

GREENER EALING LIMITED
MEETING OF THE BOARD OF DIRECTORS
WILL BE HELD AT 13:00 ON WEDNESDAY 6th JULY 2022, BY MS TEAMS
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 7th April 2022	MB	Approval	(3)
4.	Matters Arising		Information	
4.1	The Board approved the following revised version of the lease refinancing option: RCVs to 7 years now, continuing with the current arrangement for the non RCV vehicles and plants until year 5 with a potential extension for a further 2 years for non RCV vehicles and entering a new lease arrangement for the plant after year 5. The actual saving over the remaining 3 years would be £664k.	MB		
4.2	Action Log	MB		(4)
5.	Introduction of External Auditors: Beever and Struthers	MBr		(5)
Governance				
6.	Corporate Governance			
	• Annual policy review:	KOL/LP	Approval	
	○ Anti- Fraud Policy			(6a)
	○ Data Protection Policy and Handbook			(6b)
	○ Health and Safety			(6c)
	○ Environmental Policy			(6d)
	○ Quality Policy			(6e)
	○ Risk Management			(6f)
	○ Scheme of Delegation			(6g)
	○ Financial Regulations			(6h)
	○ Board Terms of Reference			(6i)

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|-----|--|-----|-------------------------|------|
| 7. | MD Report <ul style="list-style-type: none"> • Update on delivery against business plan 22/23 | KOL | Information | (7) |
| 8. | Combined Performance Report including HSEQ and Transport | KOL | Information | (8) |
| 9. | Risk Management Report | KP | Information | (9) |
| 10. | Finance Update <ul style="list-style-type: none"> • Approval of Bins Contract | KP | Information
Approval | (10) |
| 11. | Contract Procedure Rules | KP | Approval | (11) |

Board Forward Plan

- | | | | | |
|-----|---|--------|-------------|------|
| 12. | Board Forward Plan | KOL/LP | Approval | (12) |
| 13. | Any Other Business | MB | Information | |
| 14. | Date of next meeting: 15 th September 2022 | | 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
	Bill Gilmour	BG	Head of HR and Comms, GEL
	Katarina Pohancenikova	KP	Head of Finance, GEL
	Earl McKenzie	EM	Assistant Director Street Scene, GEL
	Helen Harris	HH	Director of Legal and Democratic Services, LBE
	Lucy Taylor	LT	Shareholder Representative, LBE
	Darren Henaghan	DH	Interim Director of Housing, LBE
	Mark Bradley	MBr	Beever and Struthers (External Audit)
	Lizzie Purewal	LP	Waterstone/Bridgehouse Company Secretaries (minutes)

Apologies:

GREENER EALING LIMITED ("GEL")
MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD AT 13:00 HOURS ON THURSDAY 7th APRIL 2022 BY MS TEAMS

Present:	Mike Boulton	Chair and Director	MB
	Alison Reynolds	Director	AR
	Kieran Read	Director	KR
In attendance:	Kevin O'Leary	Interim Managing Director, GEL	KOL
	Bill Gilmour	Head of HR and Comms, GEL	BG
	Katarina Pohancenikova	Head of Finance, GEL	KP
	Lucy Taylor	Shareholder Representative, LBE	LT
	Darren Henaghan	Interim Director of Housing, LBE	DH
	Chuhr Nijjar	Senior Contracts Lawyer, LBE	CN
	Lizzie Purewal	Bridgehouse Company Secretaries (minutes)	BHCS

1. Apologies for Absence

- 1.1** MB welcomed those present, apologies for absence had been received from Earl McKenzie.

MB welcomed Darren Henaghan, Interim Director of Housing to the meeting, DH would be replacing Dipti Patel.

2. Declarations of Interest

- 2.1** There were no conflicts of interest regarding items on the agenda.

3. Minutes of the Board – 3rd and 18th February 2022

- 3.1** The minutes of the Board meeting on 3rd February 2022 were **approved** with no changes.

The Board **noted** the approved minutes from the meeting on 18th February 2022, to approve the Annual Report and Finance Statements (year-ended 31 March 2021).

4. Matters arising and Actions from the previous Board meeting

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

Action 13.2 (3rd February 2022) – update provided under minute: 9.2.5: Lease refinancing proposal – **carried forward**.

5. Corporate Governance

5.1 Anti-Bribery (Gifts and Hospitality)

- 5.1.1** KOL advised that a review of the Anti-Bribery (Gifts and Hospitality) policy had been undertaken, with no suggested changes required. A meal at a networking event had been received from a contractor.

- 5.1.2** The Board **approved** the hospitality from the contractor.

5.2 Freedom of Information Update

- 5.2.1** The Board **noted** that no FOI requests had been made to Greener Ealing over the past 12 months.

Strategy, Project & Operations**6.1 Managing Director's report**

6.2 KOL provided an overview of the Managing Director's report, and the following points were discussed:

- 6.3**
- KOL commented that Pay award was a key issue that had been under review over the last few months. The 2021 pay award had been concluded in October/November 2021. Discussions had already commenced with GMB regional officials regarding the 2022 pay award and it was hoped that this would be concluded earlier this time. It was expected that this would be a difficult pay round with high levels of inflation impacting the cost of living. The CPI had risen to 6.2% in February and there was currently a budget provision of 2.5% for any uplift. GEL would therefore need to be more imaginative to address the increasing gap between pay and the costs staff were facing.
- 6.4**
- A wide range of options were being considered, including the removal of task and finish in the collection service. The GMB was understanding of this and had responded positively to finding a solution. A lot of overtime was being currently being paid in core hours, which was not acceptable and was resulting in huge costs in those areas. Consolidating some of the plus payments and overtime was being explored.
- 6.5**
- The GMB had identified several issues including sick pay variations across the contract and ongoing grading issues complained of by members within the Grounds Maintenance teams. The contract went out to the market in 1995 and had been through several iterations with various contractors, resulting in a range of sick pay arrangements and the GMB were looking for some levelling up and fairness. GEL had agreed to review the contract in response to these requests, however it had been stressed that any changes would need to be deliverable and affordable and could not jeopardise contract performance. GEL's preference would be for a 2-year deal with an initial payment and a second stage payment being made on the back of efficiencies and cash available, rather than a speculative payment that could potentially leave GEL in a difficult financial position in the future.
- 6.6**
- KR questioned what assumptions had been made in relation to the business plan and the impact of inflation on pay. KOL confirmed that a 2.5% pay award had been allowed for within the business plan. A list had been circulated ahead of the meeting, which identified some areas for optimisation, and consideration would be given to whether any benefit achieved from the optimisation should be put back into additional pay.
- 6.7**
- AR commented that overtime had been significantly high at the start of the contract and questioned whether this had now reduced, or if still to be addressed, was this relevant to specific areas. KOL commented that street cleansing had overtime included in its current working arrangements and it was thought that this could be redistributed by creating new jobs. KOL confirmed that overtime had been reduced over the past year, however a lot was still being undertaken. It was thought that one way of addressing GEL's aspirations of attracting more women into the business, could be achieved by carving jobs up to make them more family friendly, allowing work to be undertaken in the middle of the day. KOL commented that collections was an area with high overtime. This had increased because of the HGV driver shortage but was also being used to deal with any short fall in service delivery daily, with overtime being paid within core time, which was not acceptable. Loosing that element of cost would be a big gain.

- 6.8 • MB commented that GEL had negotiated a very good deal in 2021 and the trade unions were likely to negotiate harder this time around. MB was aware of two competitors facing pay demands of c. 10%. KOL confirmed that discussions would continue with the trade unions and management would revert to the Board before making any offer.
- 6.9 • Gunnersbury Park Contract Award – weekly mobilisation meetings were taking place.
- 6.10 • Grounds Maintenance Software – PSS had been appointed to implement a new digital system over the coming weeks.
- 6.11 • Elderly and Disabled Persons Gardening Contract – although initially anticipated to start on 1st April, final confirmation was still to be received from Ealing Council. LT and DH to follow Lisa Kunudy in Estate Services **[ACTION]**.
- 6.12 • Business Plan 22/23 Objectives 1-9 – a detailed action plan for each of the nine business objectives was being developed. Going forward this would be shared with the Board at each meeting to provide updates, to provide the Board with greater oversight over key activities and a greater level transparency
- 6.13 • Communication and Marketing – Wise Bird Marketing had been appointed to help prioritise activities to targeted work to help continue to raise GEL's profile and GEL's growth agenda. KR commented that the Council had a partner protocol in place and would follow up with the Comms team to ensure Wise Bird was aware of the Council's expectations **[ACTION]**.
- 6.14 • GEL had been unsuccessful in winning an LGC Award in the Environmental Services Category. Efforts would continue with other up-and-coming appropriate awards.

[LT/DH]

[KR]

7. Consolidated Performance Report including HSEQ & Transport

7.1 KOL provided an overview of the report, and the following points were discussed:

- 7.2 • There had been good performance across the contract, there had been a slight increase in VOR (daily average) in February, that had since come back under control. There had been 6 Assisted Missed Collections in February, it was hoped that advances in the Whitespace alerts would help bring this down to target of zero.
- 7.3 • Granular information was being collated on the CO2 reduction targets for 2022.
- 7.4 • Work was underway on BSI audits, with inspections due to commence from 26th April.
- 7.5 • Transport – 'red' diesel usage had been reduced and a trial for hydrated vegetable oil would be carried out, which would also benefit CO2 reductions.
- 7.6 • MB questioned whether the positive results within GEL's overall dashboard was in line with the Council's view of GEL's level of service delivery. AR commented that there had been a 50% reduction in calls to the Environment Contact Centre. A weekly meeting between the Council and GEL management was held to discuss customer contact and complaints. The Council recognised the positive impact GEL had had.
- 7.7 • Asked by AR whether the same people were regularly affected by the Assisted Missed Collections, KOL confirmed that these were different each time. It tended to be food collections that were missed, with smaller bins when the teams were rushing. It was hoped that the introduction of Whitespace would resolve this issue.
- 7.8 • DH sought clarification on GEL's relationship with West London Waste, in relation to the recycle rate at the depot recycling site. DH suggested that the HWRC Recycling Rate of 54.12% seemed low. KOL recognised that the rate was very low and needed to be reset, he confirmed that this was currently under discussion and would likely be raised to between 65-70%.

- 7.9
- DH sought clarification on GEL's transport strategy and overall strategy around carbon reduction, suggesting that climate change should be a key focus for GEL now that a good level of service was in place. KOL confirmed that the Board had approved GEL's Carbon Reduction Plan at the previous meeting. GEL had proposed a 7% reduction in CO2 for 2022 and a further 8% in 2023, inline with the Council's overall strategy. KOL undertook to share this plan with DH **[ACTION]**. **[KOL]**
- 7.10
- LT commented that the Council submitted a quarterly performance report to Cabinet, which had identified a decrease in the recycling rate over the past couple of years, which was initially thought to be a result of Covid, however there had been no improvement over the past 6 months and added focus was required to increase this rate. Joint working between GEL and the Council would be required to understand current customer behaviour and how to improve it. KOL recognised that a conversation was required between GEL and the client team regarding how contamination could be addressed. KOL suggested that 'door knocking' was an option that could produce results. DH referenced his previous experience of sending people into the community to communicate recycling requirements, which had produced results. DH commented that it was important to analyse waste flows to understand how waste could be dealt with so that customers could be asked to present their waste in a way that it could be better recycled. DH would follow up with Earl McKenzie to arrange for the Waste Watch team to knock on doors in areas of high risk **[ACTION]**. **[DH]**
8. **GEL Risk Management – Risk Register**
- 8.1 MB observed that the register now reflected the real risks on the business. MB requested that a risk on pay review be added to the register **[ACTION]**. **[KP]**
- 8.2 The Board **noted** the risk register.
9. **Finance Update – February 2022**
- 9.1 **Management plan to close the gap of £389k**
- 9.1.1 KP presented the financial results, highlighting the following:
- 9.1.2
- The overall draft financial position to 28th February 2022 was a surplus after tax of (£372k) against a budget of £133k. Key variances related to (1) a favourable turnover variance of (£910k) because of non-contractual work, (2) an adverse staffing costs variance of £424k, (3) adverse operating costs variance of (£75k) and (4) a positive funding costs variance of (£181k).
- 9.1.3
- The full year forecast had been updated and was currently showing a profit before tax of £520k against an originally budgeted loss of £84k.
- 9.1.4
- The original budget/forecast assumed a loan drawdown. Loan drawdown was linked to the capital start-up costs with the Council and as this was one of the outstanding items to be finalised, GEL had not yet drawdown on any loans in this financial year.
- 9.1.5
- At the time of preparing the half year forecast, Covid-19 cases had been rising sharply and GEL had built in overtime to cover for sickness absences. GEL had not been hit as originally anticipated and had not needed to incur additional overtime and agency cover.

KR sought clarification in the assumptions that had been made regarding potential fuel costs increases and questioned whether this would become a material risk if costs remained at the current increased level. KP commented that the business plan for 22/23

had assumed an increase in fuel costs between 7-10%, with the understanding that if the costs increased beyond 10% GEL would ask the Council for a contribution to these costs. KP commented that this also applied to insurance costs, should these increase above 10% in the year. Asked by KR whether the Council had agreed to this position, LT confirmed that the Council had recognised that there might be significant inflationary increases over the next year and the position would be discussed once this occurred. MB commented that it seemed to be an agreed position that there was a shared ownership of the problem.

9.1.6 The Board noted the overall draft financial position to 28th February 2022.

9.2 Lease refinancing proposal

9.2.1 KP presented an overview of the company lease refinancing analysis for the five options considered for the Vehicle and Plant Lease Refinancing proposal, and the following was discussed:

9.2.2

- GEL had been looking to extending the leases on the vehicles and machinery from 5 to 7 years.

9.2.3

- GEL management proposed to agree the option: 'RCVs 7 Years + Non RCV vehicles Year 6/7 Extension + Year 6/7 New Plant', which would result in an overall saving of £1.875m over the future 5 years. This option would allow GEL to purchase the vehicles after year 7. It was thought this timing would provide more choice in moving to an alternative fuel fleet especially for the non RCV vehicles in year 6/7 and would provide the most flexibility when reprocurring the fleet to run the full 5 years with option to extend if needed. Finance companies were reluctant to agree to longer terms than current 7 years, but it was expected that the lifetime for some of the vehicles and plant might be stretched further than 7 years with additional future savings in years 8 to 10.

9.2.4

- At the last Board meeting management was asked to work on an action plan to close the estimated full year loss of £389k for financial year 22/23. A prudent approach had been used to set the next year budget as it was felt this was the safest approach in the current financial, political and market situation. Different options had been considered. It had been assumed that the 22/23 budget gap could be reduced by:

- £333k Fleet Lease Refinancing
- £62k Service Optimisation/Efficiency
- £51k HGV Drivers Issue Overtime

9.2.5

- GEL management was waiting for Council representatives to resolve outstanding issues and agree on costs recoverability:

- Start-up costs treatment – CN commented that TLT had advised that state aid rules did apply to the start-up costs. Further clarification was being sought from TLT on elements of that advice. Part of the advice had been for the Council to employ a commercial advisor to advise on the arrangements, the mitigations that had been put in place, and the accounting treatment of the start-up costs. A response was awaited from TLT, and the Council Finance team was leading on this. A meeting had been scheduled between Legal and GEL management to provide an update.
- Heads of Terms (Premises lease agreement) – concerns had been highlighted to the Council Property team and a response was awaited.
- Appointment of external auditors for financial year 21/22 – a process was underway to review bids and a recommendation would be made to the Shareholder Representative in the next couple of days. The same auditors would need to be used for other Council owned companies.

- 9.2.6** • The Company corporation tax return for financial year 20/21 had been submitted.
- 9.2.7** Asked by AR whether the Council Finance Team had been engaged on the lease financing recommendations, KP confirmed that they had been consulted.
- 9.2.8** Following due consideration, the Board **noted** and **approved** option: 'RCVs 7 Years + Non RCV vehicles Year 6/7 Extension + Year 6/7 New Plants £11,401,332' of the lease financing proposal.
- 9.2.9** AR questioned whether adequate assurance had been provided by the potential external auditors that GEL would not be in the same position as the previous audit. AR commented that Council intervention had been helpful in the previous audit, which would not be available if GEL did not use the same auditors as the Council. KP commented that reasonable proposals had been received from four audit firms. Two of the firms had scored very closely in terms of delivering the audit in the summer and signing the accounts by the end of September 2022, allowing a 3-month buffer ahead of the Companies House filing deadline in December. The Council Finance team had been consulted and had confirmed GEL should proceed on this basis.
- 9.2.10** KR highlighted that one of the challenges of the previous audit had been the external auditor's assumptions that an extension would be granted. KR commented that given GEL's track record of late filing it was unlikely that an extension would be granted going forward. KR requested assurance that the replacement external auditor had been made fully aware of the history of the situation and the need to engage early to avoid any risk of filing late. KP confirmed that the timing for filing the audit had been discussed with the audit firms and both had provided assurance that they were currently on track with their workload and would start the process in good time, so that GEL would not face the same situation in this financial year.
- 9.2.11** MB commented that the newly appointed GEL external auditor would still be required to reach a consensus with the Council auditor. GEL would not therefore have complete control of completing the audit. KP commented that the GEL external auditor would still need to provide information and details to the Council auditor, details regarding this were yet to be received from Deloitte. The potential auditors had confirmed they had a list of information they were required to provide; they already undertook work for Council owned companies, and they did not foresee this would be an issue.
- 9.2.12** KP commented that Deloitte had also stated they would not be able to deliver the audit for the Council owned companies which was why GEL had explored the appointment of a new external auditor. KP confirmed that references had been provided for both external audit firms, both of which were highly recommended.
- 10. Board Forward Plan**
- 10.1** The Board **noted** the plan, which had no changes
- 11. Any Other Business**
- 11.1** There was none.
- 12. Date of next meeting: currently scheduled 30th June 2022**

- 12.1** MB commented that he was not available to attend the meeting on 30th June and asked that either an alternative Chair be appointed, or the meeting be delayed to the following week **[ACTION]**. **[KOL]**
- 12.2** There being no other business, MB thanked those present and closed the meeting at 13:51.

Signed

Chair of the Board

Date

DRAFT

GREENER EALING LTD - ACTION LIST – 6 July 2022					
Minute Ref	Action items arising from minutes	Officer	Due By	Comments	Status
Actions arising from 3 rd February 2022					
13.2	Finance Update – To follow up on the outstanding legal advice the Council was seeking from their legal team to ensure state aid rules were followed in relation to the start-up costs treatment.	HH		A meeting had been scheduled between Legal and GEL management to provide an update.	OPEN
Actions arising from 7 th April 2022					
6.11	Managing Director's report – To follow up with: Lisa Kunudy in Estate Services, on the Elderly and Disabled Persons Gardening Contract.	LT/DH		Resolved. The contract started in May 2022.	CLOSED
6.13	Managing Director's report – To follow up with the Comms team to ensure Wise Bird was aware of the Council's partner protocol.	KOL		Follow up had taken place	CLOSED
7.9	Consolidated Performance Report including HSEQ & Transport – To share GEL's Carbon Reduction Plan with DH.	KOL		Document shared	CLOSED
7.10	Consolidated Performance Report including HSEQ & Transport – To follow up with Earl McKenzie to arrange for the Waste Watch team to knock on doors in areas of high risk.	DH		Completed	CLOSED
8.1	Risk Register – To add a risk on pay review to the register.	KP		Now included in the risk register	CLOSED
12.1	Date of next meeting – To reschedule the meeting on 30 th June.	KOL		Meeting date amended to 6th July	CLOSED

(KO) Kevin O'Leary

(MB) Mike Boulton

(AR) Alison Reynolds

(KR) Kieran Reid

(LT) Lucy Taylor

(HH) Helen Harris

(KP) Katarina Pohancenikova

(BHCS) Jo Steel / Lizzie Purewal

(WG) Bill Gilmour

(DH) Darren Henaghan



Audit Plan Overview

Greener Ealing Ltd
Year Ending 31 March 2022

20 June 2022

BEEVER
AND
STRUTHERS

CHARTERED ACCOUNTANTS
AND BUSINESS ADVISORS



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Introduction

Our Audit Plan Overview sets out the approach to the audit of Greener Ealing Ltd for the year ending 31 March 2022.

We will issue an opinion on whether the financial statements give a true and fair view.

The purpose of this report

On an annual basis we present a summary of our external audit approach to the Board of Directors. This document is intended to provide clarity over the audit process by:

- Outlining the proposed audit strategy for Greener Ealing Ltd.
- Identifying the key elements and issues upon which we will focus our work.

Our audit strategy is under continual review to ensure it encompasses issues which arise between now and the conclusion of the audit cycle. We welcome any feedback, particularly on any key issues identified by the Board and omitted in this document.

Respective Responsibilities of the Board and the Auditor

The Board of Directors are responsible for the preparation of financial statements which give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements.

Our audit will be carried out in accordance with International Standards on Auditing (ISAs).

The Audit Opinion

At the conclusion of the audit we will issue an independent audit report on the financial statements for the year ended 31 March 2022 stating whether in our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit or loss for the year then ended; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, the requirements of the Companies Act 2006 and FRS 101.

We also report on whether the information in the Directors' Report is consistent with the financial statements and prepared in accordance with applicable legal requirements and not materially misstated.

