

**GREENER EALING LIMITED (“GEL”)  
MINUTES OF THE BOARD OF DIRECTORS MEETING  
HELD AT 14:00 HOURS ON 25 FEBRUARY 2021 BY MS TEAMS / CONFERENCE CALL**

<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>
	Bill Gilmour	Human Resources Manager, GEL	<b>WG</b>
	Gary Alderson	Shareholder Representative, LBE	<b>GA</b>
	Katarina Pohancenikova	Head of Finance, GEL	<b>KP</b>
	Dipti Patel	Director of Place Delivery, LBE	<b>DP</b>
	Andrea Goldsmith	Bridgehouse Company Secretaries (minutes)	<b>BCS</b>
	Mick Aherne	Head of Compliance	<b>MA</b>

**1. Apologies for Absence**

**1.1** MB welcomed those present and advised that no apologies for absence had been received.

KOL advised the Board that sadly David Osei had passed away, and a letter of condolence would be sent on behalf of the Board and Company, which was **agreed**: **ACTION**. KOL added that WG was in contact with the family, and GEL would be represented at the funeral. **KOL**

**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 – 17 December 2020**

**3.1** The minutes of the last meeting were approved subject the last sentence of Min 8.4.6 being deleted: **ACTION**. **BHC**

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

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

**4.2** KOL advised that the outstanding action on the Memorandum of Understanding would now be picked up with a review of the Service Agreement. Anthony Collins Solicitors will be advising GEL.

**4.3** KOL presented the actions against the outstanding internal audit report on corporate governance. The whistleblowing policy had been taken at the last Board meeting. The key performance indicators had been agreed by LBE client-side and were now being used. The risk appetite and risk management policy will be discussed under a later item. High-level engagement between the GEL Board and the LBE was considered to be missing by the auditors, and so two meetings per year would be arranged. The first would be for initial budget discussions in October and then to review the annual performance in May / June each year. The Chair of GEL, the Portfolio Holder and the Client-Side Officer would attend these meetings.

**4.3.1** The Board **approved** the establishment of these twice-yearly meetings, to be called the Strategic Leadership and Partnership Panel (SLAPP)

**4.4** WG presented the report on the workforce strategy, which was intended as a quick reference guide to ensure delivery was on track. MB requested high-level information on the results of the initial staff engagement survey, which WG agreed to bring to the next meeting: **ACTION**.

**WG**

**4.4.1** The Board **noted** the report.

**4.5** WG presented the quick reference guide to the communications strategy. In response to a comment from AR, KOL advised that nominations for employee of the month were requested from each service area for those people who had gone above and beyond their usual role. These were then discussed by the senior team, and a decision made. KOL assured the Board that he tried to make the process as fair and open as possible, making sure that winners were from across the whole organisation. The scheme seemed to have gone down well with staff. There were nominations coming in from external partners now as well as the internal teams.

**4.5.1** The Board **noted** the report.

## **Governance**

### **5. Annual Policy Governance Review**

#### **5.1 Anti-Bribery**

**5.1.1** KOL advised that a review of the Governance Policies had been undertaken, and this included the Anti-Bribery (Gifts and Hospitality) policy. A small number of authorisations were included in the pack as being from an external supplier as a thank you for GEL staff appearing in their promotional video. This had given GEL some good publicity and positive feedback.

**5.1.2** The Board **approved** the gifts from the external supplier.

#### **5.2 Risk Management**

**5.2.1** KOL advised that this now included the risk appetite statement which had been discussed at the last Board away-day following a recommendation by the auditors.

**5.2.2** The Board **approved** the risk appetite statement and its inclusion in the risk management policy.

#### **5.3 Freedom of Information Policy**

**5.3.1** KOL advised that only a minor amendment was needed for this policy as highlighted in the papers. To date no requests had been received by GEL or LBE in relation to GEL. Should there be a request, KOL would sign off the draft reply before sending to the respondent.

