For approval		
<b>Author</b>	Kevin O’Leary – Kevin can be contacted on olearyk@ealing.gov.uk		
<b>Background</b>	<p>This report asks the Board to agree to a Health and Safety Policy and arrangements for health and safety management. This follows on from the draft policy agreed at the Board meeting of the 10th March 2020. The report also provides an update on our preparedness for go live in July.</p> <p>Feedback from the Board in March centered around strengthening the Policy in respect of health and well-being with this being given greater prominence and recognition throughout the document.</p> <p>We have worked closely with the Council’s Corporate Health and Safety Team (CHS) throughout the development of the Health and Safety Policy and with our risk assessments and Safe Systems of Work and I would like to acknowledge Liz Ferrier’s input and her very helpful guidance and advice.</p> <p>Greener Ealing is using its ‘start up’ status to establish a health and safety culture from day one. The documentation produced is to a high standard and that together with training, particularly for supervisors, should allow the staff team coming across from Amey to reach new safe and healthy operational levels.</p> <p>We will continue to build on this and have made provision in the Policy to allow the development of integrated Health and Safety, Environmental and Quality Management systems as indicated in our Business Plan. This work will continue in 2020/21.</p> <p>We will provide a quarterly H&amp;S reporting to the Board, so that our progress can be effectively monitored.</p>		

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

Greener Ealing Limited (hereafter referred to as 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. This document forms part of a wider integrated management system.

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.
8. building staff knowledge and awareness of health and wellbeing issues and healthy lifestyle behaviours
9. ensuring that all employees, especially those with management and supervisory responsibilities, take proactive steps to ensure that the overall working environment is conducive to mental wellbeing

This Policy will be reviewed by the Health and Safety Committee in the light of organisational changes, working methods, changes in legislative requirements, implementation of the quality and environmental management systems 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.

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## 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	For Board comment
0.2	Final Draft	17.)6.20	KEH/LF/ JT	For Board approval

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## **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. Seeking external support from specialist advisers where necessary.

Shall, with Directors/Managers, collectively agree GEL's annual health and safety improvement plan which will include initiatives to support health and wellbeing

- x. 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.

Provide reporting to the GEL Board and Ealing Corporate Health and Safety on a quarterly basis, as to progress against the annual health and safety improvement plan, incidents, accidents and other H&S linked operational developments.

- xi. Shall Chair GEL's quarterly Health and Safety Committee meetings
- xii. 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 promote a positive attitude to mental health and wellbeing
- iii. Shall be accountable for the effective implementation of the health, safety, welfare and wellbeing policy and HSMS requirements across the areas of their responsibility.
- iv. 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.
- v. In conjunction with the Managing Director, shall be accountable for ensuring that sufficient funding for health and safety training is identified and allocated.
- vi. Shall be accountable for ensuring that health and safety responsibilities are assigned and accepted by all staff across the areas of their responsibility.
- vii. Shall be responsible for effective consultation with staff and nominated Trade Union representatives on health and safety across the areas of their responsibility.

- viii. Shall ensure the effective communication of the health, safety, welfare and wellbeing policy and HSMS across the areas of their responsibility.
- ix. 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.
- x. Shall maintain effective communication with the HSM on all health and safety matters affecting their areas of responsibility.
- xi. 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.
- xii. Shall cooperate with internal and external staff undertaking assurance functions.
- xiii. Shall, with the Managing Director, collectively agree GEL's annual health and safety improvement plan.
- xiv. 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.
- xv. Shall cooperate with external Enforcement Authorities.
- xvi. Shall attend the quarterly Health and Safety Committee meetings

#### **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 monitor working hours, overtime and holidays to encourage individuals to take breaks as required by legislation
- xvi. 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.
- xvii. Shall cooperate with external Enforcement Authorities.
- xviii. Shall be alert to employee's personal circumstances and offer additional support where appropriate to members of staff experiencing risk to their wellbeing derived from outside work e.g. bereavement or separation
- xix. Shall ensure that bullying, harassment and discrimination are not tolerated in GEL
- xx. Shall attend the quarterly Health and Safety Committee meetings

## **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 recognise that employees may have experiences in their personal lives that may make them vulnerable to pressures at work and which may have a temporary influence on their work performance e.g. health issues or personal circumstances
- xiii. Shall cooperate with internal and external staff undertaking assurance functions.
- xiv. Shall ensure that bullying and harassment is not tolerated