Audit Timeline

STAGE

Planning

Final Fieldwork

Completion

Date	April – June 2022	July – August 2022	September 2022
Scope of Work	<p>Planning meeting and discussions with Finance team</p> <p>Review files of previous auditors</p> <p>Agree detailed timetables and scope for the audit visits with the Finance team.</p> <p>Update knowledge of the business.</p> <p>Assessment of the overall control environment.</p> <p>Review of Board Minutes.</p> <p>Review the latest management accounts to identify areas of audit risk and to set planning materiality.</p> <p>Develop risk-based audit approach and audit programmes.</p>	<p>Update review of Board Minutes.</p> <p>Document the systems and evaluate the internal controls.</p> <p>Perform walk through tests and compliance tests on the Group's key financial controls.</p> <p>Substantive testing and analytical procedures on the reported figures.</p> <p>Review going concern.</p> <p>Completion of disclosure checklists/comparison to best practice.</p> <p>Closing meeting on the audit.</p> <p>Feedback to the Finance team of system weaknesses.</p> <p>Review post balance sheet events.</p>	<p>Attendance at Board meeting to present the draft financial statements and management letter.</p> <p>De-brief with the Finance team on the audit process and improvements for the future.</p> <p>Update on post balance sheet events.</p>
Reports	<p>Audit Strategy</p> <p>Information request for the final audit</p>		<p>Draft Management Letter to the directors.</p> <p>Signed Audit Report.</p> <p>Signed Letter of Representation.</p> <p>Final Management Letter.</p>

Our Team

We aim to provide consistency of staffing year on year whenever possible.

Key members of the team are:

Mark Bradley
Audit Partner

Mark Bradley, Audit Partner
d: 01254686602
e: MBradley@beeverstruthers.co.uk

George Shillam
Senior Manager

George Shillam, Senior Manager
d: 01616763957
e: GShillam@beeverstruthers.co.uk

Rebecca Steele
Auditor

Rebecca Steele, Auditor
d: 01616764045
e: RSteele@beeverstruthers.co.uk

Risk based audit approach

Our audit approach is based on our understanding of the business, our identification of the key risk areas, where material misstatement in the accounts could occur, and carrying out procedures in response to those risks.

Overview

Understanding the business and its control environment is at the centre of our audit approach. We have interaction with the Finance team throughout the year to ensure that any issues are identified and resolved on a timely basis.

A planning meeting was held with the Interim Managing Director and Head of Finance on 20 April 2022.

Risk Assessment

We focus our audit work on the areas where we consider there is the highest risk of material misstatement in the financial statements. We then assess how effective the Company's internal controls are at mitigating the identified risks.

The key audit areas we have identified for the 2021/22 audit are set out on pages 9 to 12.

Materiality

Our audit procedures are designed to identify omissions or misstatements which are material to our opinion on the financial statements.

Materiality

In assessing materiality we take into account both the materiality of the class to which the balance belongs and the overall impact of the balance on the statement of financial activities and balance sheet.

Planning Materiality

Materiality is set at the planning stage to ensure that an appropriate level of audit work is conducted. The expected outturn in the management accounts at 31 March 2022 will be used to set the planning materiality.

Reporting Stage

Materiality is also considered at the reporting stage in order to assess the impact of an item on the financial statements. An item would be considered material to the financial statements if, through its omission or non-disclosure, the financial statements would no longer show a true and fair view.

Trivial Omissions or Misstatements

A threshold for misstatements which are clearly trivial and do not need to be reported to the Directors will be established during our audit planning.

Communication with the Board of Directors

International Standards on Auditing (UK and Ireland) require us to communicate relevant matters relating to the audit of the financial statements to those charged with governance.

International Standard on Auditing (UK and Ireland) ISA 260

As the Board of Directors plays an important role in relation to the external audit, internal control and corporate governance, a key element of our audit approach is to communicate effectively with the Directors. This also fulfils the requirement of International Standard on Auditing (UK and Ireland) ISA 260 to communicate relevant matters relating to the audit of the financial statements to those charged with governance.

Audit Plan Overview

The audit plan will be circulated to the Board to set out the work we propose to undertake and the form of the reports we expect to make. This is an opportunity for the members of the directors to provide their feedback on the proposed audit approach.

Final Audit Reports

At the conclusion of the final audit, we will issue a Management Letter informing the Directors of the following matters:

- views about the qualitative aspects of the Company's accounting practices and financial reporting;
- adjusted and unadjusted misstatements, apart from those which fall below the threshold for reporting to the Directors as they are clearly trivial;
- matters specifically required by other International Auditing Standards to be communicated to those charged with governance (such as fraud and error);
- expected modifications to the auditor's report;
- material weaknesses in the accounting and internal control systems; and
- any other relevant and material matters relating to the audit.

This will be presented to the Board of Directors.

We are available to meet members of the Board of Directors without the presence of management if required.

Ethics, Independence and Fees

The Ethical Standard require us to provide you with relevant matters relating to our independence.

Safeguards are in place for the provision of non-audit services we provide.

Letter of Engagement

A letter of engagement setting out the basis on which we act as the external auditors of the Company, in line with the requirements of International Standards on Auditing (ISAs), was signed in May 2022

Ethics and Independence

International Standard on Auditing (ISA) 260 (Communication with those Charged with Governance) and good practice require us to outline the following in our audit plan:

- Details of all relationships between the auditor and the client.
- Total fees charged for the provision of other services.
- Related safeguards in place to eliminate identified threats to independence.
- Confirmation that the auditor complies with the Ethical Standard.

The Directors should take an active role in considering whether the external auditor's independence might be impaired by the provision of non-audit services.

Non Audit Services

We provide no non-audit services to the Company.

Ethics, Independence and Fees

We confirm that we have implemented policies and procedures to meet the Ethical Standard.

The Finance team will provide all the relevant working papers we require along with draft financial statements.

Independence Declaration

We confirm that:

- We are not aware of any personal relationships between Beever and Struthers and the Group.
- Appropriate safeguards have been established for the provision of any non-audit services.
- We comply with the Ethical Standard and in our opinion the firm is independent within the meaning of regulatory and professional requirements and the objectivity of the engagement partner and the audit staff is not impaired.

Audit Fees 2021/22

In our tender we proposed that the audit fees for the year ended 31 March 2022 will be £30,500 excluding VAT.

Billing Schedule	Amount
Issue of audit plan	25%
Completion of audit field work	65%
Provision of signed audit reports	10%

Key audit areas

We have identified the following key auditing and accounting issues which will be the main focus of our audit.

Macroeconomic conditions

The wider economic environment is providing several challenges which are both directly and indirectly impacting the Company.

The coronavirus (COVID-19) pandemic is continuing to have an impact, with increased cleaning costs and processes put in place for ensuring safety of residents.

There has been a 7.0% increase in Consumer Prices Index (CPI) in the 12 months to March 2022, primarily driven by the increase cost of energy. This was increased further in April 2022 when the energy price cap is raised and National Insurance contributions are increased for both employees and employers. This will have an effect on the Company's costs.

Further changes may occur in the upcoming months due to unsettled financial markets arising from the Ukraine crisis, and peaks and troughs in supply of materials and labour.

This introduces additional audit risks in us arriving at our audit opinion. These include:

- Going concern including reduced future cash flows;
- Fall in values in assets as part of the net pension liability recognised as well as potential increases in cash flow demands from pension providers;

Audit Approach

For the coming year we have discussed initial plans for the audit logistics as part of our planning meeting, but we will keep this situation under review as we get closer to the final phase of the audit fieldwork.

Our work will include a review of key estimates, judgements and assumptions in the financial statements and business plan, including going concern. We will conclude whether judgements and estimates have been made on an appropriate basis and adequately disclosed in the financial statements.

In line with Auditing Standards, we will review judgements and estimates up to the point of signing the financial statements.

Key audit areas

Finance leases

The Company has motor vehicles and plant equipment on lease from London Borough of Ealing Council. As at 31 March 2021 the net book value of these assets was £7,498,949 and the associated lease liability was £7,536,919.

Audit Approach

Our audit work in this area will cover::

- Reviewing the lease agreements in place to ensure they are correctly treated;
- Review the classification of leases as finance leases to determine whether they are classified correctly;
- Reviewing the accounting treatment for the assets, liabilities and lease finance costs to ensure they are treated correctly;
- Review the disclosures and the notes to the accounts at the final audit to ensure they comply with IFRS 16.

Key audit areas

Defined Benefit Pension Scheme

The Company participates in a Local Government Pension Scheme which is a multi-employer, defined benefit scheme.

The total provision as at 31 March 2021 was £72,261 and the impact on the actuarial gains and losses for the year was a gain of £30,000.

The actuaries of the schemes will value the pension assets and liabilities for reporting purposes, and these will be included in the financial statements at 31 March 2022.

Audit Approach

Our audit work in this area will cover::

- Discuss the process and arrangements for obtaining valuations from the schemes' actuaries, including the instructions given to the actuaries;
- Review the information provided by the actuaries to the Company;
- Reviewing the actuarial valuations and the assumptions made by the actuaries to ensure assumptions are consistent with those used in 2020/21, or that any changes are understood and are reasonable;
- Agree the pension disclosures to information provided by the actuaries;
- Review the accuracy of the journals processed at the year end; and
- Review the disclosures and the notes to the accounts at the final audit to ensure they comply with reporting requirements.

Key audit areas

Assessment of Fraud Risk

ISA 240 “The Auditor’s responsibility to consider fraud” requires us to consider the risk of fraud and the impact that this has on our audit approach. There is a presumed significant risk of fraud in two areas:

Revenue Recognition

Material misstatements due to fraudulent reporting often result from an overstatement of revenues, for example through premature revenue recognition or recording fictitious revenues. The auditor therefore presumes that there are risks of fraud in revenue recognition and considers which types of revenue may give rise to fraud risks.

Management Override

Under ISA 240 there is a presumed risk of management override of the system of internal controls.

Material misstatements can arise from management overriding the controls which are in place or by manipulating the results to achieve targets and the expectations of the stakeholders.

Audit Approach

Our audit work in this area will cover::

- Meeting management to discuss fraud related risks and the risk of material misstatement in the financial statements;
- Reviewing the Group’s anti-fraud policies;
- Reviewing any relevant internal audit work; and
- Reviewing the fraud register.
- Assessing and testing the controls over income;
- Assessing and testing the controls over cash and debtors and the segregation of duties in place;
- Assessing the controls over the maintenance of supplier details and changes to bank account details;
- Assessing the controls over the raising and approval of manual journals and accounting estimates.
- Reviewing any journals raised after the management accounts for the year ended 31 March 2022 are produced; and
- Considering the manipulation of the financial results through the use of journals and management estimates, such as provisions and accruals.

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Report Title	Review of Governance Policies		
Meeting	Greener Ealing Board Meeting		
Date	6 th July 2022	Agenda Number	6 A-I
Type of Report	For noting and approval		
Author	Lizzie Purewal - can be contacted on lizzie@bhcsecretaries.co.uk prior to the meeting.		
Background	1. To review the following policies to check they are working in practice: <ul style="list-style-type: none"> a) Anti-Fraud Policy b) Data Protection Policy c) Health and Safety d) Environmental Policy e) Quality Policy f) Risk Management g) Scheme of Delegation h) Financial Regulations i) Board Terms of Reference 		

Annual Review of Governance Policies

The purpose of the review is to advise whether any changes are to be made to the policies due to changes in legislation or best practice. We also look at whether the policies are working in practice, and are being adhered to, which will also help identify if any changes are required.

Anti-Fraud

Katie Pohancenikova has undertaken a desk-top review of the Anti-Fraud Policy and affirms that the policy is working in practice and is being followed. There are no recommended changes to the policy at this time

There have been no reports of suspected fraud in the last 12 months.

Data Protection

The company's Data Protection Policy was adopted in March 2020. Jo Steel (Bridgehouse) completed a "light touch" review, and both Jo Steel and Bill Gilmour agreed that the document was still fit for purpose. All GEL's supervisors, managers and admin staff were required to do the council's e-learning courses on data protection. In addition, during the next 3 months, through our Training academy - toolbox training would be re issued to all front-line staff on "confidentiality on the front line". There are no recommended changes to the policy.

Health & Safety Policy, Environmental Policy, and Quality Policy

The Health & Safety, Environmental and Quality policies have been reviewed, and following the BSI review changes have been made to the structure of the policies and a section on communicating the policy has been added, as shown in tracked changes.

The Board is asked to approve the suggested changes to the Health & Safety Policy, Environmental Policy and Quality Policy.

Risk Management Policy

Katie Pohancenikova has undertaken a desk-top review of the policy and affirms that the policy is working in practice and is being followed. There are no recommended changes to the policy.

Scheme of Delegation and Financial Regulations

The following changes have been proposed to the Scheme of Delegation to allow for more transparent and smoother processes within the Finance function. The same changes have been proposed to the Financial Regulations to align these with the Scheme of Delegation. Summary of changes tracked in each document:

- Splitting the Write down of Asset Value authorisation limits into:
 - Over £0 - £50,000 to be authorised by GEL MD and HoF
 - Over £50,000 to be authorised by GEL Board and LBE
- Addition of “Depot Transport Compliance Manager / GEL Board Director: Mike Boulton” as alternative authoriser in the absence of the Head of Finance or the Managing Director, where approval cannot wait or return of one or the other, to ensure that finance transactions are not delayed, to the detriment of the company
- Removing “Head of Compliance” from the authoriser list.

The Board is asked to approve the suggested changes to the Scheme of Delegation and Financial Regulations.

Board Terms of Reference

The Board Terms of Reference provides a framework for the governance of Greener Ealing Ltd, providing a reference point for Board members. The role of each Board member is set out in Appendix 1 and the Chairman role profile at Appendix 2 was approved by the Board in March 2020.

The Board is asked to approve the Board Terms of Reference.

Lizzie Purewal
Bridgehouse Company Secretaries

ANTI FRAUD POLICY

The purpose of this policy is to set out clearly, Greener Ealing's approach to fraud. Greener Ealing expects all employees, directors, agency staff, consultants, volunteers, trainees and contractors (collectively referred to as employees) to be honest and to provide any help or information necessary in dealing with cases of alleged fraud and corruption. We have developed a specific anti-fraud policy to reassure all our stakeholders that Greener Ealing treats suspicions seriously and takes a consistent approach to any reported cases of fraud and corruption. Greener Ealing wants to ensure that actual or attempted fraud, bribery or corruption once discovered, is reported in line with legal and regulatory requirements.

Policy Aims and Objectives

Greener Ealing is committed to preventing, detecting and deterring fraud, corruption or any other financial irregularity from occurring and to act when such behaviour is suspected or detected. The policy's objective is to encourage detection, provide clear guidance on roles and responsibilities, set out the response to any cases of suspected fraud and to ensure that the Greener Ealing stance on fraud is clearly communicated, both internally and externally.

Policy application

The Anti-Fraud Policy applies to all employees, directors, agency staff, consultants, volunteers and trainees and contractors (collectively referred to as employees) and all individuals and groups who benefit from Greener Ealing's services.

Policies

Greener Ealing has developed a number of policies and statements that clearly state the expected standards of behaviour from employees to act with integrity at all times, to be honest, and trustworthy and comply with all relevant laws and regulations

These policies include:

- **Whistleblowing Policy** outlines in detail Greener Ealing's commitment to protecting those who raise issues of concern from repercussions, and explains how concerns may be raised, both internally and externally.
- **Anti-Bribery Policy incorporating Gifts and Hospitality Procedures** outlines the action that should be taken by any staff offered gifts or hospitality by external suppliers, potential suppliers or partners.
- **Financial Regulations and Scheme of Delegations** - An important document detailing how Greener Ealing's financial affairs are to be handled to ensure transparency.

What is Fraud and Corruption?

Definitions include the following:

“A deception deliberately practiced in order to secure unfair or unlawful gain”.

“The offering, giving, soliciting or acceptance of an inducement or a reward, which may influence the action of any person.”

“The use of one’s position of trust for personal gain”

“A lack of integrity or honesty (especially susceptibility to bribery)”

“The intentional distortion of financial statements or other records by persons internal or external to the authority which is carried out to conceal the misappropriation of assets or otherwise for gain”

These definitions therefore include acts such as:

- Theft
- Deception
- Bribery
- Forgery
- Extortion
- Corruption
- Conspiracy
- Embezzlement
- Misappropriation
- Money Laundering
- False representation
- Concealment of material facts
- Collusion

Roles and Responsibilities

Board

It is the responsibility of the Board to:

- Set the standard of behaviour for the organisation by demonstrating zero tolerance for fraud;
- Satisfy itself through thorough monitoring and reports from internal and external auditors that internal controls within Greener Ealing are operating as they should and any identified weaknesses in the control framework are remedied in accordance with auditors’ recommendations.

Individual Directors

Each Director member must:

- Be open and honest in their dealings with Greener Ealing and always act in the organisation’s best interests;
- Declare any conflicts of interest as soon as they are recognised as such;
- Report any cases of fraud, or suspicion of fraud, to the Board and Company Secretary without delay;

- Co-operate fully with any investigation into alleged or potential fraud;
- Ensure that there are sound systems of internal control, where possible within Greener Ealing's activities;
- Develop and implement controls specifically to reduce the risks posed by fraud and to increase the likelihood of its detection should any wrongdoing occur.
- Implement any agreed audit recommendations within the agreed timescales to ensure systems are effective in preventing and detecting fraud.
- Ensure the results of any investigation are communicated to the individual who raised the initial concern;
- Ensure any fraud allegation is reported to the Council's representative as required.

Internal Audit

It is the role of the Council's Internal Audit team to:

- Review and evaluate the adequacy, reliability and effectiveness of Greener Ealing's internal control processes and report the findings to the Board.
- Follow up agreed recommendations to ensure implementation within agreed timescales.

Employees including staff members, consultants, agency staff and contractors

Employees are expected to:

- Be honest in their own dealings with Greener Ealing and always act in Greener Ealing's best interests, complying with both the letter and spirit of their contract;
- Report promptly any suspicion of fraud to an appropriate person as detailed below;
- Co-operate fully with any investigation into alleged or potential fraud.

Reporting and Responding to Fraud

In accordance with Greener Ealing's whistleblowing policy, employees must report any suspected cases of fraud and corruption to the Managing Director, Chairman or, if necessary, directly to the Council's Director of Legal and Democratic Services. There is also a route to report independently to the Council's fraud hotline fraud@ealing.gov.uk or telephone 0800 328 6453.

As soon as any member of the Board (including the Council's Director of Legal and Democratic Services) becomes aware of any fraudulent action the Council's representative must be notified immediately. On receiving notification, the Council's representative will assume sole responsibility for investigating any suspected fraud or malpractice. (In cases of whistleblowing that are not related to fraud, these will be investigated as laid out in that policy).

Greener Ealing has a duty to ensure that full access is given to the Council's representative, nominees or agents in the course of their investigation. The Council's representative has the right to request Greener Ealing to suspend any individual suspected of fraudulent action or malpractice.

This policy should be read in conjunction with Ealing Council's policies relating to fraud.

Revision	Date	Amendment	Content owner	Mandated by
First issue	28 May 2020		Finance	Kevin O'Leary

Second issue	15 April 2021	Changes to Reporting section to bring in line with Whistleblowing policy as amended in December 2020.	Finance	Kevin O’Leary
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DATA PROTECTION POLICY

This Policy sets out the obligations of Greener Ealing Ltd (“the Company”) regarding data protection and the rights of employees, customers, potential customers, business contacts, and other individuals (“data subjects”) in respect of their personal data under Data Protection Law. “Data Protection Law” means all legislation and Regulations in force from time to time regulating the use of personal data and the privacy of electronic communications including, but not limited to, the retained EU law version of the General Data Protection Regulations ((EU) 2016/679) (the “UK GDPR” enacted into law by section 3 of the European Union (Withdrawal) Act 2018), the Data Protection Act 2018, the Privacy and Electronic Communications Regulations 2003 as amended, and any successor legislation (“the Regulations”).

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

SECTION A – The Data Protection Principles

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

1. Lawful, Fair, and Transparent Data Processing

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

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

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

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

2. Processed for Specified, Explicit and Legitimate Purposes

- 2.1 The Company collects and processes the personal data set out in Part 16 of this Policy. This may include personal data received directly from data subjects (for example, contact details used when a data subject communicates with us or submits through the website) and data received from third parties (for example, from Ealing Council or other partners);
- 2.2 The Company only processes personal data for the specific purposes set out in Part 16 of this Policy (or for other purposes expressly permitted by the Regulations). The purposes for which we process personal data will be informed to data subjects at the time that their personal data is collected, where it is collected directly from them, or as soon as possible (not more than one calendar month) after collection where it is obtained from a third party.

3. Adequate, Relevant and Limited Data Processing

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

4. Accuracy of Data and Keeping Data Up To Date

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

5. Timely Processing

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

6. Secure Processing

The Company shall ensure that all personal data collected and processed is kept secure and protected against unauthorised or unlawful processing and

against accidental loss, destruction or damage. Further details of the data protection and organisational measures which shall be taken are provided in the Company's GDPR User Manual.

SECTION B – Accountability and Assessments

7. Accountability

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

8. Privacy Impact Assessments

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

SECTION C – Rights of Data Subjects

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

9. The Right to be Informed

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

10. The Right to Access

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

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

11. The Right to Rectification of Personal Data

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

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

12. The Right to Erasure of Personal Data

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

13. The Right to Restrict Processing of Personal Data

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

14. The Right to Object to Personal Data Processing

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

15. Automated Decision Making & Profiling

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

16. Personal Data

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

- a. Employee/Director/Consultant data, to administer the employment/director/contractual relationship between these individuals and the Company.

- b. Website users including those who request marketing information about our services, to provide information about such services.