**5.3.2** The Board **approved** the update to the FOI policy.

### **6. Workforce Profile – equalities and monitoring report**

- 6.1** WG reminded the Board that the Public Sector Equalities Duty applied to the Company, and that this was the results from the initial baselining review. This did rely on employees completing the information, which they were not required to do.
- 6.2** The initial results show that the workforce is predominantly male, with only approx. 5% female colleagues. The majority of staff are over 50, which may explain why the ethnicity of the workforce is different to the population of Ealing.
- 6.3** Three specific equality measures have been agreed:
- i. To get an accurate baseline of equalities information.
  - ii. To increase the number of female HGV drivers employed on contract
  - iii. To increase the number of female employees across the workforce generally.
- 6.4** The majority of female colleagues worked in the back-office support, with seven in street cleaning, one in grounds maintenance and one HGV driver: none were in front-line supervisory roles. GEL have spoken to the agency to see whether they could encourage more females to come through, although this was not a traditional industry that women considered. Street cleaning and grounds maintenance was felt to be more likely to attract female staff. GEL could also consider offering different hours or term-time only roles.
- 6.5** WG reported that he had spoken to some of the front-line female staff, one of whom had been a previous winner of Employee of the Month and was well regarded by her colleagues. She said that she loved her job, especially being outside, and had not received any inappropriate comments for some time. She had been encouraged to apply for a team leader job but had not felt that it was for her. In talking to the HGV driver, she had felt that her English was not good enough at first but had an HGV licence before coming to the UK.
- 6.6** There had been 57 new appointments recently by moving people from agencies onto permanent contracts after a successful probation period, which meant that 52% of the workforce were White-British, White-Irish or White-Other: more in line with the population of Ealing as approx. 49%. The percentage of white employees may be linked to those with the longest service being mostly white. There were some ethnicities that did not traditionally work in waste, and so there may be difficulties recruiting staff from particular backgrounds. However, accepting that the majority of employees were white, there was good representation from other ethnicities.
- 6.7** The religious beliefs data was difficult to draw conclusions from as the majority declared themselves as Christian, but 15.5% did not reply or there was no data collected.
- 6.8** The number of people who declared they had a disability represented 1.2% of the workforce, although 21% of staff did not respond or make a declaration. The census data for Ealing was for 6.6% having a disability and being economically active. WG noted that disability did tend to be under-reported. Work was underway with the Unions to try to encourage people who had a disability to come forward to discuss reasonable adjustments and other ways to support them, which was welcomed by those present.
- 6.9** WG assured the Board that while applications from under-represented backgrounds would be encouraged, appointments would continue to be made on the best person for the role.
- 6.10** GA thanked WG for the work and presentation and commented that this was also a key area of focus for LBE as well, with active monitoring underway at every level and

department. LBE had commissioned an external review by DWC who had met with people and networks across the Council. GA requested that workforce information be presented by grade for the next review: **ACTION**.

WG

**6.11** Short videos could be added to the website from those staff who were willing to be part of a campaign to encourage diverse applications. Younger people in the borough did not have driving licences because of the prohibitive costs of insurance, and that public transport and Uber was easy to use. GEL could consider offering driver training to work up to an HGV licence.

WG

**6.12** AR suggested that GEL link with the Employee and Skills Team and the Benefits Team who may be able to highlight potential staff who could be supported through grants, such as the Government retraining scheme.

**6.13** The Board **noted** the report and thanked WG for his work in bringing the data together and looking at options for the future.

## **7. AGM notice**

**7.1** KOL reminded the Board that the AGM had been planned for today, but had had to be postponed. The notice had been amended for the new date, which would be held virtually.

**7.2** The Board **approved** the amended AGM letter and notice.

## **8. Business Continuity Plan**

**8.1** KOL advised that this plan had been drafted using the LBE template, and in-house training and testing would be held.

**8.2** KR questioned whether the five-day recovery time for WhiteSpace was too long and should be reduced to 24-48h. KOL stated that people and vehicles would be the priority, and that there were paper back-ups for the WhiteSpace data, although WhiteSpace would be pressed for as quick a recovery as possible.