- xv. 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.
- xi. Shall be proactive in identifying occasions when they may be suffering from health and wellbeing problems, either work-related, or due to external factors, and alert their supervisor to these where appropriate
- xii. Shall support their colleagues if they are experiencing poor mental health encouraging them to talk to their manager
- xiii. Shall seek support from their GP or other appropriate agencies if they have health issues

#### **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. Informing Ealing Corporate Health and Safety of any situations which affect other users of the depots or could adversely affect Ealing Council.
- vi. Shall act as a central coordination point for liaising with Enforcement Authorities. Informing Ealing Corporate Health and Safety of any situations which relate additionally to other users of the of the depot or could adversely affect Ealing Council
- vii. Shall assist with the development of GEL's health, safety and well being improvement plan.
- viii. Shall provide a directors' report (for onward submission to the Board) on a quarterly basis and conduct an annual H&S audit for each service area and present the findings in a format that is useful and meaningful to the Director and the Board
- ix. Shall provide input to GEL Board and Operational reports.
- xxi. Shall keep the Managing Director, Directors/Managers informed of all major/significant accidents/incidents.
- xxii. Shall offer advice and support for managers in dealing with instances of mental ill health at work.
- xxiii. Shall report to and attend the quarterly Health and Safety Committee meetings

#### **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 the quarterly 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.

### **HEALTH AND SAFETY COMMITTEE MEETINGS**

The aim of the Health and Safety Committee meetings is to establish a permanent forum for communication between GEL workers and management on health, safety and well-being issues. Members of the Committee shall

- i. Meet quarterly in working hours
- ii. Review incident statistics and accident investigation and subsequent actions
- iii. Review audits and inspections of the workplace by enforcing authorities, management or employee health and safety representatives
- iv. Review as required risk assessments, health and safety training and emergency procedures.
- v. Comment and advise on changes in the workplace affecting the health, safety and welfare of employees
- vi. Promote and encourage the co-operation between all staff, contractors and other depot users in developing Health, Safety and Welfare policies and issues.
- vii. Review and monitor health, safety and welfare standards and targets and Input into the GEL H&S improvement plan
- viii.
- ix. Comment on the level of resources allocated and deployed to carry out Health, Safety and Welfare responsibilities
- x. Minutes of the meetings will be posted on staff noticeboards and provided to the Board and Ealing Corporate Health and Safety, as part of the quarterly H&S reporting.

### **MONITORING ARRANGEMENTS**

- i. Health and safety will be managed proactively through a plan of specific service audits and inspections.

- ii. GEL is responsible for creating and carrying out an audit schedule for each service which will be directed at management level
- iii. GEL will conduct inspections at the operational level and will effectively monitor activities and tasks
- iv. The significant findings of proactive monitoring will be recorded on an action plan setting out ownership of specific issues and timeframes for corrective action to be taken
- v. Audit and inspection findings will be recorded and presented in format that is useful and meaningful to the Director and the Board
- vi. GEL will carry out reactive monitoring through the collection and reporting of work-related incident and ill-health data
- vii. The lessons learnt reporting of any incident investigation shall be submitted to the Director and the Board
- viii. Incident statistics will be reported to the Director on a monthly basis

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<b>Report Title</b>	Finance Update – June 2020		
<b>Meeting</b>	Greener Ealing Board Meeting		
<b>Date</b>	23 June 2020	<b>Agenda Number</b>	9.
<b>Type of Report</b>	For Noting / Information		
<b>Author</b>	Chris Neale, Katarina Pohancenikova		
<b>Background</b>	<p><b>Executive Summary</b> This report notes:</p> <p><b>1. Spend</b> The current costs compared to the budget in the October 2019 Cabinet report is as follows:</p> <ul style="list-style-type: none"> <li>• The start-up revenue expenditure spend to 31<sup>st</sup> March 2020 was £151k against an earlier forecast of £376k and reserve of the council set aside for these costs of £736k</li> <li>• The start-up capital spend to 31<sup>st</sup> March 2020 was £401k against budget of £1,092k.</li> <li>• The revenue expenditure forecast to 30<sup>th</sup> June is £775k against the balance of the above revenue budget carried forward £585k.</li> <li>• The start-up cumulative capital forecast to 30<sup>th</sup> June 2020 is £2,086k which is higher than the cumulative budget to 30<sup>th</sup> June of £1,092k, largely on IT.</li> </ul> <p>Greener Ealing is in a process of raising first contractual income invoice to the Council with a payment to be made on 15th July 2020.</p> <p><b>2. Lease Finance</b> Master agreements for the sublease are in the process of being sent to the council, preparatory to signing and then lease contracts being put in place for groupings of vehicles per lease supplier and delivery date.</p> <p><b>3. Loan Finance</b> A draft loan facility agreement is in the process of being finalised by the council and Greener Ealing, for the loan finance considered necessary with repayments allowed within the Greener Ealing business plan.</p> <p><b>4. HMRC Registration</b> The Company has been registered for Pay As You Earn online services (PAYE) and The National Employment Savings Trust pension scheme (NEST). Construction Industry Scheme (CIS) registration is next to follow.</p> <p><b>5. Bank Update</b> Commercial Banking Online and Bankers Automated Clearing Services Hardware Security Module (BACS HSM) payments facility have been configured and successfully tested.</p>		