17. Transferring Personal Data to a Country Outside the UK

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

18. Data Breach Notification

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

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

19. Implementation of Policy

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

Revision	Date	Amendment	Content owner	Mandated by
First issue	10 March 2020		Bridgehouse	Kevin O'Leary
Second issue	15 April 2021	Amendments to Introduction and Clause 17 to reflect end of Brexit transition period and technical changes to reflect UK-only application.	Bridgehouse	Kevin O'Leary



HEALTH AND SAFETY POLICY

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:~~

We will:

- maintain a health and safety management system that is externally assessed and certified to the requirements of ISO45001:2018. This provides the framework to help drive continual improvement and share best health and safety best practice throughout our business and provide sufficient resources to implement this policy in full. the maintenance of vehicles, plant and equipment;
- implement a rigorous process of hazard identification and risk assessment which drives the development of controls that minimise the possibility of injury or ill health.
- recognise and reward contributions to the maintenance of health and safety, and apply established disciplinary procedures to those who deliberately breach safety regulations, procedures or directions which includes driving at excessive speed when on company business.
- ensure health and safety performance is an essential factor in the selection of business partners and suppliers of goods and services.
- implement a Wellbeing program which focuses mental and physical wellbeing.
- learn from our experiences and share best practice through recording of ill health, incidents, dangerous occurrences, and close calls; and ensure close calls are routinely reviewed and ill health, incidents, dangerous occurrences are investigated and corrective actions to prevent reoccurrence are completed in a timely manner.
- ensure our progress against our health and safety objectives are measured, monitored and reported through setting health and safety key performance indicators and associated performance targets. Performance will be communicated monthly to the business and made available to all employees.
- commit to the establishment of channels of communication and consultation which positively encourage participation of all workers and, where they exist, their representatives to contribute to improvements in our health and safety performance.
- provide the right information, advice, training, and supervision to ensure that people under our control know their responsibilities and are competent to undertake their activities with the aim of continually improving their health and safety understanding and our health and safety performance.
- maintaining and improving the skills, knowledge and experience of staff;

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- ~~the maintenance of suitable means of access to and egress from offices and depots under its control;~~
- ~~suitable and sufficient fire safety/management arrangements for the offices and depots under its control;~~
- ~~ensuring, where practicable, the elimination or substitution of hazardous chemicals/products and where such cannot be eliminated, their safe use;~~
- ~~the identification and assessment of hazardous and risks to which staff may be exposed and where reasonably practicable, their elimination and/or control;~~
- ~~the consultation and communication with staff on health, safety, welfare and wellbeing matters;~~
- ~~building staff knowledge and awareness of health and wellbeing issues and healthy lifestyle behaviours~~
- ~~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.

Communication of the Policy

This policy will be displayed on noticeboards and brought to the attention of other stakeholders as required.

Signed:

Date:

Kevin O'Leary
Interim Managing Director Greener Ealing Ltd.

Revision	Date	Amendment	Content owner	Mandated by
First issue	23 June 2020		Bridgehouse	Kevin O'Leary
<u>Second Issue</u>	<u>17 June 2022</u>	<u>Structure of Policy and Communication of the Policy</u>		<u>Kevin O'Leary</u>

ENVIRONMENTAL POLICY



Summary

Greener Ealing Ltd (GEL) is committed to developing and being recognised as a leading environmental service provider. Inherent with this aspiration is the absolute requirement for GEL to be an exemplar in terms of reducing any negative impact our business activities have on the environment. Our approach will place environmental management within our decision-making processes and will be central to the work we undertake with and for our stakeholders throughout our service delivery lifecycle and our supply chain.

We will prioritise our focus on continual environmental improvement to help ensure we respond to, and excel against, our stakeholder requirements who place continuous, and justified, priority on environmental issues.

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Principles

Our environmental Policy statement sets out our overall approach to drive our environmental performance forward. We will refine this into hard and targeted environmental priorities that we will focus on. The areas we will focus on will include – Transport, Waste and Recycling, Circular Economy, Air Quality, GEL wider business Impacts and any other relevant topics.. We will measure progress annually. In the meantime, as we assess our overall strategic position and key areas for future work, we will:

- ~~M~~aintain an Integrated Management System that is externally assessed and certified to the requirements of ISO14001:2015–Environmental Management Systems. This provides the framework to help drive continual improvement and share best environmental practice throughout our business.
- ~~C~~omply with environmental regulations and other environmental obligations as we deliver our products and services.
- ~~S~~trive to reduce our environmental impact through proactively assessing environmental risk, applying measures to mitigate and prevent pollution, preparing for environmental emergencies and exploring environmental opportunities that enhance the environment and reduce our impact on climate change.
- ~~S~~hare best practice through the recording of environmental events and environmental incidents; and ensure events are routinely reviewed and environmental incidents are investigated and apply corrective actions to prevent reoccurrence.
- ~~E~~nsure our progress against our environmental objectives are measured, monitored, and reported through setting environmental key performance indicators and associated performance targets. Performance will be communicated at regular intervals to the business and made available to all employees.
- ~~E~~stablish channels of communication which positively encourage all employees and, as appropriate, their representatives to contribute to improvements in our environmental performance.
- ~~P~~rovide information, advice, training, and supervision to ensure that people under our control know their responsibilities and are competent to undertake their activities with the aim of continually improving their understanding of environmental matters and our environmental performance.

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.

Responsibilities

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~~**Business Governance** – Responsibility for the effective management of environment risk rests with the Managing Director (MD). The MD has nominated the Head of Compliance to act on their behalf to monitor the execution of this policy throughout GEL. The GEL Board will receive regular reports from the MD~~

ENVIRONMENTAL POLICY



~~**The Businesses** – Each Operating Department shall implement the GEL integrated management system and develop business specific requirements, as necessary, to ensure delivery of operational excellence.~~

~~**Line management** – Protection of the environment is a line management responsibility. Each manager will make regular assessments of the environmental aspects and impacts associated with their area of responsibility and ensure that the environmental processes, procedures, and controls are sufficient to control the environmental hazards inherent to their activities.~~

~~**Employees** – All employees have a responsibility to protect and enhance the environment. They must fully co-operate with their managers and colleagues to protect and enhance the environment.~~

Communication of the Policy

This policy will be displayed on noticeboards and brought to the attention of other stakeholders as required.

Kevin O’Leary

Interim Managing Director For and on behalf of the board

<u>Revision</u>	<u>Date</u>	<u>Amendment</u>	<u>Content owner</u>	<u>Mandated by</u>
<u>First issue</u>	<u>23 June 2020</u>		<u>Bridgehouse</u>	<u>Kevin O’Leary</u>
	<u>17 June 2022</u>	<u>Structure of Policy and addition of communication of Policy</u>		



QUALITY POLICY

Summary

Greener Ealing Ltd (GEL) is committed to achieving operational excellence in providing solutions that deliver a quality service to our customers. The monitoring and assurance of customer and stakeholder satisfaction is fundamental to all work undertaken by our business. We are committed to delivering an assurance programme that drives compliance with the integrated management system, which encourages continual improvement, and ensures our activities consistency.

Principles

Our quality performance is fundamental to our strategic objective to deliver operational excellence. We will adhere to the following principles in delivering our quality commitments:

We will maintain an Integrated Management System that is externally assessed and certified to the requirements of ISO 9001 – Quality Management Systems. We will:

- Comply with all regulatory and other applicable requirements.
- Incorporate client quality requirements into our integrated management system and ensure that these are met.
- Formally measure our business performance through the delivery of a planned programme of inspections and audits.
- Ensure progress against our quality objectives is measured, monitored, and reported through setting, updating, and publishing quality key performance indicators and associated performance targets.
- record quality-related events and incidents, review and investigate, and address through root cause analysis (RCA) and effective corrective actions.
- establish channels of communication which ensure that quality performance is effectively communicated, and which encourages all employees to contribute to improvements in our quality performance.
- invest in innovation and collaboration to deliver operational excellence and meet stakeholder requirements.
- provide information, advice, training, and supervision to ensure that people under our control understand their quality responsibilities and are competent to deliver operational excellence.

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.

Responsibilities

Business Governance— Responsibility for the effective management of quality rests with the Managing Director (MD). The MD has nominated the Head of Compliance to act on their behalf to monitor the execution of this policy throughout Greener Ealing Ltd. The GEL Board will receive regular reports from the MD.

The Businesses— Each Operating Department shall implement the GEL quality management system and develop business specific requirements, as necessary, to ensure delivery of operational excellence.

Line management— Quality is the Operational management responsibility. Each manager will make regular assessments of the quality hazards and risks associated with their area of responsibility and ensure that the quality processes, procedures, and controls are sufficient to achieve operational excellence and great service.

Employees— All employees have a responsibility to deliver operational excellence. They must fully co-operate with their managers and colleagues to deliver great service that consistently satisfy the requirements of our customers and stakeholders.

Communication of the Policy

This policy will be displayed on noticeboards and brought to the attention of other stakeholders as required.

Kevin O'Leary

Interim Managing Director For and on behalf of the board

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Revision	Date	Amendment	Content owner	Mandated by
First issue	23 June 2020		Bridgehouse	Kevin O'Leary
<u>Second Issue</u>	17 June 2022	Structure of Policy and addition of communication of policy		Kevin O'Leary

RISK MANAGEMENT POLICY

1. Introduction

This policy provides the framework for the management of business and operational risk in the performance of Greener Ealing's activities to meet the requirements of good corporate governance and protect the interests of Greener Ealing's stakeholders. It is the responsibility of the Directors to ensure that risks are understood and appropriately managed in accordance with this policy.

Taking and managing appropriate levels of risk is an integral part of all our business activities. Risk Management performed rigorously and comprehensively, creates stability, indirectly contributes to profit & delivery and is a key element of reputation management.

2. Applicability

Greener Ealing covering all business activities.

3. Definitions

Risk is defined as events that may prevent achievement of the aims or goals of one or more key business areas or projects.

Risk Management is a systematic way of protecting business resources and income against losses so that the objectives of the company can be achieved without unnecessary interruption.

Risk Assessment is the systematic process of identifying and analysing risks.

4. Objective and Commitment Your responsibilities

Greener Ealing is committed to implementing appropriate strategies and processes that identify, analyse and manage the risks associated with our activities as a means of minimising the impact of undesired and unexpected events on our business activities. We will therefore:

- Identify business objectives that reflect the interests of all our stakeholders;
- Identify the threats to the achievement of our business objectives;
- Control and manage our exposure to risk by appropriate risk reduction and mitigation actions;

- Regularly review our exposure to all forms of risk and reduce it as far as reasonably practicable or achievable;
- Ensure risk management is considered and applied at all levels of the business as part of decision making processes and during project development;
- Ensure all our staff and consultants are aware of this risk management policy and are supported in carrying out their risk management duties;
- Regularly review the risks we face as a result of our business activities and of the business and economic climate in which we operate;
- Identify cost effective risk treatment options;
- Identify and regularly measure key risk indicators and take appropriate action to reduce our risk exposure;
- Regularly review our key risk controls to ensure that they remain relevant, robust and effective;

We will demonstrate achievement of the individual components of this Policy through the reporting and review of risk at all levels of the business. In addition this policy and its adherence thereto will be reviewed on an annual basis.

5. Principles

Managers and consultants will carry out risk assessments regularly, record the findings and take appropriate management actions in a timely fashion. Risk reviews will specifically address business, operational, financial and reputational risks as well as risks covered by environmental protection legislation. This Policy should be read in conjunction with the Health & Safety Management System (HSMS) and Policy. Individual Health and Safety risks will be identified, assessed and mitigated in accordance with the HSMS.

In particular, the following activities will be undertaken:

- Ongoing comprehensive health and safety risk assessments undertaken in accordance with the HSMS;
- Integrated business plan monitoring and risk management processes;
- Regular review and update of risk register;
- Preparation of contingency plans for high risks;

- Early identification of emerging risks and initiation of risk reduction or mitigation action;
- Where appropriate, managers/consultants may need to consider specialist advice for areas such as health and safety;
- Environmental protection;
- Fire and security;
- Disaster recovery;
- Safety-critical systems and operations;
- Insurance;
- Media/public relations;

6. Requirements

Processes

Greener Ealing will ensure that:

- the procedures and processes outlined in sections 8 to 14 of this policy are followed to identify the risks associated with the Company's activities, assess risks in terms of probability and consequence and evaluate reduction and mitigation measures and allocate ownership. Management of risk is a continuous process.

Risk Assessment

Greener Ealing will ensure that:

- Risk assessments are conducted for new contracts and projects, existing contracts and contract changes. The assessments are to address potential risks to the expected business benefits and to ensure compliance with relevant legal requirements;
- Risk assessments are performed by competent personnel including, where appropriate, expertise from outside the business;

- Risk assessments are updated at appropriate intervals and assessments are reviewed regularly.

Planning

Greener Ealing will ensure that:

- Management plans are prepared which describe the actions to be taken to address significant risks;
- Crisis management plans are prepared which describe the actions including media/public relations response to be taken to address crisis or disaster situations. The plans need to be reviewed, updated and tested at regular intervals;

Management

Greener Ealing will ensure that:

- Assessed risks are addressed by levels of management appropriate to the nature and magnitude of the risk and an overall view of the portfolio risk to the business is taken;
- Risks are considered in the light of potential opportunities;
- Decisions are documented and the resulting actions implemented through appropriate procedures;
- Appropriate and cost-efficient actions are taken to manage and control risks;
- Specific measures are put in place to ensure continuing compliance with Health and Safety and Environmental Protection legislation.

Reporting

Greener Ealing will ensure that:

- Regular risk management reports and the register identifying key risks and risk management actions are submitted to the Board for review at regular intervals.

Audit & Review

Greener Ealing will ensure that:

- The Board reviews and approves the full risk register at least annually;
- Major risks (orange) and Severe risks (red) are presented to every Board meeting;
- Any changes or additions to the risk register are reported to the Board at each meeting, which will also show that planned risk reduction/mitigation actions have been implemented;
- A regular review of the risk management policies and procedures to ensure that they continue to meet Corporate Governance requirements and the needs of the business.

7. Responsibility and Authority

This policy is issued under the authority of the Directors of Greener Ealing Ltd. Responsibility for implementation of this policy is set out below.

- The Directors set the Risk Appetite (below) for the Greener Ealing and delegate responsibility for the achievement of this policy to the Managing Director;
- Staff/consultants are responsible for implementing the policy, monitoring its implementation in the everyday activities of their operations;
- All staff and consultants are responsible for the ownership and undertaking of their risk management functions in accordance with this Policy and for its implementation within the framework of Greener Ealing's procedures;
- The Managing Director (meaning the person appointed who is responsible for the day to day running of the business) is responsible for maintaining the Greener Ealing risk register, for providing appropriate reports to the board and relevant stakeholders; and for undertaking regular reviews of the risk register.

8. Risk Appetite

Our risk appetite at its highest level is determined by the Board. It is influenced by the actions we are or are not prepared to take in furthering our business goals.

The most significant judgements affect our assessment of return for the risk we take in investing in customer service, our efficiency strategy and our obligations under our core contract, regulation and legislation and our financial stability.

We have a low-level appetite for risk which would impact our record on regulatory compliance, health and safety record and reputational damage for GEL or the Council.

We have a higher level of appetite for opportunities and growth subject to the scope, fit with our business objects, our expertise, the value of the work and location.

We regularly monitor our effectiveness in managing risk through key indicators to ensure we remain within the appetite levels determined by the Board.

This ensures that our exposure to particular risk is informed by changes in the external environment, taking swift and appropriate action to maintain an overall approach which does not adversely affect our ability to deliver our vision.

Risk Management performed rigorously and comprehensively, creates stability and is a key element of reputation management.”

9. Procedure

The risk management cycle below illustrates the risk management process that should be followed:



10. Identifying Risks

The initial stage of the risk management process is to identify risks that would impact on the achievement of business objectives / priorities.

Risks can be identified using the categories listed below:

Main Category	Sub Category	Examples
Finance	Budget Financing Sales Economy	An increase in staff costs result in failure of business to break even (or create profit) and therefore mitigation would be required to reduce this impact

Reputational	Political Media/PR Partners/Suppliers Communication Environmental	A breakdown in the relationship with the Shareholder; Poor health and safety culture leading to reputational risks (as well as legal risks – below); Environmental issues leading to reputational damage
Legal	Health & Safety Contracts/Procurement	Failure to adhere to H&S legislation; poor H&S culture leading to accidents Failure to deliver services in accordance with contract/specification
Management	HR ICT	Failure to adopt or adhere to HR policies/legislation leading to claims; Critical failure of IT systems used by Greener Ealing and the requirement to have adequate backup systems
Greener Ealing Board	Regulation Compliance Business Interruption	Failure to adhere to Companies Act requirements; Failure to adopt good governance; Insufficient internal controls;

11. Risk Analysis

All identified risks must be assessed based on the likelihood of it occurring and the relative impact if it does.

Impact

Analyse the risk using a scale of 1 to 5, in terms of the impact of the risk, if it occurs using the risk scoring criteria table below. The table also gives impact descriptors to be used in the scoring:

Impact descriptors	
1	<p>Insignificant</p> <ul style="list-style-type: none"> Financial impact less than 1% of relevant budget Service delivery impairment less than 1% Minor article in local media or lobby group website Management action at local level
2	<p>Minor</p> <ul style="list-style-type: none"> Financial impact >1% and <10% of relevant budget Service delivery impairment >1% and <5% Headline article in local media, minor article in national media Director required to approve action
3	<p>Moderate</p> <ul style="list-style-type: none"> Financial impact >10% and <20% of relevant budget Service delivery impairment >5% and <10% Headline article in national media Director required to approve action
4	<p>Major</p> <ul style="list-style-type: none"> Financial impact >20% and <40% of relevant budget Service delivery impairment >10% and <20% Significant national media campaign Board required to approve action
5	<p>Fundamental</p> <ul style="list-style-type: none"> Financial impact more than 40% of relevant budget Service delivery impairment more than 20% Prolonged national media campaign or lobby group campaign Board required to approve action

Likelihood

Analyse the risk using a scale of 1 to 5, in terms of the likelihood of it occurring using the table below. The table also gives descriptors for the likelihood of the risk occurring:

Likelihood descriptors	
1	Rare: Likelihood less than 1% likelihood <ul style="list-style-type: none"> • No experience of a similar failure • Probably requires 3 or more coincident events • If it has happened sufficient controls now in place • Aggregate impact: Unlikely to occur at area in next 5 years.
2	Unlikely: Likelihood between 1% and 5% <ul style="list-style-type: none"> • 10% of team know of this occurring • Conditions exist for this loss to occur • Probably requires no more than 2 coincident events • Aggregate impact: will probably occur in an area in the next 3 years.
3	Possible: Likelihood between 5% and 30% <ul style="list-style-type: none"> • Most of the team know of this occurring • Measures that reduce likelihood have been taken but not fully effective • Aggregate impact: will happen once in next year.
4	Likely: Likelihood between 30% and 70% <ul style="list-style-type: none"> • Everyone in the company knows this could happen • No effective measures to reduce likelihood have been taken • Aggregate impact- will happen more than once in the next year.
5	Almost Certain: Likelihood greater than 70% <ul style="list-style-type: none"> • People outside of the company knows this could happen • No effective measures to reduce likelihood have been taken • Aggregate impact- will happen more than three times in the next year.

12. Prioritisation of Risks

A total risk score must be allocated to each risk; this will be multiplying the impact and likelihood scores. Scores should be given to risks absolutely, i.e. before the application of controls and residually i.e. after the application of mitigation / controls.

LIKELIHOOD

5. Fundamental	5	10	15	20	25
4. Major	4	8	12	16	20
3. Moderate	3	6	9	12	15
2. Minor	2	4	6	8	10
1. Insignificant	1	2	3	4	5
	1. Rare	2. Unlikely	3. Possible	4. Likely	5. Almost Certain

IMPACT

Red	Severe Risks	<p>Risks that fall into the area highlighted as red will require immediate attention. The status of the risk with regard to effect on Greener Ealing's activities and the progress of action taken to ensure its effective completion will require to be monitored.</p> <p>As a minimum these will form part of the monthly risk management review cycle.</p>
Amber	Major Risks	<p>Risks that fall into the area highlighted as amber will require continuous attention. The status of the risk with regard to effect on Greener Ealing's activities and the progress of action taken to ensure its effective completion will require to be monitored.</p> <p>As a minimum these will form part of the monthly risk management review cycle.</p>

Yellow	<i>Moderate Risks</i>	<p>Risks that fall in to the area highlighted as yellow may require action but will require to be monitored for any changes in the risk or control environment which may result in the risk attracting a higher score.</p> <p>As a minimum this will form part of the monthly risk management review cycle.</p>
Green	<i>Minor Risks</i>	<p>Risks that fall in to the area highlighted as green will require review only, but no further action.</p> <p>This will form part of the annual risk management cycle.</p>
Green/Blue	<i>Insignificant Risks</i>	<p>Risks that fall in to the area highlighted as green/blue will require noting only, but no further action.</p>

13. Risk Control

At this stage a decision must be made as to what should be done with the risk. The decision must be proportionate to the level of risks, the costs of any controls and likely benefits.

There are four main actions that can be taken in addressing risks. They are listed below:-

- Terminate- this could be by stopping the relevant activity that is causing the risk;
- Treat- The greatest number of risks would be treated this way. Any action taken should be to constrain the risk to an acceptable level. And the type of action that could be taken is listed into different types of control action that could be taken and listed below:
 - Preventative – to limit the possibility of an undesirable outcome being realised- e.g. independent inspection;
 - Corrective- to correct undesirable outcomes which have been realised- e.g. contingency planning;
 - Directive to ensure a particular outcome is achieved- e.g. training required;

- Detective e.g. asset checks.
- Transfer- for some risks the best response may be to transfer them, either through conventional insurance or paying a third party to take the risk on;
- Tolerate- some risks may be tolerable without action, it could also be possible that due to budgetary constraints nothing can be done.