***NB Post meeting note the contract with Whitespace does in fact includes a 24-hour recovery period.***

**8.3** The Board **approved** the Business Continuity Plan.

## **Strategy, Project, and Operations**

### **9. Business Plan 2021/22**

**9.1** KOL presented the revised business plan following discussions at the last Board meeting and the away-day. The risk appetite statement discussed under Item 5.2 had been included. The budget would be discussed with LBE as a matter of urgency.

GA added that at a recent LBE Cabinet meeting, the members had discussed GEL performance and positive feedback was received. Following concerns from some members that the contract was overspent, a review had taken place and signed off by the LBE CFO which showed a £1.3m saving compared to the previous provider. The next stage will be

an efficiency review to show that the specification was being adhered to, but that savings were being made and new ideas were coming through. Most procurement was through a full market tender, ensuring value for money and savings where appropriate.

## **10. Staff Recognition Payment**

**10.1** KOL asked the Board to consider a £200 one-off payment to all staff in recognition of their efforts during the transfer to GEL and during the pandemic. There had been no loss of essential services during this time, which other similar providers had not been able to do. A suggestion of a deduction for absences not related to Covid, industrial injuries or disability was for discussion. MB added that in discussions with former colleagues, they had had to manage significant disruption and incur costs of agency, replacement staff.

**10.2** The Board discussed in detail how the decision to reduce pay for some instances of absence would be taken by those staff, and whether this could be counterproductive. MB noted that there was likely to be comments for either solution, and that it was important to recognise the hard work of staff.

**10.3** The Board **approved** the recognition payment with no reductions following a vote (KR, AR – for no reductions; MB – for reductions).

## **11. Key Performance Indicators (KPIs) and Operational Performance Report**

**11.1** KOL presented the KPI report, noting that performance continued to be good overall. The underlying sickness rate, excluding covid-related absences, was 5%. The number of complaints continued to fall, in part due to more proactive management and improved performance on the front-line, especially in refuse collection.

**11.2** GA congratulated GEL on the reduction in complaints and advised that street cleaning had been discussed by LBE Cabinet members. KOL replied that there had been some delays with leaf clearing, but he was not aware of any issues since then. New arrangements had been put in place, and it was hoped that these would start to delivery improvements in the coming weeks.

**11.3** The Board **noted** the KPI report.

BREAK: 15:16-15:21

## **12. Risk Management Report**

**12.1** The Board **noted** the report

## **13. Finance update**

**13.1** KP presented the finance report, highlighting that GEL currently had a year-to-date surplus of £454k, which was a positive variance of £311k. This was due to non-contractual work, such as weed spraying, grounds maintenance and additional street cleaning.

**13.2** The operating costs had a positive variance of £489k, due to service recharges, rephasing of depreciation, hire costs and other items.

- 13.3** The year-end position was forecast at £439k, which had been updated with the latest information following discussions with LBE, subject to any further loan adjustments or unexpected costs from LBE.
- 13.4** The accounts to 30 June 2020 are being audited by Deloitte LLP. The delay was due to a difference of opinion between GEL, LBE finance team and Deloitte LLP partners which was being worked through.
- 13.5** KP took the Board through the outstanding issues: start-up costs treatment, state aid implication and rental payments. GA added that the state aid rules were outside of LBE's control, but mitigations were being put in place for the increased interest payments.
- 13.6** A number of costs will be absorbed within the current financial year: covid-related costs, increased number of employees in the pension scheme, Amey holiday agreements, 2% increase for salaries and back-pay claim to LBE, and attendance at go-live training
- 13.7** Legal advice had been sought in relation to the draft loan facility agreements between LBE and GEL, which had raised two questions for clarification: the interest rate and the financial covenants. The interest rate stated in the document was not correct as the Interbank Offered Rate will not be used after Brexit. The financial covenants depend on external figures and markets, which may cause repayment problems. GA added that Helen Harris was aware that GEL had sought external legal advice and agreed that this avoided any potential conflicts of interest.
- 13.8** GEL were proposing to draw down £1.053m on the fixed capital and up to £1.447m on the working capital facility. A discussion was also being held with LBE to agree £341k, which would not be drawn down, to satisfy OTC licence requirements GEL will need easy access to any required monies within 7-14 days.
- 13.9** KOL noted that the agreed six-monthly meetings (SLAPP) between the GEL Chair and LBE Portfolio Holder should help clarify the budget and agreements, ensuring the service can be provided in the best way within an achievable budget and SLA and that the timescales of the discussions would be longer than it had been this year.