## 1. Spend

The current costs compared to the budget in the October 2019 Cabinet report is as follows:

- The start-up expenditure costs up to 31<sup>st</sup> March 2020 was £151k, which is lower than the earlier forecast of £376k, all for funding by a council reserve of £736k set aside for such start up expenditure.  
The majority of this change is due to costs that have been delayed and slipped to 2020/21.
- The capital costs up to 31<sup>st</sup> March 2020 was £401k against budget of £1,092k. £753k (£306k of small plant, £205k of equipment and PPE costs and £180k of software and hardware) capital set up costs are proposed to be now slipped to 2020/21.
- The revenue expenditure forecast April to June 2020 is £775k against £585k slipped budget from council reserves. The forecast includes slippage costs from previous year and moving liability insurance and tools, equipment costs and vehicle registration costs from start up to 2020-21 (9 month) spend. It is intended the accounts to 30<sup>th</sup> June 2020 would show revenue start-up costs as funded by the council reserves.
- The capital forecast to 30<sup>th</sup> June 2020 is £2,086k against £1,092k previous forecast. There was a catch up on lower capital costs from up to 31<sup>st</sup> March 2020. We have identified additional costs for ICT hardware & software £792k and small plant £132k.

Greener Ealing is in a process of raising first contractual income invoice to the Council with a payment to be made on 15<sup>th</sup> July 2020.

## 2. Lease Finance

Master agreements for the sublease are in the process of being sent to the council, preparatory to signing and then lease contracts being put in place for groupings of vehicles per lease supplier and delivery date.

The finance sub lease is drafted on the basis of the annual rental being paid over the year to the council and allowing for changes from the amount charged to the council where required for tax purposes.

The council has appointed its advisors to confirm commercial terms included to ensure compliance with State Aid, and the draft agreement allows for these being included in the agreement including after initial signing.

## 3. Loan Finance

A draft loan facility agreement is in the process of being finalised by the council and Greener Ealing, for the loan finance considered necessary, with repayments allowed within the Greener Ealing business plan.

It is drafted on the basis of allowing funding for capital expenditure not financed by the finance sublease, and working capital where required, and allows for changes in the interest rate where required for tax purposes.

The council has appointed its advisors to confirm commercial terms included to ensure compliance with State Aid, and the draft agreement allows for these being included in the agreement, including after initial signing.

## 4. HMRC Registration

The Company has been registered with HMRC for PAYE and NEST pension. CIS registration to be submitted next.

**5. Bank Update**

Commercial banking online and BACS HSM facility have been configured and successfully tested.

## Greener Ealing Ltd - Board Forward Plan 2020

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Specific Project Updates
<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> <li>• Equality and Diversity Policy</li> <li>• Scheme of Delegation</li> <li>• Matters Reserved for Shareholder/ Board</li> <li>• Employment Policies – part 2</li> </ul>	<ul style="list-style-type: none"> <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>

## 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>• H&amp;S Update</li> <li>• Risk Management</li> <li>• Managing Director's Report</li> <li>• Forward Plan</li> </ul> <p><i>Once operational H&amp;S and Risk Management will be near the top of each agenda to ensure prominent place in Board discussions</i></p>	<ul style="list-style-type: none"> <li>• Change Accounting Reference Date to 31 March</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> <li>• Corporate Social Responsibility Policy</li> <li>• Employment Policies – part 3</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)