It is important to compare the inherent and residual risk scores to make an assessment over the strength of the existing control environment for the purposes of managing each risk.

14. Risk Registers, Monitoring and Reporting

Each risk scenario should be logged onto the appropriate risk register:

- Strategic – those risks that effect Greener Ealing itself (as a company) e.g. financial, governance, legal
- Operational – those risks that effect provision of the service e.g. staff resourcing; Health & Safety; equipment & vehicles.

The risk registers will be regularly monitored and progress in connection with the action being taken will be reported on regularly.

All risk registers should identify risk owners, the individuals responsible for monitoring and reporting on the risks identified i.e. changes in the nature of the risk, level of exposure and the on-going effectiveness of internal controls that are in place for managing or mitigating the risk.

15. Reviews

Monthly

Risk owners will review all risks that they are responsible for and update the register accordingly.

At each Board meeting

The Board will undertake a review of the severe and major risks:

- review progress of risks against risk management action plans;

- review the controls to ensure controls are fit for purpose;
- review new and emerging risks, particularly in connection with the key business objectives contained in the business plan;
- ensuring the actions as stated in the registers by the owners are still relevant and within the necessary delegated authority.

Annually

The Board in conjunction with key managers/consultants will:

- consider a business plan produced by the Directors of key risks for Greener Ealing;
- include a statement in the Corporate Governance Statement (in the event that one is produced) on the effectiveness of the internal control environment in the management of risk;
- Undertake an annual review of the Business Plan and the key risks associated with its successful delivery;
- Undertake a thorough review of the full risk register.



MATTERS RESERVED AND SCHEME OF DELEGATIONS

Introduction

This document draws together the reserved matters of the shareholder and board as are dictated by various documents including Cabinet reports, Articles Association and Service agreements as well as best practice (in relation to Board reserved matters).

The Matters Reserved to the Shareholder are listed in Schedule A.

The Matters Reserved to the Board are listed in Schedule B.

The Scheme of Delegation can be found at Schedule C.

URGENT MATTERS

In drawing up a schedule of matters reserved for the board it is important to establish procedures for dealing with matters which need to be dealt with urgently between regular board meetings.

Virtual Meetings

In these circumstances, it is recommended that a telephone or video conference meeting should be held in which as many directors as possible participate. This allows directors the opportunity to discuss the matter and ask questions.

- Such virtual meetings must be quorate as with a face to face meeting (any two directors).
- Any director who cannot attend should still be sent the relevant papers and have the opportunity to give their views to the chairman, another director or the company secretary before the meeting.

Written resolutions

If the matter is routine and discussion is not necessary or a virtual meeting cannot be convened in time, the approval of **all** the directors may be obtained by means of a written resolution, which can be sent and responded to via email.

In all cases, however, the procedures should balance the need for urgency with the overriding principle that each director should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the company.

A Schedule of matters reserved for the shareholder

Matters Reserved to the Shareholder as per the Articles of Association

1. General		
1.1	The shareholder may, by special resolution direct any Director to take, or refrain from taking, specified action.	Art 2.1
1.2	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.	Art 2.3
1.3	Chairman - 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.	Art 14
2. The following matters are reserved to the Council Representative acting on behalf of the Shareholder as per Cabinet Report "Environmental Services Company (Greener Ealing Limited) Governance Arrangements and Business Plan" Considered 15 October 2019)		
2.1	changing the nature of the Company's business;	Art 1.1 "Interpretation" Reserved Matters (a)
2.2	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);	Art 1.1 "Interpretation" Reserved Matters (f)
2.3	agreeing or amending the Company's business plan in force from time to time;	Art 1.1 "Interpretation" Reserved Matters (g)
2.4	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	Art 1.1 "Interpretation" Reserved Matters (h)
2.5	the right to appoint or remove Directors by notice in writing;	Art 1.1 "Interpretation" Reserved Matters (j)
2.6	the right to appoint or request the removal of a Director	Art 1.1 "Interpretation" Reserved Matters (k)

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2.7	Appointment of Chairman "by notice in writing addressed to the Company from a representative of the Council (being the Council Representative, unless the Council Representative is unavailable)."	Art 14
3. The following reserved matters will be subject to Cabinet approval (as per Cabinet Report "Environmental Services Company (Greener Ealing Limited) Governance Arrangements and Business Plan" Considered 15 October 2019)		
3.1	forming or participating in a joint venture (howsoever described);	Art 1.1 "Interpretation" Reserved Matters (b)
3.2	forming a subsidiary or acquiring shares in another corporate entity;	Art 1.1 "Interpretation" Reserved Matters (c)
3.3	declare a dividend or distribution (whether monetary or in specie);	Art 1.1 "Interpretation" Reserved Matters (d)
3.4	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);	Art 1.1 "Interpretation" Reserved Matters (e)
3.5	the ability to change the share capital or bring in private capital;	(i)
The above reserved matters <i>"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)"</i>		

B Schedule of matters reserved for the board

Matters Reserved to the Board as per Companies Act, other legal requirements or best practice requirements.

These matters may not be delegated to the Managing Director or other employees. They may not be delegated to Committees for decision, although may be delegated to Committees for consideration, with recommendations for final decisions referred back to the Board.

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1. Strategy and management	
1.1	Responsibility for the overall leadership of the Company and setting the company's values and standards.
1.2	Approval of the group's strategic aims and objectives, in line with any Business Plans approved by the Shareholder.
1.3	Approvals of the annual operating and capital expenditure budgets and any material changes to them, within the overall Business Plans and budgets approved by the Shareholder.
1.4	Oversight of the group's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management; • sound planning; • maintenance of sound management and internal control systems; • adequate accounting and other records; and compliance with statutory and regulatory obligations.
1.5	Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.6	Extension of the group's activities into new business or geographic areas (as long as the nature of the business remains unchanged – see Shareholder Reserved Matters 2.1 above)
2. Financial reporting and controls	
2.1	Approval of the annual report and accounts.
2.2	Approval of any significant changes in accounting policies or practices.
2.3	Approval of treasury policies.
3. Internal controls	
3.1	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • Approving the company/group's risk appetite; • Receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives; • Approving procedures for the detection of fraud and the prevention of bribery; • Undertaking an annual assessment of these processes; and • Approving an appropriate statement for inclusion in the annual report.
4. Contracts	

4.1	Bidding for or entering into contracts between £250,000 and £499,000 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); contracts over £500,000 are reserved to the Shareholder (see above).
5. Communications	
5.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
5.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
5.3	Approval of press releases concerning matters decided by the board.

C Scheme of Delegation

The principal objective of the Scheme of Delegation is to reduce the risk of loss or irregularity in the Company and to ensure that the financial control system is not compromised. Accordingly, there needs to be proper segregation of duties and a sound internal check system in place whereby:

- No individual has sole responsibility for all stages of a process
- Partners, spouses or others with a close family relationship are not involved in processes together (e. g. as requisitioner and authorisers).
- Managers automatically have the same authorities as the staff they supervise and may therefore sign in the absence of their subordinates, providing such actions ~~do~~ not run contrary to any material segregation of duties.
- Only original signatures are acceptable as evidence of authorisation outside of a password protected approval system due to the risk of fraud.

All staff and members are expected to take steps to ensure compliance with this document. Any 'waiver' must be justified in writing to the Managing Director who shall consider whether or not to accept the waiver with or without conditional actions.

C1 Authorities and Authorisation Limits

The sole Shareholder of the Company is the London Borough of Ealing (LBE). There are certain matters which are reserved to the Shareholder and cannot be delegated. These are detailed in Schedule A.

The Board is the most senior authority in the Company and is responsible for setting the strategic direction of the Company. There are certain matters which are reserved for the Board and cannot be delegated. These are detailed at Schedule B.

The Managing Director is the most senior manager in the Company responsible for the implementation of the strategic direction of the Company.

Managers will be assigned an authorisation level. Finance concurrence is required to ensure matters in budget or agreed forecast.

C2 Authority limits are detailed as follows:

Category	Type of Authorisation	Limits	Authoriser	2 nd Authoriser
Financial	Purchase Orders / Vendor and Non-Vendor Payments	Over £500k	Shareholder Rep	Head of Finance
		Over £250,000 - £500,000 (inclusive)	One Board Director	Head of Finance / Managing Director
		Over £100,000 - £250,000 (inclusive)	Managing Director	Head of Finance
		£0 - £100,000 (inclusive)	Operations Manager	Head of Finance / Managing Director
	Sales Invoices/Credit Notes	Over £500k	Shareholder Rep	Head of Finance / Managing Director
		Over £250,000 - £500,000 (inclusive)	One Board Director	Head of Finance / Managing Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
	Opening new Bank account	No limit	Two Board Directors (in accordance with Bank mandate)	Head of Finance / Managing Director
	CHAPs / Faster Payments for payments to: Government departments; LBE, employees where requested by payroll; and one-off suppliers without POs.	Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance / <u>Depot Transport Compliance Manager / One Board Director</u>
		Over £250,000 - £500,000 (inc.)	One Board Director	Head of Finance / Managing Director / <u>Depot Transport Compliance Manager / One Board Director</u>

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		Over £500,000	Shareholder Rep	Head of Finance / Managing Director / <u>Depot Transport Compliance Manager / One Board Director</u>
	Loans from outside the Group	Standard trade credit on no more than thirty-day terms	GEL Board	Head of Finance / Managing Director
		All other external loans	GEL Board	LBE Cabinet
	Loans from LBE	Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
		Over £250,000 - £500,000 (inclusive)	GEL Board (if decision taken outside of a Board meeting, approval must be unanimous via email)	Head of Finance / Managing Director
		Over £500,000	GEL Board	Head of Finance / Managing Director
	Write down of Asset Value	<u>Over £0 - £50,000 (inclusive)</u>	<u>Managing Director</u>	<u>Head of Finance</u>
		<u>Over £50,000</u>	GEL Board	LBE
Budget/Business Plan		N/A	GEL Board	LB Cabinet
Statutory Accounts and Auditors	Approval of statutory accounts	N/A	GEL Board	Shareholder Rep
	Appointment of auditors	N/A	GEL Board (recommendation)	Shareholder Rep (Approval of auditors, as shareholder)
Winding Up	Passing any resolution for the company's winding up or presenting any petition for its administration		Approval and recommendation To LBE of a solvent winding up / entry into a voluntary arrangement; Approval and recommendation To LBE of voluntary entry into insolvency Proceedings.	LBE
Contractual relations	Giving notice of termination of any arrangements,	N/A	GEL Board (to recommend to LBE)	LBE

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	contracts or transactions which are material in the nature of the company's Business, or materially varying any such arrangements, contracts or transactions.			
Legal	Commencing any claim, proceedings or other litigation brought by or settling or defending any claim, proceedings or other litigation brought against the company, except in relation to debt collection in the ordinary course of the business		Managing Director	GEL Board

C3 APPROVALS/AUTHORISATIONS – EVIDENCE

Written evidence of approvals should be kept with the legal documentation. Such evidence may be in the form of minutes, signed resolutions, signed letters, or emails as appropriate.

C4 SIGNING CONTRACTS

Once appropriate approvals are received as per the above scheme of delegations, contracts may be signed by a Director of the Company or the Managing Director (as hereby authorised by the Board) on behalf of the Company.

Deeds

If a contract is to be entered into as a Deed, any two of the following may sign on behalf of the Company:

- Any Statutory Director of the Company;
- The Managing Director
- The Company Secretary

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All signatures to such deeds must be made in the presence of a witness who attests the signature.

C5 Roles

Managing Director

Managing Director is responsible for:

- Proper financial administration and stewardship of the Company.
- Consult with the Directors and seek approval on any matter liable to affect the Council's finances materially for both income and expenditure.
- Ensuring that the Council, the Cabinet Members and Directors are advised of the financial implications of all proposals as appropriate.
- Setting and monitoring compliance with financial management standards
- Advising on the Company's financial position and on the key financial controls necessary to secure sound financial management.

Head of Finance

Head of Finance is responsible for:

- Proper financial administration and preparation of the Annual Financial Statement in accordance with proper practices.
- Providing appropriate financial information to the Managing Director in a timely, accurate and appropriate form and level of detail.
- Actively seeking additional income or savings opportunities.
- Ensuring that the appropriate financial controls are in place.

Head of Finance Depot Transport Compliance Manager / GEL Board Director: Mike Boulton

Head of Finance Depot Transport Compliance Manager / GEL Board Director: Mike Boulton is responsible for:

- To provide authorisation in the absence of the Head of Finance or the Managing Director (such absence being as a result of being incapacitated or on holiday and unreachable), providing that the approval cannot be delayed until the return of the Head of Finance or Managing Director. Under no circumstances, shall the **Head of Finance Depot Transport Compliance Manager / GEL Board Director: Mike Boulton** be authorised to approve on behalf of both the Head of Finance and the Managing Director in relation to the same matter. If both the Head of Finance and the Managing Director are unable to provide approval, approval must be sought from one GEL Board Director.



Greener Ealing Ltd

Financial Regulations

Date approved: 17 December 2020

Next reviewed: 6 July 2022

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1. Introduction

- 1.1. The purpose of these Financial Regulations is to define the principal policies and procedures that must be followed by all staff/consultants when dealing with Greener Ealing's financial affairs.
- 1.2. These Regulations were approved by the Board on 22nd October 2020 and will be reviewed at least every two years. The absence of such a formal review will not, however, cause these Regulations to lapse.
- 1.3. The Managing Director shall be responsible for ensuring that these Regulations are adhered to by all members of staff including Directors within Greener Ealing and any consultants working on behalf of Greener Ealing. Failure to comply with these Regulations may lead to disciplinary action being taken against the employee, Director or consultant concerned.
- 1.4. A copy of these regulations will be made available to staff and consultants and it is each individual's responsibility to ensure that they have read and understood them. It is the responsibility of the Managing Director to advise all other Directors that the Regulations have been updated and are available. It is the responsibility of Managing Director to ensure that members of staff and consultants are provided with access to the latest version of these Regulations and that they are aware of the implications for their work.

2. Abbreviations/Definitions

- 2.1. "Board" means the Board of Directors of Greener Ealing Ltd.
- 2.2. "SMT" means the Senior Management Team consisting of the Managing Director, Head of Finance, Senior Managers and other individuals where appropriate.
- 2.3. "Council" means Ealing Borough Council.
- 2.4. "Director of the Company" means a statutory director of Greener Ealing Ltd.
- 2.5. "Company Secretary" means the company secretary of the Company as appointed by the Board.
- 2.6. "Finance Team" means the Finance Team of Greener Ealing Ltd.
- 2.7. "Council Finance Department" means Council Finance Department Team
- 2.8. "Internal Auditor" means the internal auditor of the Council which has agreed to provide Greener Ealing with an internal audit service.
- 2.9. "Managing Director" means the person appointed who is responsible for the day to day running of the business.

3. Financial Control

- 3.1. The Board of Directors has the ultimate responsibility for Greener Ealing's resources.

4. Responsibilities

4.1. Managing Director

- 4.1.1. The Managing Director is responsible for the operational management of Greener Ealing's business. The Managing Director will assist the Board in determining its strategic objectives and promote the achievement of such objectives through the effective deployment of Greener Ealing's resources.

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4.2. The Finance Team

4.2.1. The Finance Team is responsible to the Board for the administration and control of the finances of the Company and other support functions.

Responsibilities include:

- Assisting in long-term planning
- Presenting management accounts to the Board on a timely basis
- Maintaining an efficient system of operations and controls
- Preparing the annual accounts, liaising with Greener Ealing's auditors in respect of the year-end audit and arranging the final presentation of such accounts to the Annual General Meeting
- Monitoring the day to day running of Greener Ealing's finances
- Ensuring compliance with the requirements of regulating authorities
- Safeguarding the assets of Greener Ealing
- Reviewing the Financial Regulations as necessary from time to time but at least every two years
- Maintaining statutory records other than those maintained by the Company Secretary
- IT systems and equipment

4.3. The Finance Team reports to the Board on the level of resources proposed to be utilised in each financial year and keeps the Board regularly informed on Greener Ealing's finances and financial performance.

5. Business Planning, Budgets and Management Accounting

5.1. Business Planning

5.1.1. It is the responsibility of the Managing Director and Finance Team to ensure that a 5 - year Business Plan is prepared for Greener Ealing. The Business Plan will include the financial forecasts and plan for Greener Ealing's operations for at least five years and will be agreed by the Council in addition to the funding prospectus.

5.1.2. Following approval of the 5-year plan it is the responsibility of the Managing Director and Finance Team to ensure that the 5-year plan is updated on an annual basis to include annual KPIs for quarterly monitoring. The annual Business Plan should be reported to the quarter one Board meeting for approval.

5.2. Budgets

5.2.1. The Finance Team is responsible for preparing the Annual Budget for Greener Ealing.

5.2.2. The budget is to be prepared in a form agreed by the Board and is to be in line with the objectives of Greener Ealing and its Business Plan.

5.2.3. The annual budget should be presented to the Board at a Board meeting held during the last quarter of the year and the Board should approve the main underlying working assumptions for setting the following year's budget. These should include the level of profit/loss, the inflation rate, borrowing rates, salary increases, rent increases and the level of development activity.

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- 5.2.4. Once approved, the budget is to be used as the basis for authority to incur expenditure in accordance with the Expenditure Authorisation limits (Appendix 1) and other approved procedures.
- 5.3. The inclusion of items in approved revenue estimates shall constitute authority to incur such expenditure in accordance with the Expenditure Authorisation Limits and other approved procedures, save to the extent to which the Board shall have placed a reservation on any such item or items. Expenditure on any such reserved items may be incurred only when and to the extent that such reservation has been removed.
- 5.4. **Accounts**
- 5.4.1. The Finance Team will ensure that the Board is presented with management accounting information on a monthly basis.
- 5.5. All reports to the Board, other than those for information only, will have a section on financial implications, and if there are none, state the fact. Where the paper identifies that there will be an implication for the finances of Greener Ealing, the Finance Team will be asked to provide comments for inclusion in the report. These comments will include, inter alia, the anticipated cost in the financial year under review and the anticipated cost for a full financial year. Where there will be a substantial long-term commitment, the effect on Greener Ealing's longer-term forecasts will also be identified.

6. Accounting Policies

- 6.1. All accounting procedures and records of Greener Ealing and its staff shall be determined by the Finance Team in accordance with requirements of statutory agencies and regulatory authorities or otherwise in accordance with good accounting practice and on the advice of the external and internal auditors.
- 6.2. Greener Ealing's financial statements will be prepared in accordance with International Accounting Standard (IAS).
- 6.3. All accounts and accounting records of Greener Ealing shall be compiled under the supervision of the Finance Team.
- 6.4. Records to be kept and the format thereof will be determined by the Finance Team from time to time but would normally include the nominal, rent control account, sales and purchase ledgers, payroll records, cashbook, fixed asset register, contracts register and loan register. By law Greener Ealing is required to retain the following documents:
- o Accounts raised (six years)
 - o Invoices and Receipts (six years)
 - o Payroll records (six years)
 - o VAT records (six years)

7. Audit

- 7.1. Preparation of annual accounts is to commence within one month of the financial year end each year and draft accounts (together with lead schedules) are to be prepared for the auditors by the time the audit commences.

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- 7.2. A timetable is to be agreed with the auditors and every effort should be made to keep to the schedule.
- 7.3. Draft accounts are to be submitted to the Board for approval and signing at the meeting three to four months after the financial year-end and adopted at the Annual General Meeting
- 7.4. Final audited and signed accounts should be submitted to Companies House within nine months of the financial year end.
- 7.5. **Internal audit**
- 7.5.1. An internal audit should be arranged on a regular basis, which will usually be annually, to carry out an examination of accounting, financial and other operations of Greener Ealing. The Internal Auditor reports directly to the Managing Director, Finance Team and Board.
- 7.5.2. The main responsibility of internal audit is to provide the Board with assurance on the adequacy of the internal control systems, the risk management framework and compliance with internal and external regulations.
- 7.5.3. The Internal Auditor and his/her authorised representative shall have authority to:
- Enter at all reasonable times any Greener Ealing premises or land
 - Inspect all records, documents and correspondence relating to any financial and other transactions of Greener Ealing
 - Require and receive such explanations as are necessary concerning any matter under examination
 - Require any employee or consultant working on behalf of Greener Ealing to produce cash, or any other Greener Ealing property under his/her control.
- 7.6. Whenever any matter arises which involves, or is thought to involve, irregularities concerning cash, or other property of Greener Ealing or any suspected irregularity in the exercise of the functions of Greener Ealing, the officer concerned shall forthwith notify the Finance Team or Director of the Company who shall take such steps as he/she considers necessary by way of investigation and report. There is a specific procedure relating to whistle blowing and fraud.
- 7.7. **External Audit**
- 7.7.1. The primary role of external audit is to report on Greener Ealing's financial statements, and to carry out such examination of the statements and underlying records and control systems as are necessary to reach their opinion on the statements and to report on the appropriate use of funds. Their duties will be in accordance with advice set out in the Code of Audit Practice and Auditing Practices Board's auditing standards.
- 7.7.2. Each year the Board will review the effectiveness of external audit and determine if value for money is being provided and whether the external audit is independent and effective and make decisions regarding their re-appointment.

- 7.7.3. The Board will carry out a comprehensive review of the service together with a competitive tendering exercise at least every three years.