#### **Appointment of auditors**

- 13.10** KP asked the Board to appoint Deloitte LLP as the GEL auditors for the current financial year. Deloitte LLP also did the LBE accounts, and so it would mean the preparation of the consolidated group accounts would be quicker and easier.
- 13.11** The Board **noted** the financial report and **approved** Deloitte LLP as the Company's external auditors for the period 1<sup>st</sup> July 2020 to 31 March 2021.
- 13.12** ***Post meeting note:** The current auditor appointment remains until the close of the AGM, at which time the members would duly authorise the Board to re-appoint Deloitte LLP.*

#### **14. Operational Service Review – update**

- 14.1** KOL presented the review which had been discussed at the December 2020 meeting and the away-day, and with Earl McKenzie at LBE. This would not impact the overall service agreement.

- 14.2** The amount of overtime had been significantly reduced as previously agreed, with six new jobs being created as a result. The new garden waste route will start from 12 April 2021, with 300 properties moved to a different week, though the same day, to balance out the routes. This also reduced the number of routes from four to three. There were efficiencies to be made in the trade and food collection routes as well. These were all being discussed with LBE.
- 14.3** The Board **noted** the report and congratulated the team on the progress made.
- 15. HSEQ matters**
- 15.1** KOL advised that good progress was being made in this area, with weekly HSEQ Rumbles being held to discuss all incidents or issues. There had been one RIDDOR in the period, with an operative slipping on ice and breaking their ankle.
- 15.2** Additional training was being held for driving, weed spraying, on Alcumus and manual handling through Pristine Condition.
- 15.3** There were regular meetings to review Covid-related matters. There had been concerns about the number of staff that would be asked to shield with the new guidelines, but this had only affected one employee. MA advised that they were a front-line worker and so they could not be redeployed to another role. GA requested that if significant extra costs were incurred to cover Covid-related staffing, these should be referred to LBE. KR noted that the new guidance mainly impacted on 70+ year olds, and so should not have much impact on GEL workforce.
- 15.4** The Board **noted** the report
- 16. Fleet Provision and Transport Compliance**
- 16.1** KOL advised that the fleet was as expected, with the number of incidents having reduced. There were no issues with Go Plant. MA added there had been delays in getting some parts immediately after Brexit, but more stocks were being held with weekly monitoring, and this did not seem to be a problem anymore.
- 16.2** Following a comment from GA, KOL advised that additional provisions had been made for insurance. Cover was done through direct negotiation last year, but could be done through the LBE insurance team. Conversations with insurers had taken place the previous year, outlining the training and plans in place to mitigate against incidents, as GEL is such a new company.
- 16.3** Following a comment from GA, MA confirmed that the e-vehicle specification and usage had been agreed and 10 vehicles would be procured through the LBE team.
- 16.4** The Board **noted** the report.
- 17. GEL Training Academy**
- 17.1** KOL reminded the Board that this had been requested from the October 2020 meeting, and the proposal would support GEL's needs but could be marketed to other environmental

service providers through training packages once GEL achieves external accreditation for any courses we have to offer.

**17.2** MA added that the standardisation of the induction process across the business had led to a reduction in incidents. They were also looking at Train the Trainer and online options. The two training facilitator posts would help the development of the Academy.

**17.3** The Board **approved** the GEL Training Academy and the two Training Facilitator posts.

**18. Board Forward Plan**

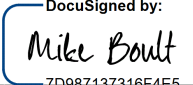
**18.1** The Board **noted** the plan, which had no changes.

**19. Any Other Business**

**19.1** GA congratulated GEL on the progress made and the changes and innovations that were coming through, which was echoed by the Board.

**20. Date of next meeting: 15 April 2021**

**17.1** There being no other business, MB thanked those present and closed the meeting at 15:46.

Signed  \_\_\_\_\_  
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Date 03-Jul-2021 | 09:35 BST \_\_\_\_\_

**Chair of the Board**