8. Income and Write Offs

8.1. General

- 8.1.1. The collection of all money due to Greener Ealing shall be under the supervision of the Finance Team.
- 8.1.2. All employees and consultants working on behalf of Greener Ealing shall provide the Finance Team with such particulars in connection with work done, goods supplied or services rendered and of all other amounts due as may be required by him/her to record correctly all sums due to Greener Ealing and to ensure that invoices are rendered for the recovery of income due.
- 8.1.3. The Finance Team shall be notified promptly of all money due to Greener Ealing and of contracts, leases and other agreements and arrangements entered into which involve the receipt of money by Greener Ealing.
- 8.1.4. All receipt forms, books, tickets and other such items shall be ordered and supplied by the Finance Team who will also specify the arrangements for their control.

8.2. Cash Receipts

- 8.2.1. All income of more than £250 received by any officer on behalf of Greener Ealing shall immediately be passed to the Finance Team who will ensure these sums are banked, wherever possible on the day of receipt. All income not banked on the day of receipt must be banked by the end of the following working day.
- 8.2.2. No deduction may be made from such money except to the extent that the Finance Team may specifically authorise. Each officer who so banks money shall enter on the paying-in slip a reference to the related debt.
- 8.3. Gifts & Hospitality shall only be accepted in accordance with the Code of Conduct and all instances recorded in line with that policy.

8.4. Rents and Service charges

- 8.4.1. The policy for determining the rent for different property types and/or categories of tenant must be approved by the Board. The Managing Director has overall responsibility for the operation of the policy.
- 8.4.2. The level of any general increase in rents to be charged under the agreed policy will be determined by the Board in accordance with market trends. The Managing Director has overall responsibility for implementing any agreed general increase in rent levels.
- 8.4.3. The policy for the calculation and collection of any service charges will be agreed by the Board and the actual charge to be recovered from individual tenants will be determined by the Managing Director and included in the level of rent payable by that tenant (and not as a separate service charge). The Managing Director will be responsible for distributing the service charge element of the rent to the Council or any external management companies as required.

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8.5. Write off of Arrears and Debts

- 8.6. Greener Ealing will write off all established bad debts as soon as possible in order not to distort the current rent and service charges arrears and other bad debts position. Consideration should be given as to whether or not the present abode of ex-tenants in arrears is known to establish whether the doubtful debts are collectable or not.
- 8.7. The prior approval of the Board is required to write off rental income debts. Certain procedures must be exhausted before approval for write off is sought.

9. Purchase Orders

- 9.1. Official orders shall be in a form approved by the Finance Team.
- 9.2. Official orders must be signed by Directors or other authorised staff/consultants and must be issued for all work, goods or services to be supplied to Greener Ealing except for the supplies of public utility services, for periodic payments such as rent or rates or for petty cash purchases.
- 9.3. Staff/consultants authorising any order must ensure that the expenditure to be incurred is covered by an approved budgetary provision.
- 9.4. Before placing any orders, the member of staff concerned must ensure that Greener Ealing's Contract Procedure Rules have been followed.
- 9.5. All orders will show the agreed price or, in cases where this is not practical, the estimated price. In the event that the subsequent invoice does not accord with the agreed price or exceeds an estimate by more than 10% the reason for this must be identified, noted on the order and initialled by the member of staff responsible for placing the order.
- 9.6. Goods may not be taken on trial or loan in circumstances that could commit Greener Ealing to a future uncompetitive purchase.

10. Payments

- 10.1. The normal method of payment of money due from Greener Ealing will be by BACS payment or cheque drawn on Greener Ealing's bank account. BACS will be used where possible.
- 10.2. Individuals authorised to approve payments for either goods or services are listed in Appendix 1.
- 10.3. The approval of accounts for payment will be evidenced by the relevant member of staff signing and dating the original invoice. The signing off of an invoice for payment means that:
- the goods have been duly received, examined and approved in accordance with the specification and are satisfactory and in accordance with the contract or order;
 - the work done or services rendered have been satisfactorily carried out and where applicable the materials used were of the requisite standard, although in the case of maintenance invoices it is understood that this check can only be applied on a sample basis;
 - the account is arithmetically correct and prices are in accordance with the order;

- no other account has been paid in respect of the goods received or work done;
 - the relevant expenditure has been properly incurred on Greener Ealing's business; and
 - the relevant expenditure has been properly coded.
- 10.4. The expenditure codes must be in accordance with the approved budget heading and not changed because other original budget head is being used in order to "vire" expenditure.
- 10.5. All invoices and statements should be sent directly by suppliers to the Council Finance Department who will process them for payments.
- 10.6. Photocopies (including fax copies) of invoices will not normally be accepted for processing apart from in exceptional circumstances.
- 10.7. No amendment to an account shall be made. In the event of an account being incorrect, the supplier should be notified in writing stating the reasons and a credit note and/or replacement invoice obtained.
- 10.8. It is Greener Ealing's policy to make payments to suppliers as per agreed payment terms.

11. Credit Card

- 11.1. Request to use company credit card should be approved by Managing Director or Head of Finance
- 11.2. The Company credit card should only be used where the standard payment using purchase order can't be made.

12. Bank Transfer Payments (CHAPS / Faster payments)

- 12.1. Individuals authorised to approve bank transfer payments for either goods or services are listed in Appendix 1. The approval can be provided by email confirmation to Finance team.
- 12.2. The commercial banking online approval based on the payment approval as per point 12.1 can be completed by Managing Director and Head of Finance. In absence of Managing Director or Head of Finance, the bank submission will be completed by Depot Transport Compliance Manager or GEL Board Director: Mike Boulton ~~Head of Compliance~~.

13. Salaries, Wages and Pensions

- 13.1. The Board each year approves the annual increment for staff. The Board shall have regard to any arrangements with trade unions and to any increases in the public scale to which Greener Ealing may be linked as well as the terms and conditions of employment.

14. Expenses

- 14.1. Items regarded as expenses for the purposes of these Regulations are specified in the Company Expenses Policy and Procedure.
- 14.2. All claims by employees or consultants working on Greener Ealing's behalf for payment of car allowances, travelling expenses, subsistence allowances or

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any other incidental expenses shall be submitted in a form acceptable to the Finance Team and comply with the Regulations laid down from time to time. Expense claims must be submitted on a regular basis but no more frequently than monthly.

15. Banking

- 15.1. All arrangements with Greener Ealing's bankers will be made by the Finance Team with the approval of the Board. Banking services will be reviewed in agreement with the Council as major shareholder of the Company.
- 15.2. All cheque books and collection cards will be ordered only on the authority of the Finance Team. The Finance Team will be responsible for ensuring that proper arrangements are made for their safe custody.
- 15.3. The Board shall approve any new banking arrangements or accounts.
- 15.4. Authority to sign cheques or authorise other payments either by standing order or direct debit is detailed in the Appendix 1 to these Regulations. For the purpose of deciding the value of the standing order or direct debit, the annual amount payable should be used.
- 15.5. All bank accounts must be reconciled to their respective cash books and the nominal ledger at least monthly.

16. Insurances

- 16.1. The Managing Director will be responsible for ensuring that Greener Ealing is properly insured.
- 16.2. Greener Ealing will ensure that all risks are underwritten by well-established reputable offices.
- 16.3. Greener Ealing will ensure that all of its properties are insured against the usual risks required by lenders securing their funds on the property concerned.
- 16.4. Insurances will also be maintained against the following risks:
 - Motor vehicle and plant insurance
 - Public liability
 - Directors and Officers Insurance
 - Professional indemnity insurance
 - Company equipment
 - Structural insurance if required

17. Control of Cash, Stocks, etc.

- 17.1. Cash floats and balances will be maintained on the designated system and will be reimbursed by the submission of an authorised expense analysis to the Finance Team.
- 17.2. The issue of credit cards to staff members must be approved by the Board in advance. Only valid business expenditure should be charged and must be fully supported by invoices. The Finance Team must approve any increases in the credit limit.

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18. Title Documents

- 18.1.1. The Company Secretary will maintain a register of all properties owned by Greener Ealing in a form approved by the Finance Team, recording location, extent and plan reference, purchase details, particulars of nature of interest and rents payable and particulars of tenancies granted
- 18.1.2. Greener Ealing or its bankers or solicitors will have custody of all title deeds under secure arrangements where such title deeds are not held by a security agent acting on behalf of Greener Ealing's funders.

19. Depreciation Policy

- 19.1. Any fixed asset owned by Greener Ealing will be depreciated over the expected useful life of the asset, in accordance with generally accepted accounting principles.
- 19.2. Small items of capital expenditure, such as office equipment costing below an agreed amount are treated as repairs or replacements and written off in the year of purchase.

20. Taxation

- 20.1. The Finance Team is responsible for advising on all tax issues and for ensuring compliance with statutory requirements with regards to CIS, VAT, SDLT and Corporation tax.
- 20.2. The Council Payroll Team is responsible for advising on all tax issues and for ensuring compliance with statutory requirements with regards to PAYE and National Insurance.
- 20.3. The Finance Team is responsible for maintaining all tax records, making all tax payments when due and submitting tax returns by their due dates.
- 20.4. The Finance Team is responsible for developing an effective tax strategy in consultation with professional advisors.

21. Expenditure Authorisations

- 21.1. The Board has approved the following procedures and Appendix 1 for the authorisation of expenditure commitments and invoices for payment. This is an important internal control of Greener Ealing's expenditure and all staff and consultants should have a good working knowledge of the content. It is the responsibility of Directors to ensure that all staff and consultants under their control are fully aware of their own authority levels and limits.

22. Emergency Authorised Signatory

- 22.1 The Directors authorise the Managing Director to sign any document requiring the signature of a director, in the absence of all Director (such absence being as a result of being incapacitated or on holiday and unreachable), providing that the signing of the document cannot be delayed until the return of one of the Directors.
- 22.2 Under no circumstances, shall the Managing Director be authorised to sign such documents if any of the directors can be available to sign the required document without prejudice to the interests of the Company.

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- 22.3 This authorisation shall not extend to the signing of documents that are required to be executed as a deed, as under the Companies Acts, deeds may only be signed by two directors or one director and the Company Secretary.

APPENDIX 1

Section 1- Capital Expenditure

Office Premises Acquisition
Office Premises Improvements
Office Furniture, fittings and equipment

Section 2 - Revenue Expenditure

Running costs
Budget/Business Plan
Cheque and Bank Instruction Signature levels
Overhead costs

Appendix 1

SECTION 1: CAPITAL EXPENDITURE

Category	Type of Authorisation	Limits	Authoriser	2nd Authoriser
Capital Expenditure	Office Premises - Acquisition	Over £100,000 Over £0 - £100,000 (inclusive)	Shareholder Rep Managing Director	GEL Board GEL Board
	Office Premises - Improvements	Over £500,000	Shareholder Rep	Head of Finance / Managing Director
		Over £250,000 - £500,000 (inclusive)	GEL Board	Head of Finance / Managing Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
	Office furniture, fittings and equipment and computer equipment	Over £500,000	Shareholder Rep	Head of Finance / Managing Director
		Over £250,000 - £500,000 (inclusive)	GEL Board	Head of Finance / Managing Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance

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SECTION 2: OTHER FINANCE APPROVALS

Category	Type of Authorisation	Limits	Authoriser	2nd Authoriser
Financial	Purchase Orders / Vendor and Non-Vendor Payments	Over £500,000	Shareholder Rep	Head of Finance Managing Director
		Over £250,000 - £500,000 (inclusive)	One Board Director	Head of Finance Managing Director
		Over £100,000 - £250,000 (inclusive)	Managing Director	Head of Finance
		£0 - £100,000 (inclusive)	Operations Manager	Head of Finance Managing Director
	Sales Invoices / Credit Notes	Over £500,000	Shareholder Rep	Head of Finance Managing Director
		Over £250,000 - £500,000 (inclusive)	One Board Director	Head of Finance Managing Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
	Cheques or Bank Transfers (CHAPs / Faster Payments for payments to: Government departments; LBE, employees where requested by payroll; and one-off suppliers without POs	Over £500,000	Shareholder Rep	Head of Finance Managing Director Depot Transport Compliance Mgr One Board Director
		Over £250,000 - £500,000 (inclusive)	One Board Director	Head of Finance Managing Director Depot Transport Compliance Mgr Once Board Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance Depot Transport Compliance Mgr One Board Director
	Loans from outside the Group	Standard trade credit on no more than thirty-day terms	GEL Board	Head of Finance Managing Director
		All other external loans	GEL Board	LBE Cabinet
	Loans from LBE	Over £500,000	GEL Board	Head of Finance Managing Director
		Over £250,000 - £500,000 (inclusive)	GEL Board (if decision taken outside of a Board meeting, approval must be unanimous via email)	Head of Finance Managing Director
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
	BACS Payments	As set out in GEL Business Plan and in accordance with GEL Budget	Managing Director Head of Finance	Council Payment Team
	BACS Salary Payments		Managing Director Head of Finance	Council Payroll Team
	Write down of Asset Value	Over £50,000	GEL Board	LBE Cabinet
		Over £0 - £50,000 (inclusive)	Managing Director	Head of Finance
	Write off of Arrears and Debts		GEL Board	Managing Director

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OTHER FINANCE APPROVALS

Category	Type of Authorisation	Limits	Authoriser	2nd Authoriser
Budget/Business Plan	Approval, Amendment		GEL Board	LBE Cabinet
Bank Instruction Signature Levels	Changes to Authorisation Levels		GEL Board	GEL Board
	Opening new Bank Account		Two Board Directors (in accordance with Bank mandate)	Head of Finance / Managing Director
	Direct Debit/Standing Order		One Board Director	Head of Finance / Managing Director
Staff Appointments, Salaries And Staff Costs	New Appointments/ Replacement Staff	As set out in GEL Business Plan and in accordance with GEL Budget	Managing Director	Member of SMT
	Temporary Staff cover		Managing Director	Member of SMT
	Annual Salary Reward		GEL Board	Managing Director
	Board Members Expenses		GEL Board	Managing Director
Statutory Accounts and Auditors	Approval of statutory accounts		GEL Board	Shareholder Rep
	Appointment of auditors		GEL Board (recommendation)	Shareholder Rep (Approval of auditors as shareholder)

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Greener Ealing Limited

DRAFT Board Terms of Reference

1 Overview

- 1.1 This Terms of Reference provides a framework for the governance of Greener Ealing Ltd (**GEL**). GEL is a wholly owned subsidiary of the London Borough of Ealing (the **Council**). Through a service contract, GEL provides waste management and grounds maintenance services to the Council.
- 1.2 This policy provides a reference point for Board members. It aims to ensure that we manage our business effectively and meet the expectations of our stakeholders.

2 Governance

- 2.1 The Board is responsible for ensuring it has, collectively the required competencies to manage GEL.
- 2.2 The overall role of the Board is to manage the affairs of GEL. The Board has ultimate responsibility to:
 - 2.2.1 ensure compliance with strategic objectives and core values;
 - 2.2.2 set a positive culture, with a strong customer focus;
 - 2.2.3 make key decisions on new business undertaken by it;
 - 2.2.4 satisfying itself as to the integrity of financial information, developing budgets, business plans and annual accounts to ensure that the organisation operates effectively, efficiently and economically;
 - 2.2.5 approve, monitor and review key policies, plans and documents;
 - 2.2.6 approve, monitor and review delegations of authority and systems of internal control;
 - 2.2.7 manage risk;
 - 2.2.8 ensure compliance with legislative and regulatory requirements; and
 - 2.2.9 manage conflicts of interest.
- 2.3 The matters reserved to the Board are set out in the Scheme of Delegation.

2.4 The Board is committed to embedding core values and principles to adhere to high standards of ethics.

2.5 GEL has a Code of Conduct for Board members which all Board Members must sign and adhere to.

2.6 The role of each Board member is set out in Appendix 1.

2.7 The role of the Chairman is set out in Appendix 2.

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2.8 Financial Viability

2.9 All corporate financial plans, budgets, business cases and budgets for the business shall adhere to the following general requirements:

2.9.1 To ensure sufficient liquidity at all times;

2.9.2 To base financial forecasts on appropriate and reasonable assumptions;

2.9.3 To have effective systems in place to monitor and report on delivery; and

2.9.4 To meet all covenants and requirements of its funders.

3 Risk

3.1 We aim to embed the principles of proactively assessing and managing risk throughout our business and the board shall retain control of the audit and risk function, rather than operating an audit and risk committee.

3.2 GEL will adhere to the Risk Policy. The Board will consider risk as part of making any decisions under the Scheme of Delegation.

4 Board composition

4.1 The Council has the right to appoint and to remove Directors and to appoint replacements.

4.2 The Board will undertake an annual review of its effectiveness, identifying any gaps in skills which need to be addressed.

4.3 The Board will consist of no more than five and no less than three Directors (at least two Directors must also be employees of the Council). The appointment of alternate Directors is not permitted.

4.4 There is no minimum or maximum term for a Board member. However, governance best practice strongly recommends that Board members should not serve more than

nine consecutive years in office and this should be taken into account when reviewing composition.

4.5 Each Board member shall be appraised and their skills and performance assessed, every two years.

4.6 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. If the Council fails to make any such appointment, the Chairman shall, by default be a Council-appointed Director. The Council may also terminate the Chair's appointment at any time.

4.7 Meetings

4.8 There will be at least four Board meetings a year.

4.9 The quorum for Board meetings the quorum is any two Directors. At least one of those Directors present must be a Council employee.

4.10 The Chair of the Board will have a casting vote.

4.11 The Board may invite any person (such as staff members or other professional advisors) to attend meetings of the Board in an advisory capacity as they feel appropriate.

4.12 Directors may participate in meetings remotely by telephone, videoconference or other electronic means.

4.13 Should urgent decisions need to be taken between meetings of the Board (i.e. any decision which could not reasonably wait until the next meeting of the Board), these shall be taken as follows:

4.13.1 **As a Virtual Meeting:** it is recommended that a telephone or video conference meeting should be held in which as many directors as possible participate. This allows directors the opportunity to discuss the matter and ask questions. Such virtual meetings must be quorate as with a face to face meeting (any two directors). Any director who cannot attend should still be sent the relevant papers and have the opportunity to give their views to the chairman, another director or the company secretary before the meeting.

4.13.2 **Via a Written Resolution:** If the matter is routine and discussion is not necessary or a virtual meeting cannot be convened in time, the approval of **all** the directors may be obtained by means of a written resolution, which can be sent and responded to via email.

4.13.3 In all cases, however, the procedures should balance the need for urgency with the overriding principle that each director should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the company.

4.13.4 Any such decision shall be reported on in full to the Board at the next Board meeting.

4.14 Minutes

4.15 Draft minutes of meetings shall be circulated to the Chair of the Board for approval within 10 working days of the meeting.

4.16 Minutes of meetings will be presented to the next Board meeting.

5 Conflicts of interest

5.1 Directors must comply with the Conflicts of Interest Policy, Articles and Companies Act 2006 in respect of any conflicts or potential conflicts of interest.

5.2 Directors must complete declarations of interest on at least an annual basis.

5.3 All conflicts or potential conflicts will be recorded in the Register of Interests.

6 Review

6.1 This policy will be reviewed annually.

Effective from [] 2022

Appendix 1

Board Member Role Description

1. Role

- To actively contribute skills and knowledge to the effective governance of GEL, to ensure it has a clear strategic direction and appropriate policies and plans in place to deliver its objectives and operate effectively within the wider Group.
- To contribute to effective oversight and direction of GEL by the board, to ensure GEL maximises achievements against its strategic objectives, delivering quality of service and value for money.
- To ensure that GEL operates in compliance with regulations applicable to it.

2. Duties

- Actively participate in the business of the board, which will include regular meetings, exchanges between meetings, sub-committees and away days
- Participate in formulation and oversight of business planning and strategy, and their delivery, within parameters set by the parent company
- Set and agree annual budgets, remuneration and performance targets; approve funding arrangements and major financial commitments including acquisitions and contracts.
- Monitor the performance of the company, in particular monitoring financial and operational performance against targets and funding conditions.
- Oversee the operations framework of the company, in particular monitoring and informing contracts for provision of services as well as policies and procedures
- Ensure GEL effectively manages and mitigates business and reputational risks, and has adequate and robust controls in place.
- Ensure GEL is compliant with relevant regulations and its own internal financial and operational frameworks.
- Positively represent GEL and champion its interests outside of the wider Group.
- Participate in individual and whole board appraisals.

3. Skills, experience and knowledge requirements

a. Essential experience and knowledge

- Non executive role(s), either in the not-for-profit or for-profit sectors
- Delivery of an operations role within waste management
- Experience of delivering business within a group structure
- Corporate management & business planning

b. Essential skills

- Analysis and scrutiny

- Team working, including ability to inspire others
- Personal effectiveness, including time commitment and decision making
- See the 'big picture'
- Understand the role of a not for profit subsidiary within a wider group structure
- Positive influence on the Board
- Respect decisions which may not reflect preferred approach
- keep up with change in the waste management sector
- Handle conflict and difficult situations

c. Desired experience and knowledge

We hope to reflect this experience across the whole board, and therefore do not expect every board member will have knowledge of each area.

- Experience and knowledge of local communities
- Experience of waste management or grounds maintenance services
- Customer service
- Working with local authorities
- Financial management or accountancy
- General law
- Equal opportunities / diversity
- Risk assessment and management
- Health & safety

4. Time commitment

The expected time commitment for this post is 15-20 days per year.

5. Remuneration

The post of independent board member is remunerated – in line with Council policy for subsidiary companies. Board members who are employed by LB Ealing or GEL will not be remunerated.

Appendix 2

Chair Role Description

The Chair is responsible for:

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

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

Report Title	Managing Directors Report		
Meeting	Greener Ealing Board Meeting		
Date	6 th July 2022	Agenda Number	7.
Type of Report	For noting		
Author	Kevin O’Leary – olearyk@greenerealing.co.uk		
Background	<p>This report provides a summary on overall progress over the last two months and highlights key issues.</p> <p>This has been another challenging period, but we have managed to sustain high-performance levels. We continue to face a difficult operational environment with the HGV Driver problems persisting with several recent resignations presenting us with operational difficulties. This has led to some delays in service delivery, but most collections have been delivered on the allocated day.</p> <p>Positive news on the street cleansing front where we were delighted to learn of improved results in street cleansing outcomes for the borough following independent external monitoring of Ealing’s streets (see below).</p> <p>An outline work programme against the business plan objectives is included with this report.</p> <p>The Board is asked to note the report.</p>		

Introduction

This report sets out the key issues that Greener Ealing has been addressing over the last few months and provides a brief update on other matters of interest.

Contract Performance

Overall performance has been good with the more detailed report on this agenda providing a full update.

Pay award - discussions with GMB

We have continued discussions with the GMB over the last two months but have now reached an impasse. Our ability to meet the trade unions aspirations is constrained by budget provisions. Increasing any offer by creating headroom through efficiencies is fraught with operational risk and subject to the view of our shareholder on whom we rely for additional

funding. A verbal update will be provided at the meeting. A further meeting has been scheduled for the 5th July 2022.

Elderly and Disabled Persons Gardening Contract

I am pleased to report that this contract has now commenced albeit with some challenges for the team caused by the delayed start.

Business Plan 22/23 Objectives 1-9

As reported at the last Board meeting, we have now finalised action plans for all the objectives set out in the 2022/23 Business Plan. These are attached. We have endeavoured to set out key tasks and set target dates. We will be monitoring progress at the GEL Management Team meeting once per month and will report to the Board at every meeting. Some of the activity falls under Business as Usual but there are many project type activities that we will now have greater oversight of and can track progress. Major tasks for the year include the Workforce Strategy refresh; HGV and female recruitment campaigns; customer facing activities; a busy schedule of works for the operational teams including key optimisations and raising our horizons in terms of attracting new business with communications and marketing activity planned for later in the year

BSI Accreditations – Inspection outcomes

Our BSI inspections took place during April and May. This proved to be quite challenging for the business and we did not make the progress that we were anticipating. We are now required to submit evidence to correct the non-conformances with the management system that were identified.

We were applying for three accreditations across two major service areas ISO9001 Quality, 14001 Environment and 45001 Health and Safety for Streets and Collections. Our level of ambition was quite high in the first instance but nonetheless a disappointing outcome.

I will keep the Board informed of progress following the August visits. We anticipate that the visits will concentrate on the major items and that we will have dealt with the minors prior to the Inspectors return.

Street Cleansing – NI195

The Council requires independent external inspections of Ealing's streets on three occasions each year. The most recent survey results have been reported as follows. This shows improvements in all the categories that GEL is responsible for. In this report the lower the number the better – so 97% of Ealing's streets were considered at an acceptable standard in terms of litter compared to 94% last year.

- Litter (3%) – A Decrease of 3% from 2021 Tranche 3 and same score from this time last year
- Detritus (2%) – A Decrease of 4% from 2021 Tranche 3.... Which is 3% Lower than this time last year
- Weeds (1%) – A Decrease of 1% from 2021 Tranche 3 Which is 2% Lower than this time last year

These are a really good set of figures, the best combined results since GEL took on the contract and I would like to highlight the work of Garry Jameson and the Streets Team for their efforts.

Business Development - New work opportunities

The Council has now advertised its Arboriculture Contract – and is looking for expressions of interest. We will study the documents and will most likely make an application. This is a challenging field and will need careful consideration – we have some expertise within the team but recruitment and retention of skilled Arborists is another labour market challenge.

We have submitted details to the Inquilab Housing Association for the removal of flytips on a number of their estates in West London. This is an ideal opportunity for GEL both in terms of scale and value and if successful would allow us to extend our reach beyond Ealing and add another client to our list.

Communications and Marketing

As previously reported, we have appointed a Wise Bird Marketing to help us with this area of work and will now prioritise our activities to targeted work to help with our growth agenda and continuing to raise our profile locally in Ealing and within the local authority.

Colleagues attend the West London Jobs Fair on 22nd June with a number of candidates expressing an interest in GEL – we will follow up on this. It was also a chance for GEL to be seen within the business community and to make some business-to-business contacts.

Conclusions

Another very busy period. GEL has been operationally sound despite the challenges.

Kevin O’Leary
Interim Managing Director
22nd June 2022

STRATEGIC OBJECTIVE A

To deliver contracted services in line with the Ealing service contract, specification and key performance indicators.

STRATEGIC OBJECTIVE B

To deliver contracted services within the agreed financial targets.

STRATEGIC OBJECTIVE C

will position Greener Ealing to pursue commercial opportunities over the medium to long term.

KEY SUPPORTING OBJECTIVES

KO1	Workforce Strategy – a review and refresh for 22/23.
KO2	Customer comes first – ongoing work.
KO3	Operational Services – a continuing programme for change.
KO4	HSEQ – conclude the current work plan. Extend scope to GM and HWRC. Apply for Freight Operators recognition Scheme (FORS) Accreditation by March 2023.
KO5	Data Analysis and Performance management.
KO6	Communications Strategy – implementing action plan.
KO7	Going Digital – emphasis on Grounds Maintenance.
KO8	Greening Greener Ealing – implement CO2 action plan.
KO9	Going for Growth – a business development strategy.

Workforce Strategy – a review and refresh for 22/23.					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Fundamental review of workforce strategy	BG	Ops	30/10/22		
Initial draft - workforce strategy	BG		30/07/22		
Consultation with MTM and key stakeholders - Trade Union/Board etc	BG		30/07/22		
Female facilities review/upgrade - initial approach Lucy Taylor	KOL		Complete	Complete	
Female facilities review/upgrade - agree works programme with Facilities Mngmt/LBE	MI		01/03/23	In progress	With EMcK
Explore flexible working options incl. job carving to support female recruitment campaign	BG	GJ	30/05/22	Not Started	Maybe advertise 16hrs a week/weekend only work? JD given to HR by GJ
Recruitment of Female staff - Specific Campaign	BG	JoS	30/09/22	In progress	JO has sent Campaign
Regular HappyOrNot staff surveys	BG	JoS	TBC	In progress	
Annual staff survey - Sept 22 (See KO6)	BG	JS	01/09/22	BAU	
Report Staff survey results to Board on 24th November 2022	BG		24/11/22		
Recruitment of HGV Drivers incl. spare pool (12 additional)	BG	JoS	30/03/23		Target HGV via LinkedIn / Facebook - JoS - Campaign
HGV Drivers - 3 recruitment campaigns Spring/Summer/Autumn/Winter	BG	JoS	TBC		JoS - Campaign
Review outcomes and actions following 2021 staff survey - report finding to a future Board meeting	BG		30/09/22		
Use of Blink - full staff engagement - target Dec 22 - report progress monthly	SH		30/12/22		
Evidence of Blink usage across all service streams and at all levels	MTM	MTM	Ongoing		All MTM to ensure regular posts/comms on Blink
Monthly metrics to be provided on Blink usage	SH	Maggie	TBC	BAU	July review
Ex-offenders in to work - report to July Board (6th July 2022) paragraph for KOL	JH	BG	06/07/22		Paragraph for Board
Skills audit - MTM discussion / Alcumus training and qualification records updated? Access for MTM?	SH		30/09/22		
Apprenticeships/Training - list the training currently happening	BG		30/06/22		
Regular outstanding A/L checks - once every 2 months	Ops	BG	Ongoing	BAU	July/Sept/Nov/Jan
List of awards - CIWM (Chartered Institute of Waste Management)/APSE/MJ/LGC/MRW/CIPD/IIP	JoS		01/10/2022		
Celebration Calendar - Awareness Days	BG	JoS	01/10/2022		
Ealing Events Calendar	BG	JoS	01/10/2022		

Customer comes first – ongoing work reflecting our pursuit of excellence.					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Review and refresh induction to ensure all aspects of Customer Care are covered including identification of ALL GEL customers ie residents/general public/staff/LBE/Other clients - by 4C's/Workstream	SH	JC	28/07/22		
Customer Facing video clips for employees - do's/don'ts - each service area	JoS	Ops Mngrs	13/06/22	In progress	BG to pass on details to Jo for LBE Comms
HappyOrNot resident surveys? Test specific area initially?	KD	Ops/Jo	30/09/22	In progress	Testing the Depot - initially
LBE official complaints via LBE system - new portal	KD	LBE	31/05/22	Not Started	With LBE
Potentially have a H-O-N kiosk at Percival House? Ealing magazine?	KD	Ops/Jo	16/06/22	Complete	KD has emailed Cat Pack
Consider how complaints are managed and monitored	KD	Ops/Jo	25/08/22	In progress	New spreadsheet set up, GEL Admin monitoring, waiting on LBE to go through new portal - RCA via Alcumus
Analysis of customer complaint trends; ie repeats (customers/staff)	KD	Ops/Jo	Ongoing	In progress	
Agree revised GM KPIs	DT/PJ		23/05/22	Not Started	
Customer Care training for HWRC staff - Including conflict management?	SH	MI	30/08/22	In progress	
Driver behaviour - with other road users - language/attitude	BG	JoS	Sep-22		BG to check with JoS
Abuse towards frontline staff by members of public - possibly look at a Campaign	BG	JoS	01/10/22		

Operational Services – a continuing programme for change.					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTER BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Optimisation of Trade Waste service	JH	TB	30/07/22	In progress	
Trade Waste optimisation - initial meeting with Plan B - assessment of Plan B proposal (3 teams to 2?) - Conversation with Owen Janes	JH	TB/KD	30/07/22	In progress	JH to review Plan B's schedules
Optimisation of Flats Enhancement	JH	TB/KD	30/06/22	Complete	Go Live 20th June 2022
Optimisation of Food service - tonnages and crew completion times to be analysed	JH	TB	31/01/23	In progress	
Optimisation of Schools service - 4 day service (with LBE, letters to go out)	JH		30/05/22	Complete	Go Live 20th June 2022
Weed Spray 1 - 1st March	GJ		01/04/22	Complete	
Weed spray 2 - 14th April	GJ		30/05/22	Complete	
Weed Spray 3 - 20th June - weather dependent	GJ		29/07/22	In progress	Go Live 20th June 2022
Weed Spray 4 - end of Oct - weather dependent	GJ		30/10/22		
Streets - draft leafing plan - meeting with LBE (JA)	GJ		30/06/22		Planned meeting on 8th June with JA - details to follow
Recruitment for leafing - mobilisation plan - 1st Oct	GJ		01/10/22		
Streets - traffic island program - with Plan B - SSOW/RA to be looked at (See K04)	GJ		31/12/22		Waiting feedback from Steve Batchelor @ Plan B
Streets - Time banding - cost of team/vehicle to be produced - (extra team - chargeable - will be 3 teams, All zones + FAS) subject to driver recruitment	GJ/JA		28/07/22	In progress	Subject to HGV Drivers
Streets - Deep Cleanse Frequency trial - Solos - New Village 1 maps to be created, commences 1st August	GJ	JA	01/08/22	In progress	
Streets - Deep Cleanse Frequency trial - Solos - new spreadsheet to be created with new schedule cleanse frequencies	GJ		01/08/22	In progress	
Streets - Deep Cleanse Frequency trial - Solos - new spreadsheet to be sent to LBE (JA) for upload in to ibase system	GJ	JA	01/08/22	In progress	
Streets - A40 cleanse integrate with TFL - commenced 11/04/22 - runs 4 days a week for 3 weeks	GJ		06/05/22	Complete	
Maintain contact with TFL - for future closures - monthly (Business Support Team)	KD	TB		BAU	Next closure planned for 6th & 8th July 2022 - Email monthly
Streets - Whitespace roll out data reports - key dates of when this has been rolled out/reports incl.	GJ	KD/TB	31/08/22	In progress	
Review usage of Glyphosate - consider plan for reduction	GJ		31/03/23	In progress	
GM - Gunnersbury progress update - monthly update meetings	PJ	Matt	10/05/22	Complete	
PSS roll out - Gunnersbury test (system and reports) - 16.05.22	PJ	Matt	30/06/22	Not Started	PJ to provide training dates
PSS roll out - across the rest of GM contract	PJ	KD/TB	01/10/22	Not Started	
Gunnersbury KPI reporting - weekly to Client	PJ	Matt	30/06/22	Not Started	
Gunnersbury - use of electric equipment - all barring vehicle	PJ	Matt	01/04/22	Complete	
Gunnersbury use of shredder incl across contract	PJ	Matt	01/04/22	Complete	
Gunnersbury implementation of HappyOrNot - meeting to be had with C. Ellis	PJ/KD	Matt	13.06.22	Complete	Meeting on 13.06.22 KD/PJ - Device installed
Gunnersbury - split litter bin trial	PJ	Matt	01/04/22	Complete	Initial report - trial unsuccessful due to contamination
GM - Summer surging plan	PJ		30/06/22	In progress	
GM - Resources comparison with work schedules	PJ		30/06/22	In progress	
GM - Client inspections/performance monitoring/KPIs	KOL/PJ/Client		30/07/22		GEL to provide initial thoughts to Client - DT/PJ to meet Chris Welsh
HWRC - Visibility on processes/deep dive	MI		30/07/22	In progress	
HWRC - Contract KPI's/recycling rates/diversion rates etc	MI		30/07/22	In progress	
HWRC - Customer relations training	MI		30/07/22	In progress	
HWRC - consider body cams - options of type of equip/signage/IT etc	MI		30/07/22	In progress	
Transfer station - plan for netting/slab/roof/sorting area	MI		31/03/23	In progress	

HSEQ – conclude the current work plan. Extend scope to GM and HWRC. Apply for Freight Operators recognition Scheme (FORS) Accreditation by March 2023.

BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Identify dates for BSI triple audits to accredit Collections & Streets with 9001/14001/45001 (Audit dates?)	SH	MI	12/04/22	Complete	
BSI Inspector report - WC 16th May - 90 day response to NCRs	SH			In progress	
Corrective action plan post triple audits to address Obs & NCRs	SH	MI	TBC	Complete	Awaiting comments from BSI on the issues raised
Anticipated Accreditation - Sept 2022			31/09/22	Not Started	
Identify dates and plan for BSI to accredit GM & HWRCs with 9001/14001/45001	SH	MI	31/03/23		Initial dates in advance in order to meet completion date
Action plan for FORS accreditation - agree Bronze/Silver/Gold (Specific Dates)	EM	MI	26/05/22	Not Started	Initial meeting held.
Transport key concern - driver metrics - driver behaviours (plan to address)	MI		TBC	BAU	
Plan to combine H&S plus Transport into single dashboard	MI/SH		31/12/22	BAU	
Traffic Island Cleansing (See KO3)	GJ	MI	31/12/2022	In progress	
Provide detail on driver CPC programme/training	SH		Sep-22	BAU	
Regular check on all licences - Operators Licence	SH	MI	07/06/2022	Complete	End dates/review dates?/lead time for application?
Regular check on all licences - Site Licences	SH	MI	07/06/2022	Complete	End dates/review dates?/lead time for application?
Regular check on all licences - COTC	SH	MI	07/06/2022	Complete	End dates/review dates?/lead time for application?
Regular check on all licences - Waste Carriers Licence	SH	MI	07/06/2022	Complete	End dates/review dates?/lead time for application?
Regular check on all licences - EA Permit	SH	MI	07/06/2022	Complete	End dates/review dates?/lead time for application?
Regular check on all licences - Consent to Discharge	SH	MI	30/07/2022	Not Started	End dates/review dates?/lead time for application?
Water extraction licence - Streets	SH	MI	30/07/2022	In progress	To be checked
Vehicles - MOT/Insurance/Tax/Maintenance schedule	MI		07/06/2022	Complete	
Wellbeing - Training for "Ambassadors"	SH	MI	31/03/2023		
IOSH Training - people development	SH	MI	31/03/2023		

Data Analysis and Performance management - linked to KO7.					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Explore options to Integrate data into one system	KOL/KD/TB/MI/DT		30/03/23		
Design single dashboard for daily use by MD and others	KOL	KD/TB/MI	30/06/22		
Performance analysis reviewed at MTM - every 2nd meeting	Ops/KD		TBC	BAU	Agenda Item
Identify and record supervisor/team level metrics	TB/KD/DT/KOL		TBC	Not Started	
Team level metrics - by service area - Collections - monthly	DT/TB/Ops		ASAP	In progress	Service KPI's by area? Most complaints/crew inspections/gate checks/Alcumus/Sickness/RTW's
Team level metrics - by service area - GM - monthly	DT/TB/Ops		ASAP	In progress	Service KPI's by area? Most complaints/crew inspections/gate checks/Alcumus/Sickness/RTW's
Team level metrics - by service area - Streets - monthly	DT/TB/Ops		ASAP	In progress	Service KPI's by area? Most complaints/crew inspections/gate checks/Alcumus/Sickness/RTW's
Team level metrics - by service area - HWRC - monthly	DT/TB/Ops		ASAP	Not Started	Service KPI's by area? Most complaints/crew inspections/gate checks/Alcumus/Sickness/RTW's
Reporting Mechanism: Daily Update Report x 255 (Internal)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Weekly Performance Report x 52 (External/Internal)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Weekly Exception Report x 52 (External)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Weekly Gunnersbury Performance Report x 52 (External/Internal)	KD/TB		Ongoing	Not Started	Dependent on GM using PSS
Reporting Mechanism: Monthly Performance Report x 12 (External/Internal)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Monthly KPI Report x 12 (External/Internal)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Monthly Crew League Table x 12 (Internal)	KD/TB		Ongoing	BAU	
Reporting Mechanism: Board Reports x 6 (External/Internal)	KOL/DT		Ongoing	BAU	
Reporting Mechanism: Annual Performance Report (External/Internal)	KD/TB		Ongoing	In progress	
Weekly Transport Report	MI	EM	Ongoing	BAU	
Weekly HSEQ report	MI	EM	Ongoing	BAU	
Stores report? Budget info per area - Monthly	SH		01/10/22	BAU	
CO2 report quarterly - separate report	MI	EM	01/07/22		Apr/Jul/Oct/Jan
Number of Blink sign-ups - target outstanding sign-ups	Ops	SH	Ongoing	BAU	
Number of socail media posts by GEL - target to be set	BG				Count of how many posts we put out (4 a week?)
Finance reports/Management accounts/trackers - monthly = fuel, weekly = OT & Agency usage	KP		Ongoing	BAU	
HWRC / Yard - number of contaminated loads - weekly/monthly (add to KPI's)	MI	EM		Not Started	
Permanent staff head count - monthly report	BG			Not Started	
Repeat Missed Collections	TB/KD			In progress	To send to Ops weekly - JH & Supervisors
Locations/teams of assisted missed collections	TB/KD			In progress	Combine info from league table/daily report on assisted - team/address

Communications Strategy – Implementing action plan. Links with KO9					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Consider strategic marketing/sales post (conditional on way forward agreed on KO9)	KOL	MTM	28/08/22		Do we need sales support for new services ie: Trade Waste?
Annual Report - distribute to stakeholders and prospective clients	KOL/KD/DT		30/06/22	In progress	
Consistent useage of all social media platforms - Instagram/LinkedIn/Twitter?	JoS		Ongoing	BAU	
Sign up to local user groups - ie: Ealing Ward Facebook Accounts	JoS			In progress	List from JoS - who have GEL signed up to?
Community Projects - ie: schools/community groups	JoS			In progress	
Continue to support Lager Can Group - register of events how support has been given	JoS			In progress	
Attend job fairs - GEL promotion	BG			In progress	Attending Work West Jobs Fair on 22/06/22
Regular meetings with GEL Board/LBE - SLAP Meetings	KD	KOL			Emailed Holly Smith - Nov & May
New Employee Inductions	JC		Ongoing	BAU	
MD's monthly team briefing	KOL		Ongoing	BAU	
Employee of The Month Award	BG		Ongoing	BAU	
Staff Newsletter - Monthly	JoS		Ongoing	BAU	
Toolbox Talks - annual plan required	SH		30/07/2022	BAU	DT to get a list from SH - Standard TBT
Staff Surveys (See KO1) - Annually - every Sept	BG	JoS	Sep-22	BAU	
Maintain good relations with GMB through regular meetings/discussions	BG	KOL		BAU	
Communication through Blink App	JoS	SH		BAU	
GEL Website	JoS			BAU	
Staff portal - upload HR policies via Blink	BG	JoS		BAU	
GEL Brand Identity - maintain brand identity consistency	JoS			BAU	
Aim to have six news releases issued during the course of the year?	JoS			BAU	

GEL open day - details to follow (school competition? Access to our vehicles/education on environment?)

Going Digital linked to KO5 – emphasis on Grounds Maintenance					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Add GM to digital service management platform with PSS	PJ	KD	27/10/22	Not Started	
Add HWRC to digital service management platform (add to current reporting mechanism)	KD/DT/MI/KOL		31/10/22		
Scope research & identify options for linking seperate GEL software: Blink/Alcumus/Whitespace/PSS	KP	Ops Mngrs	TBC		What is the best option? Timscale subject to existing contract arrangements
Benchmark with Veolia/Biffa/Amey/Serco/Urbaser/FCC/LATCOs (optional)	KD with support		Jan-Mar 2023		
Reporting framework to be set up via WS	TB	Ops Mngrs			Repeat missed collections/Complaints? Ops to identify what they want to see
Reporting framework to be set up via PSS	PJ	KD	01/05/22	Not Started	
Establishment figures - Org Charts/HR/Finance	KD	DT	01/10/22	Complete	6 monthly reviews
Org Charts - Collections	KD	DT	01/10/22	Complete	
Org Charts - Street Cleansing	KD	DT	01/10/22	Complete	
Org Charts - GM	KD	DT	01/10/22	Complete	
Org Charts - HWRC	KD	DT	01/10/22	Complete	
Supervisor RAG status	Ops Mngrs	DT	30/05/22	In progress	
GEL Dashboard - key health indicators (as follows):				BAU	
Contract Performance - service delivery	KD	TB	Ongoing	BAU	
Financial Performance - within budget	KP	TP	Ongoing	BAU	
H&S	SH		Ongoing	BAU	
Sickness/Absences	BG	JS	Ongoing	BAU	
Overtime	KP	TP	Ongoing	BAU	
Agency Staff	KP	TP	Ongoing	BAU	
Staff Turnover - plus HGV drivers	BG		Ongoing	BAU	
Fuel Usage	MI	EM	Ongoing	BAU	
Vehicle Maintenance	MI	EM	Ongoing	BAU	
CO2	MI	EM	Ongoing	BAU	
New Work Value	KP	TP	Ongoing	BAU	

Greening Greener Ealing – Implement CO2 action plan.

BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Review actions from GEL Carbon Reduction Plan quarterly	MI		31/07/22	In progress	Quarterly review
Reducing vehicle emissions through re-routing rounds	JH/GJ		Ongoing	BAU	
Reducing vehicle emissions through green driver training	MI		Ongoing	BAU	
Reducing vehicle emissions through reduced vehicle idling	MI		Ongoing	BAU	
Reducing vehicle emissions through low carbon fuels	MI		01/09/22	In progress	3 mth trial of HVO in progress
Workforce Travel plan	MI	BG	01/03/23		
GEL Cycle scheme - number of sign ups	BG	JoS	30/07/22		BG to get numbers - Quarterly check on numbers and update MTM
Car share - Transport options - Comms to employees	BG	JoS	01/03/23		
Possible GEL "Greener" Audit	SH	MI	Mar-23	Not Started	Initial meeting held with Supplier
Purchase new Recycling Bins for the office - and a food waste bin	KD		Mar-23	Complete	
Single use plastic?	LC	SH	Mar-23		Reusable water bottles? Part of Greener Audit
Investigate Rooftop solar panels for Fleet	MI		Dec-22	In progress	
GEL electric vehicle delivery and charging points - Gunnersbury	MI		Mar-23	In progress	Check on charging point
GEL electric vehicle delivery - Supervisor vehicles	MI		TBC	Not Started	
Depot Charging Points	MI		Aug-22	Not Started	Reliant on LBE

Going for Growth – a business development strategy.					
BUSINESS PLAN OBJECTIVE	TASK LEAD	SUPPORTED BY:	TARGET DATE	PROGRESS	ADDITIONAL NOTES
Investigate options for GEL led Trade waste business growth	MI		30/06/2022	In progress	Neighbouring Boroughs/within the Ealing Borough/Business Recycling - Initial proposal received
Bin washing - investigate options	MI	GJ	20/07/2022	In progress	Food Waste containers on Housing Estates/LBE Litter bins/Bid area litter bins/Residential wheelie bin cleaning service (potentially)/Trade bin washing (1100ltr bins)
Develop a comprehensive marketing campaign for GEL	KOL/BG	JoS	30/08/2022	Not Started	Aimed at: LBE/Schools/Uni/RSL's/Local Businesses in West London area. Campaign to commence Autumn 2022
Commercial Opportunities: GEL Training Academy	SH	JC	Mar-23	Not Started	
LBE Opportunities: Graffiti contracts - liaise with JA	GJ		Jul-22	In progress	GJ to liaise with JA - Client is developing commercial strategy
LBE Opportunities: Arboricultural contracts - liaise with JA	PJ		Oct-22	In progress	Tender out in Oct 2022
LBE Opportunities: Housing work including Pest Control & Resident Estate Services	KOL		Ongoing	In progress	KOL liaising with JA / Meeting with Inquilab on 16.06.22

Report Title	Combined Performance Report including HSEQ & Transport		
Meeting	Greener Ealing Board Meeting		
Date	6 th July 2022	Agenda Number	8.
Type of Report	For noting		
Author	Kevin O'Leary – olearyk@greenerealing.co.uk		
Background	<p>This report updates the Board on performance against internal and external KPIs over the previous five months and provides commentary on the last month.</p> <p>The current format incorporates information across a broad range of indicators giving comprehensive view of the whole business. Client facing targets have previously been agreed with LBE.</p> <p>Internal targets for 21/22 and beyond based on our first year's performance were agreed at a previous Board meeting and are now part of the KPI table.</p> <p>An annual target for CO2 emissions and the accompanying GEL Carbon Reduction Plan was approved previously. Compliance with ISO 14001 standards will ensure appropriate measurement for comparison and performance purposes. The reduction target has yet to be translated into monthly CO2 emissions and fuel consumption targets – these remain to be agreed and it is possible that these are best evaluated on a quarterly basis to provide a means of removing the distorting effects of variation on the number of working days in each calendar month.</p> <p>Parks quality and Cemeteries inspections remain excluded from the current table pending work to calibrate and align the performance metrics so that they convey useful information.</p> <p>May was busy with various work streams in progress and challenging operational problems from the continued driver shortage that the team is still dealing with. There are no longer any Covid-19 restrictions in effect and its impact on the contract during the summer months is expected to be minimal.</p> <p>The Board is asked to note the report.</p>		

GEL Combined Monthly Performance Report May 2022

May Performance – Operations

This report covers data from January to May, and commentary on the overall May performance of GEL including the HWRC site at Greenford. Covid-19 is finally tailing off in terms of impact on the contract, it is likely that this will be the case over the summer months.

Overall performance in May was good, performance remains consistent from month to month in the majority of key indicators. There were two amber and one red status indicators in May, these are addressed in individual service commentaries. Collections and Streets continue to perform well; GM experienced a busy month with Green Flag work and weather affecting grass cutting. There is still work to do in aligning the performance monitoring process with resources and actual results - no change. It was also a busy month at the Greenford HWRC.

The national HGV driver shortage is still a live issue as reported previously. Collections are supported by the other services, but this remains a significant and chronic risk for the contract, exacerbated by the cost-of-living increase which has increased the drain of drivers leaving for more money elsewhere - no change.

Collections – Commentary

- HGV driver shortage remains the key headline operational issue facing Collections – there continue to be days when supervisors are called into the frontline service as drivers, and some rounds must be completed using overtime or second shift unfamiliar crews. This has knock-on effects on the ability to manage performance across the crews and places the whole service under chronic strain. GEL measures to increase the supply of drivers are currently not quite able to maintain sufficient core numbers; there is a net outflow of numbers.
- Assisted Missed collections have been disappointing for the last two months - red status with 10 in April, 14 in May and are an example of the way in which the driver shortage and consequent reduction in supervisory capacity impact ability to manage this issue.
- General Missed collections continue to be low across the refuse, recycling, and food services.
- Garden Waste missed collections reduced in May after the renewals season spike in April.
- Despite the continual pressure on ability to deploy the core service, Collections still provide consistently good quality results.

Street Cleansing - Commentary

- First time A+B performance for May was 94%, slightly below the strong 96% score for March.
- The service continues to be a primary support to Collections – no change.
- Fly Tip clearance at 92% is one of two amber indicators for Streets, numbers were high for the month with 958 reported, 350 more than the previous month. There was a surge of fly tips on the first week of May with 169 reported on one day, this is triple the usual amount and while all were cleared it was not possible to do that number within SLA.
- Bulky waste clearance was good at 100% within SLA.

- Container delivery, the second amber indicator, improved from 49% in April to 92% in May.
- The second round of weed spraying program was completed in the final week of the month.
- Changes to ward names and boundaries have delayed the roll-out of the resource and frequency trial in Village 1 from 6th June to 11th July - no change.
- Estate cleansing, daily cleanses and standard cleanses have been rolled out on Whitespace but functionality across the full service has been delayed by the ward changes referred to above - no change.

HWRC - Commentary

- Visitor numbers at 9957 for May are 696 higher than April, as can be expected at this time of year.
- The recycling rate has improved to 59%. Discussions between GEL and LBE are ongoing about the potential to improve this.

GM & Cemeteries - Commentary

- The parks and cemeteries KPIs remain temporarily suspended from the main performance table whilst the contract and client team work together to arrive at more effective methods of marking performance which accurately reflects quality and perception – no change.
- There were some issues with grass cutting, weather is the primary influencing factor. There was also a particular resourcing problem in Greenford Cemetery, this has now been resolved with the deployment of an enhanced team.
- Green Flag inspections happened in Perivale Park, Acton Green Common and Heathfields. Preparation for these, combined with requests to prepare areas for Jubilee celebrations have contributed to a busy month.
- It is possible the trialled introduction of PSS software platform may help inform a clearer view on the balance of resources to instructions.
- Joint client and contract teamwork is required to design a viable resourcing plan to address fluctuating seasonal and weather driven peak demands - no change.

Complaints

- The complaints for May are 54, numbers have been virtually identical for the last four months. This provides an independent resident snapshot check on the strong and stable service delivery standards across the GEL contract which the various KPI numbers show.

May Internal KPIs

- Internal KPIs remain reasonably consistent overall with some variations noted below.
- Safety standards are stable, and there was an increase in reporting close calls – a leading indicator of focus by staff on the safety of their work environment.
- One RIDDOR in the month.
- A small uptick in ER cases and staff turnover.

May Performance – HSEQ & Transport Support Services

HSEQ

- HSEQ provision good during this period, Omicron variant monitored but not significant.
- One RIDDOR – an operative had a cut to their leg necessitating 3 sutures and a 7 day absence from work. They are now back at work.
- The Stage Two BSI audits of ISO 9001, 14001, & 45001 accreditation for Management, Waste, and Streets were completed. Some major and minor NCRs were identified; a 90 day improvement plan was submitted. Some of the NCRs have already been closed out and accepted as such by BSI. A revisit to inspect the improvements is planned for August.
- Work completed on Fire Management processes; the plan is now being reviewed. Clarification of roles and responsibilities is required with LBE Estates Management.
- Discussions ongoing between GEL, LBE, and West London Waste Authority to look at interim and longer-term solutions for tipping and transfer of recycle – no change.
- Issues over Transfer Station infrastructure raised with LBE – no change.
- Pedestrian access to the HWRC is under review with LBE.

Transport

- Transport Provision in-line with operation requirement – no change.
- Accidents increased over the target in May after 3 months of lower numbers however only half of the incidents were assessed to be the result of GEL drivers at fault.
- Despite driver shortage, GEL compliant with Operator Licence conditions – no change.
- Fuel prices continue to be a significant concern going forward.
- 'Red' diesel no longer in use due to a regulatory change. This has translated into a compensatory increase in DERV consumption, exacerbated by the mowing season because the ride-on mowers are particularly thirsty on fuel.
- There is a knock-on impact on CO2 figures because this was not being measured for 'Red' diesel but is now showing in the increased DERV usage.
- Idling time has increased, this may be a result of hotter weather causing the use of A/C in vehicle cabs during work breaks.

GEL - Overall Dashboard

Indicator	Target	Jan-22	Feb-22	Mar-22	Apr-22	May-22
Missed Rectification %	100% within 24 Hours	100%	100%	100%	100%	100%
Right First Time %	-	99.96%	99.98%	99.97%	99.97%	99.97%
Assisted Missed Collections	Zero	12	6	4	10	14
Missed per 100k by Service						
Refuse	< 100	53	17	31	31	30
Recycling	< 100	40	19	29	21	32
Food	< 100	47	32	37	34	39
Garden	< 100	26	11	54	80	29
Streets A&B Inspection %	85%	93.95%	97.21%	94.80%	96.73%	94.33%
Flytip Clearance	95%	99%	100%	55%	99%	92%
Flytips Reported	-	740	651	859	608	958
Bulky Waste Service	100%	99%	100%	97%	99%	100%
No of Container Requests	-	1179	1252	2860	1977	1726
Container Delivery %	100%	98%	98%	99%	49%	92%
HWRC Materials Recovered	-	246t	220t	313t	369t	394t

HWRC Visit Numbers	Report Actuals	6849	6011	7977	9261	9957
HWRC Recycling Rate %	TBA via Service Agreement	54.67%	54.12%	62.10%	56.85%	59.07%
Customer Complaints	<100	15	55	54	54	54
RIDDORS	0	0	0	0	0	1
No Lost Time Incidents	<3	1	2	2	0	1
Lost Time Incidents	0	1	1	0	0	1
Close Calls	Report Actuals	5	9	3	10	13
Vehicle Incidents	<7	14	6	4	6	11
VOR (Daily Average)	<5	3.85	5.46	5.79	4.91	5.90
Fuel – DERV (Litres)	TBA	57,659	52,779	57,207	55,953	60,322
Fuel – Gas Oil (“red” litres)	TBA	2574	1894	4029	4	0
CO2 – kg	TBA	155,810	140,792	152,610	149,228	156,837
Total Vehicle Idling Time (hrs)	<140	118	115	118	125	145
Vehicle Availability	95%	100%	100%	100%	100%	100%
MOT Pass Rate	98%	100%	100%	88%	100%	100%
Average Sickness %	<4%	5.41%	4.50%	3.30%	3.54%	3.19%
ER Cases	<5	1	0	2	1	3
Staff Turnover	Report Actuals	4	4	3	0	5
YTD Actual	-	£341,174	£371,612	£374,622	£13,604	TBC
FY Forecast	-	£365,676	£421,307	£421,145	£388,597	TBC
Additional Revenue	-	£117,098	£57,203	£268,298	£60,659	TBC

Report Title	GEL Risk Management – Risk Register		
Meeting	Greener Ealing Board Meeting		
Date	6 July 2022	Agenda Number	9.
Type of Report	To Note		
Author	Katarina Pohancenikova can be contacted on pohancenikovak@greenerrealting.co.uk		
Background	<p>This report provides an update on the new risks or measures the company faces since the last update to the Board on 7th April 2022.</p> <p>The Risk Register is attached as a separate excel file for ease of review.</p>		

Budgetary management and control**Budget misalignment - HIGH**

GEL Finance team to ensure budget misalignment does not occur between GEL activities and LBE provisions.

Budget for 22/23 assumes a loss of £389k. Management action plan to be provided to close the gap.

UPDATE: Updated full year forecast projects a loss of £183k. We are awaiting confirmation on lease refinancing for RCVs which should contribute to improving the current year financial position. The emerging pressures (HGV drivers' shortage, NI increase, increase in costs and services, increase in fuel prices) have been highlighted to the Council. We have re-opened the discussion with our Council's colleagues in regards to revises Services agreement and introduced new items within the Dead of Variation which should assist GEL to recover any statutory and market pressures in the future.

Budgetary management and control**Pay Award - HIGH**

We have budgeted for up to 2.5% pay increase for 2022/23.

UPDATE: GEL Management have been meeting with the GMB during the past 3 months in respect of 2022/23 pay review. During that time we discussed the cost of living crisis and the Unions have made reference repeatedly to the CPI and RPI indicators currently running around 7.2%. Whilst we are appreciative of the very real hardships faced by our employees, we are restricted in terms of how much we can realistically afford without securing certainty from the Council that they will fund any deficit (above the 2.5% in our budget). We have considered efficiency options which may help but we are still some way off any agreement. The discussions are on-going and we will keep the Board appraised.

Budgetary management and control**Brexit impact on Fleet - HIGH**

The risk is reviewed by monitoring the market situation, impact on supply chain and ensuring the business deals with potential issues in advance and have contingency plan in place.

Initial issues were primarily directly linked to Brexit disruption of goods inwards due to revised customs/trade processes and checks on incoming part supplies, which now seem to have reduced, where possible GEL has arranged with subcontractors/suppliers to increase holdings on key items.

UPDATE: GEL have resolved existing supply issues with Tail Lift parts with a local supply chain, however we are experiencing extremely long lead times for parts which include semi-conductor components. We have separately been advised by Mercedes UK that no orders for new Refuse Collection Vehicle (RCV) chassis can be placed at present and that anticipated build times are beyond 12 months.

Budgetary management and control**Increased cost of fuel - HIGH**

The risk is monitored by monthly fuel spend report, reviewed by service delivery, performance/efficiency and making changes as appropriate in light of increased fuel costs. Carbon reduction measures being undertaken, including review of operational mileage and excessive vehicle idling

*Increased cost of fuel is now seen as a **High Risk** underpinned by extremely volatile energy supply market and factors relating to Covid 19, Brexit and political situation at Ukraine.*

The planned control measures relating to the measurement and management of fuel use are in place across the contract, and the first phase of Carbon reduction relating to vehicle excessive idling is delivering demonstratable savings, albeit relatively minor in value being achieved.

Ongoing in-service optimisation of core operational services is being undertaken, with an expectation of reduced fuel usage in elements of the trade and garden waste collection activities.

UPDATE: Fuel price from February to May 2022 have gone up by 20% and on occasional week prices soared by 40%. With Eastern crises continuing fuel rates show some stability but have no confidence price per litre will stay stable for the long-term.

We have explored an option to switch from using white diesel and start a trial by ordering 5000 litres of HVO on a trial basis. Data obtained from our vehicles will be analysed to ascertain NOx and Co2 particle % reduction and decide whether to proceed with on a permanent basis across the whole GEL's fleet. On average cost of HVO per litre is 20% higher than white diesel and based on our initial conversation with the Council, we could potentially recover the extra cost if usage of HVO proves to contribute to the Council's climate policy results.

Loss or damage of assets

Wear and tear costs to fleet – MEDIUM

Review monthly monitoring report to identify areas/vehicles, number of vehicles and defects. *Operational failure of food waste vehicles - GEL has experienced a number of rear suspension air bag failures on one of our 7 16t RCV vehicles employed primarily on food waste collection activities. Both vehicle chassis and body manufactures have been engaged in investigating and getting a resolution to the issue.*

UPDATE: The issue may result in GEL being limited in the use of the vehicles such that they are only can be deployed either on a short- or long-term period collecting non-food material streams, which will have an impact of the overall capacity and delivery of the waste collection operation.

We should be shortly in receipt of engineering report regarding the above. There is a possibility that GEL will be forced to take legal advice if food waste is found to be the key factor in rear axle being overloaded and causing Chassis to bend. LBE original tendered specs clearly highlighted vehicles were being procured for Food Collection rounds.

Budgetary and management control

Sickness absence resulting in various and significant operational and financial continuity issues – MEDIUM

Ensuring compliance with relevant government regulations and guidance concerning COVID-19.

UPDATE: The government has removed remaining domestic restrictions in England. Whilst risk remains low Guidance is available on prevention. We are monitoring the current situation with monkeypox disease, and we will implement government guidance where required.

FIN0012 - Failing to establish in new fields, areas

Failure to deliver contracted services– MEDIUM

Plans to implement effective strategies for the future growth and stability.

UPDATE: Bin Wash Contract to be agreed with LBE to carry out communal food bin cleaning, wash street bins and provide commercial bin service.

Report Title	Finance Update – July 2022		
Meeting	Greener Ealing Board Meeting		
Date	6 July 2022	Agenda Number	10.
Type of Report	To Note		
Author	Katarina Pohancenikova		
Background	<p>Executive Summary This report notes:</p> <ol style="list-style-type: none"> 1. May 2022 Month End Greener Ealing financial results to May 2022 shows a positive variance of (£87k). 2. Outstanding Finance Issues The unresolved finance issues with the Council are Start-up costs treatment and premises lease agreement. 3. Loan Finance No loan drawdown up to date in financial year 22/23. 4. Bins Contract Award Bins Contract 5. Bank Update Company credit card spend. <p>Recommendations:</p> <p>To note the overall draft financial position to 31st May 2022. To approve Bins Contract Award.</p>		

1. Month End
Greener Ealing Ltd
Statement of Comprehensive Income (£'k)

	May 2022 YTD			Full Year		
	Actual	Budget	Variance	Forecast	Budget	Variance
Net Service Income	(3,746)	(3,696)	(50)	(22,348)	(22,115)	(233)
Other income	(73)	(52)	(20)	(675)	(716)	42
Turnover	(3,819)	(3,748)	(71)	(23,022)	(22,831)	(191)
Staffing costs	2,187	2,283	(96)	13,166	13,383	(217)
Agency Costs	318	274	44	1,707	1,507	200
Other staffing costs	30	42	(12)	237	254	(16)
Total staffing costs	2,535	2,599	(64)	15,111	15,144	(33)
Other Direct Costs	135	100	35	912	870	42
Depreciation & Amortisation	41	38	2	250	231	19
Vehicle Costs	800	788	11	4,622	4,763	(141)
Plant Costs	66	75	(9)	465	482	(17)
Property Costs	147	149	(2)	904	903	1
Communications	1	1	1	4	4	1
ICT Costs	49	44	5	291	281	10
Service Recharges	8	8	-	72	72	-
Professional Fees	73	54	19	479	383	96
Operating costs	1,321	1,258	63	7,999	7,989	11
OPERATING LOSS/(PROFIT)	37	110	(72)	88	301	(213)
Net funding costs	2	17	(15)	78	87	(10)
NET LOSS/(PROFIT) BEFORE TAX	39	126	(87)	165	389	(223)

The overall draft financial position to 31st May 2022 is a deficit of £39k against a budgeted loss of £126k. Key variances relate to:

- Turnover - favourable variances of (£71k) as a result of non-contractual work provided: (£73k) Grounds maintenance including Gunnersbury Park contract; (£19k) rechargeable costs; (£12k) Waste, (£7k) Streets cleansing; (£2k) Kickstart funding; £42k efficiency savings not implemented
- Staffing costs favourable variance of (£64k) due to savings of (£50k) Waste; (£23k) HWRC; (£21k) Admin; (£9k) PPE offset by additional staff related costs such as Holiday pay £30k and Streets cleansing £9k
- Operating costs adverse variance of £63k
 - (£2k) Property Costs: premises repairs and maintenance allowance not being utilised in the first two months
 - £2k Depreciation & Amortisation relating to small plant purchases to be used for Gunnersbury Park contract
 - £3k Vehicle and plant: savings on fuel, plant purchases offset by small increase in fleet and plant repairs and maintenance costs
 - £6k ICT and Communications due to additional GM software implementation
 - £19k Professional fees include additional consultancy fees; legal fees; training
 - £35k Other Direct Costs for BSI Audit; direct costs; rechargeable bags offset in revenue
- Funding costs positive variance of (£15k) as a result of no loan being drawn down in the first two months of financial year 22/23

The full year forecast has been updated and currently showing a loss of £165k against the originally budgeted loss of £389k. The main factor contributing to the financial result improvement relates to services efficiencies further cost control measures on the services that should help to benefit in this year financial results.

We also believe that lease refinancing, proposed to take place from July 2022 will further improve financial position and will help to close 22/23 loss gap. We have not factored these improvements in May's financial forecast as the final lease documents are currently being prepared and figures finalised.

The Company continues to face financial pressures that might have negative impact on the future financial performance. The major pressures are as follows:

- Pay Award – currently forecasted at 2.5% with GMB discussions on-going;
- Fuel prices – the prices show some stability but with the continuing Eastern Europe crisis we have no confidence that this will continue;
- HGV Driver shortage – this continues to be a significant challenge to the business. The forecast assumed the continues support of the Council to fund the hourly uplift for HGV drivers.

2. Outstanding Issues

GEL management is waiting for the Council to resolve a number of outstanding issues and agree on costs recoverability. These are set out below , there is the possibility of potential impacts on GEL financial results:

- Start-up costs treatment
 - Revenue start-up costs (£703k) – provisional agreement between GEL and the Council to absorb the revenue start-up costs by the Council based on legal advice obtained by GEL. Council is seeking a separate advice from their legal team to ensure state aid rules were followed.
 - Capital start-up costs (£930k) – submitted capital spend being reviewed by the Council. The Council has decided to charge capital start-up costs and transfer title to GEL with GEL using fixed capital loan facility to finance these costs.
 - Stock start-up costs (£161k) - submitted PPE spend with GEL using working capital loan facility to finance the costs.
- Heads of Terms (Premises lease agreement) – we have highlighted to the Council Property team the main areas of our concern for further discussion but have not heard anything back yet.

3. Loan Finance

GEL current cash position is stable, and we have not drawn down on any of the loan facilities.

4. Bins Contract Award -

It has been agreed with the Council that GEL will take over the ordering of bins from the Council. Ealing residents will continue to submit a request for a new/replacement bin via Ealing Council website. This will generate a request directly to GEL, who will order, store and distribute the bins to the residents. GEL will then charge LBE for the service. LBE are currently promoting dry mixed recycling, garden waste and food recycling, these bins will continue to

be provided free of charge by LBE. This will continue at the time that GEL take over. It is planned that GEL will hold stock levels which will be replenished quarterly / or when necessary, with regular stock takes.

It is therefore necessary for GEL to put in place new supplier contracts to continue to meet the Council's key objective of providing good service to residents and continuity of service. The estimated annual contract spend is £280k with the intention to continue the contracts for 3 years. The agreement between GEL and LBE states that GEL need to procure where possible UK manufactured bins this contributing towards overall CO2 reduction plan. GEL has actively investigated pricing with UK manufacturer suppliers however, the costs are in the region of 40% more expensive than those coming from abroad (with higher CO2 emissions). Unfortunately, the Council's budget for 22/23 has been set. We have agreed with the Council to use the ESPO framework in the meantime. This will allow us to carry out a long-term CO2 % reduction against increase in spend.

After reviewing ESPO Framework, we believe the current number of suppliers on the ESPO Framework provide VFM and therefore Direct Award each time stocks need replenishing will suffice and fulfil the purpose of this contract.

We have made the Council's Joint Contracts Board aware of the Commercial Strategy and asked for their approval. The Direct Award was agreed in principle with details to be finalised.

5. Bank Update

GEL Company credit card spend from March to May 2022:

Expense Type	£	Comments
Training	1,176	External training
Companies House	750	Late penalty filing
Other Expense	421	Stationery, postage, vouchers
Tools	3,059	Tools & materials
PCN Fines	480	Penalty charge notice
HMRC Payments	988	Company Corporation tax
Transport for London	90	Street Operatives Oyster card top up
	6,964	

Report Title	GEL Contract Procedure Rules		
Meeting	Greener Ealing Board Meeting		
Date	06 July 2022	Agenda Number	11.
Type of Report	For Approval		
Author	Katarina Pohancenikova can be contacted on pohancenikovak@greenerealing.co.uk		
Background	We are suggesting some changes to GEL Contract Procedure Rules to allow for more transparent and smoother processes		

Changes to Contract Procedure Rules

Summary of changes:

- Introduction of definition of 'LBE Lead Contract' to refer to signed Services Contract;
- Introduction of definition of 'Provision Contract' for the provision of services to be provided by either Greener Ealing Ltd to London Borough of Ealing Council or third party;
- Introduction of Social Value element to scoring process under evaluation of tenders to align it with LBE Social Value Matrix;
- Addition of authorisation limits for income contracts.

Conclusion: The Board is invited to approve the suggested changes to GEL Contract Procedure Rules to allow for more transparent and smoother processes

GREENER EALING LTD CONTRACT PROCEDURE RULES

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SUMMARY OF KEY CONTRACT PROCEDURE RULES

Total Value	Competition	Advertising	Authority to tender or award	Signature of Contract	CPR
Up to £25,000	No competitive quotations required, but must demonstrate value for money Audit trail to be kept	None required	Service Manager's delegated authority	Service Manager	Part 2 Part 3
<u>QUOTATIONS</u> £25,000 to £74,999	Three competitive quotes	Advert in Contracts Finder or select from an Approved List, DPS or Framework Agreement	Managing Director or officer authorised by him/her formally in writing.	Managing Director or officer authorised by him/her formally in writing.	Part 2 Part 4
<u>TENDERS</u> £75,000 to PCR Thresholds	Five suppliers invited to tender (Six if there is an in-house bidder)	Advert in Contracts Finder or select from approved list, DPS or Framework Agreement	Up to £250,000– Managing Director' £250,000 to £500,000 – Board Over £500,000 – Shareholder's Representative, via the Board.	Managing Director (following Board or Shareholder's Representative decision if over £250,000/£500,000) or Executed as a deed by Greener Ealing Ltd (as appropriate)	Part 2 Part 5
<u>TENDERS OVER THE PCR THRESHOLD</u> Over PCR Thresholds	Use Restricted/Open procedure (unless advised otherwise by Legal)	Find A Tender advert and Contracts Finder Select from an Approved List DPS or Framework Agreement for Works contract	Up to £250,000– Managing Director' £250,000 to £500,000 – Board Over £500,000 – Shareholder's Representative, via the Board.	Managing Director (following Board or Shareholder's Representative decision if over £250,000/£500,000) or Executed as a deed by Greener Ealing Ltd (as appropriate)	Part 2 Part 6

Summary of Advertising, Notices and Reports Requirements

	Advertising/Notice Requirements	Contracts Finder at advertising stage	Contract Award Notices	Contracts Finder at Contract Award stage (https://www.gov.uk/contracts-finder)	Reports
Up to £25k	None required	None Required	None required	None required	None required but records to be kept
Between £25k and Threshold	Advert required unless using an approved list, Dynamic Purchasing System or Framework Agreement	Where advertised opportunity must also be published in Contracts Finder	Must publish within a reasonable time of contract award	Must publish within a reasonable time of contract award	None required but records to be kept
Above Threshold	Advertise in Find A Tender	Must advertise in Contracts Finder via Greener Ealing Ltd's eProcurement system	Must publish to Find A Tender when contract awarded, or Framework Agreement set up or Call Off made from a Dynamic Purchasing System	Must publish in Contracts Finder within 30 days of award of contract, conclusion of Framework Agreement or Call Off from a Dynamic Purchasing System via Greener Ealing Ltd's eProcurement system	For every contract awarded or Framework Agreement and Dynamic Purchasing System established requirement to draw up a report with information set out in CPR 41
Call Offs from Framework Agreements	None required	None Required	None Required	Must publish in Contracts Finder	Not required for Call off from Framework Agreement unless requested by Commercial & Procurement)

CONTRACT PROCEDURE RULES

Part 1 Introduction

The Local Government Act 1972 requires the Council (and therefore Greener Ealing Ltd as a Local Authority Trading Company) to have standing orders for how it enters into contracts. These Contract Procedure Rules are the standing orders required by the 1972 Act. They form part of Greener Ealing Ltd's Constitution and are, in effect, the instructions of Greener Ealing Ltd to officers for entering into contracts on behalf of Greener Ealing Ltd.

The purpose of these Contract Procedure Rules is to set clear rules for the purchase of works, goods and services for Greener Ealing Ltd and to ensure a system of openness, integrity and accountability, in which the probity and transparency of Greener Ealing Ltd's procurement process will be beyond reproach or challenge. Accordingly, these Contract Procedure Rules must be followed for **all** contracts for:

- the supply of goods to Greener Ealing Ltd;
- the supply of services to Greener Ealing Ltd; and
- the carrying out of works for Greener Ealing Ltd.

Greener Ealing Ltd is also subject to law with regard to public procurement, which requires all contract procedures, of whatever value, to be open, fair and transparent. These Contract Procedure Rules provide a basis for true and fair competition in contracts, by providing clear and auditable procedures, which, if followed, will give confidence that Greener Ealing Ltd has a procurement regime that is fully accountable and compliant with the law.

Following the Contract Procedure Rules will also help to ensure that Greener Ealing Ltd obtains value for money when it buys works, goods or services.

These Contract Procedure Rules are to protect the interests of Greener Ealing Ltd, its officers and members and the communities of Ealing.

Part 1

Definitions

Advertised	<p>(a) Greener Ealing Ltd advertises an opportunity if it does anything to put the opportunity in the public domain or bring the opportunity to the attention of economic operators generally or to any class or description of economic operators which is potentially open ended, with a view to receiving responses from economic operators who wish to be considered for the award of the contract; and</p> <p>(b) accordingly, Greener Ealing Ltd does not advertise an opportunity where it makes the opportunity available only to a number of particular economic operators who have been selected for that purpose (whether ad hoc or by virtue of their membership of some closed category such as a Framework Agreement), regardless of how it draws the opportunity to the attention of those economic operators</p>
Approved List	means a list of suppliers who have satisfied Greener Ealing Ltd as to their legal, financial and technical capacity to undertake contracts for Greener Ealing Ltd and may therefore be invited to tender or quote for appropriate contracts or such a list set up by another authority or organisation;
Award a contract	means to accept an offer by a supplier;
Board	means the board of Greener Ealing Ltd;
Chief Finance Officer	means the Chief Finance Officer of Greener Ealing Ltd;

Commercial Hub	means Ealing Council's Commercial Hub, engaged by Greener Ealing Ltd for procurement advice.
Concession Contract	<p>means a either a works or services contract for pecuniary interest concluded in writing by means of which one or more contracting authorities entrust the execution of works or the provision and the management of services (other than the execution of works) to one or more economic operators, the consideration for which consists either solely in the right to exploit the works or the services that are the subject of the contract or in that right together with payment; and that meets the requirements of 3(4) of the Concession Contracts Regulations 2016 (CCR 2016).</p> <p>Regulation 3(4) of the CCR 2016 further defines the necessary characteristics of the arrangement for the purposes of the regime, which are:</p> <ul style="list-style-type: none"> (a) the award of the contract must transfer to the contractor the operating risk in exploiting the works or services encompassing demand or supply risk or both; and (b) the part of the risk transferred to the concessionaire involves real exposure to the vagaries of the market, such that any potential estimated loss incurred by the concessionaire is not merely nominal or negligible.
Contract or contract	means the bargain or agreement between Greener Ealing Ltd and a supplier for the supply of works, goods or services including Concession Contracts;
Contract Document	means the document setting out the terms and conditions of the contract. A purchase order is a contract document. Although at law a verbal agreement may be a contract, contracts for Greener Ealing Ltd must always be supported by appropriate written contract documents;
Contractor	see Supplier ;
Contracts Finder	means a web-based portal provided by or on behalf of the Cabinet Office for the publication of information about contracts awarded (https://www.contractsfinder.service.gov.uk)
Business Plan	means Greener Ealing Ltd's business plan which sets out its priorities as amended from time to time
Greener Ealing Ltd's Code of Conduct	means Greener Ealing Ltd's employee code of conduct which sets out the standards of behaviour that Greener Ealing Ltd expects of its employees as amended from time to time
Greener Ealing Ltd's Financial Regulations	means Greener Ealing Ltd.'s financial regulations which contain all financial accountabilities in relation to the running of Greener Ealing Ltd, including Greener Ealing Ltd budget and Greener Ealing Ltd policy framework
Insurance Manager	Means Ealing Council's Insurance Manager, engaged by Greener Ealing Ltd for insurance advice.

Dynamic Purchasing System or DPS	means the system referred to in regulation 34 of the Public Contracts Regulations 2015. A DPS is a procedure available for contracts for works, services and goods commonly available on the market. As a procurement tool, it has some aspects that are similar to an electronic framework agreement, but where new suppliers can join at any time.
E-Procurement System	means Due North or successor system approved by Commercial Hub.
Equalities Analysis Assessment	means the equality analysis assessment (EAA) process for identifying the potential impact of a policy (existing, revised, or new), procedure, project or practice on any disadvantaged or vulnerable people).
Find a Tender	means the website in which advertisements for contracts over the Public Contract Regulations thresholds are published from 1 st January 2021.
Framework Agreement	means an agreement between one or more contracting authorities and one or more suppliers which fixes the terms and conditions under which the supplier will enter into one or more specific contracts with an authority during the term of the framework agreement, which should be no more than 4 years;
Full Regime	means the rules and procedures under the relevant Public Contract Regulations other than those for the Light Touch Regime excluding the Concession Contracts Regulations 2016
Goods	see Supplies contract
LBE Lead Contract	means the main services contract between Greener Ealing Ltd and the London Borough of Ealing for the provision of Waste & Recycling Collection, Street Cleansing, Grounds Maintenance, Burials and Associated Services signed 6 th July 2020 and any subsequent similar agreement
Legal Services	means Ealing Council's Legal Services, engaged by Greener Ealing Ltd for legal advice.
Light Touch Regime	means the rules and procedures for the Light Touch Regime Services set out in Chapter 3 of the Public Contracts Regulations 2015 (as amended)
Light Touch Regime Services	Means those services listed in Annex 1 of the CPRs
Managing Director	the managing director of Greener Ealing Ltd;
Members of Staff	means individuals who carry out the day to day work of Greener Ealing Ltd, either on a permanent or a temporary basis, and includes officers, interim post-holders, and agency staff but not consultants or suppliers;

Officer	means an individual who holds a post in Greener Ealing Ltd.'s establishment;
PAS 91 PQQ	means the PAS 91:2013 Construction prequalification questionnaires or its successor in a format approved by Commercial Hub.
PCR	means the Public Contract Regulations 2006, Public Contracts Regulations 2015 (as amended), Concession Contracts Regulations 2016, UK legislation affecting public sector contracts and any amendment, re-enactment, or replacement of any of them;
Provision Contract	means a contract for the provision of services by Greener Ealing Ltd to either a third party or the London Borough of Ealing other than the LBE Lead Contract;
Public procurement legislation	includes the Public Contracts Regulations 2006, Public Contracts Regulations 2015 (as amended), Concession Contracts Regulations 2016, UK legislation affecting public sector contracts and any amendment, re-enactment, or replacement of any of them;
Purchase order	means Greener Ealing Ltd.'s official order form for the purchase of Works, Goods or Services;
Regulations	means the Public Contracts Regulations 2006, the Public Contracts Regulations 2015 (as amended) or the Concession Contracts Regulations 2016 (as applicable) as amended from time to time;
Quotation	means an offer by a Supplier to undertake a contract of £25,000 or more but less than £75,000 in value;
Service Manager	means the appointed manager of the relevant service area of Greener Ealing Ltd;
Services contract	means a contract for the provision of services to Greener Ealing Ltd;
Shareholder Representative	means an individual designated as the representative of the Council of the London Borough of Ealing as the sole shareholder of Greener Ealing Ltd.

SME	means an enterprise falling within the category of micro, small and medium-sized enterprises
Social Value	<p>means activities, approaches and services that help to deliver measurable benefits to local communities' safety, health, prosperity, and quality of life, particularly:</p> <ul style="list-style-type: none"> • Sustainability – environmental impact • Local economy • Support of corporate objectives <p>Beneficial impact on local communities – including furthering equalities and community cohesion. The Social Value Matrix at appendix A will be incorporated within the tender process.</p>
SQ	means a standard selection questionnaire, which suppliers have to complete to provide evidence of or self-declare their legal, financial and technical capacity (including their health and safety and equal opportunities policies) to undertake a contract for Greener Ealing Ltd in a format approved by Commercial Hub;
Suitability Assessment Questionnaire (SAQ)	means a suitability assessment questionnaire in a format approved by Commercial Hub which suppliers have to complete for below Threshold tenders.
Supplier	means a supplier of works, goods or services to Greener Ealing Ltd;
Supplies contract	means a contract for the sale or hire of goods to Greener Ealing Ltd and includes, where appropriate, installation of goods;
Tender	means an offer by a supplier to undertake a contract of £75,000 or more in value;
Threshold	means the value in pounds sterling above which the Public Contract Regulations apply to a proposed public contract as set out at this link: https://www.gov.uk/government/publications/procurement-policy-note-new-thresholds-2020
TUPE Regulations	means the Transfer of Undertakings (Protection of Employment) Regulations 2006 and any amendment, re-enactment or replacement of them.
Voluntary transparency notice	means a notice published in Find A Tender by Commercial Hub on the request of the Service Manager, which contains the name and contact details of Greener Ealing Ltd; a description of the object of the contract; a justification of the decision of Greener Ealing Ltd to award the contract without advertising it in Find A Tender; the name and contact details of the supplier to be awarded the contract and any other information Commercial Hub considers it useful to include;

VCSE	means a non-governmental organisation that is value-driven and which principally reinvests its surpluses to further social, environmental or cultural objectives.
Works contract	means a contract for the construction, repair or maintenance of a physical asset e.g. a building or a road;
Writing	Includes information transmitted by electronic means where the context requires it

Part 2

All contracts, whatever their value

1. APPLICATION AND SCOPE

Apply to:

- 1.1 All contracts for the supply of works, goods or services **to** Greener Ealing Ltd, regardless of value including Concession Contracts.
- 1.2 Contracts for the engagement of consultants to provide services to Greener Ealing Ltd that are part of a discrete project e.g. carrying out research, giving advice or managing a project or not part of the day to day work of Greener Ealing Ltd.

Do not apply to:

- 1.3 Contracts for the purchase or sale of any interest in land (including leasehold interests).
- 1.4 Contracts for the appointment of individual members of staff, including members of staff sourced through employment agencies under a corporate contract.
- 1.5 Grant agreements, either where Greener Ealing Ltd is giving or receiving a grant (Where Greener Ealing Ltd carries out a procurement using grant monies received the CPRs are likely to apply).
- 1.6 Supply of works, goods and services **by** Greener Ealing Ltd.
- 1.8 If a contract is being procured in collaboration with other local authorities, the Contract Procedure Rules of the lead authority shall apply. Assurance should be sought that the lead authority complies with its own contract procedure rules. Where Public Contract Regulations apply, Greener Ealing Ltd is jointly responsible with the other local authorities for compliance with the Public Contract Regulations 2015.

2. COMPLIANCE

- 2.1 Every contract entered into on behalf of Greener Ealing Ltd must comply with
 - these Contract Procedure Rules;
 - Greener Ealing Ltd.'s Financial Regulations; and
 - all relevant UK legislation.
- 2.2 The Managing Director and each service manager is responsible for ensuring that his/her department complies with these Contract Procedure Rules
- 2.3 All members of staff and consultants engaged in any capacity to manage or supervise the procurement of any works, goods or services for Greener Ealing Ltd **must** comply with these Contract Procedure Rules and failure to comply with these Rules may result in disciplinary action and legal proceedings against members of staff and consultants concerned.
- 2.4 Work must not begin under a contract until the contract document has been signed by both parties (or, if the only contract document is a purchase order, until the purchase order has been issued).

- 2.5 If Greener Ealing Ltd wishes to nominate a particular sub-contractor to a main contractor, the procedures in these Contract Procedure Rules must be followed to select the sub-contractor as well as the main contractor.

3. CONFLICTS OF INTEREST

- 3.1 All members of staff must avoid any conflict between their own interests and the interests of Greener Ealing Ltd. All officers of Greener Ealing Ltd must:
- not accept gifts or hospitality from organisations or suppliers that Greener Ealing Ltd has dealings with;
 - not work for organisations or suppliers that Greener Ealing Ltd has dealings with;
 - notify the Managing Director and relevant service manager if an officer has links with (e.g. a family member or close friend works for) an organisation or supplier who is tendering or quoting for a contract with Greener Ealing Ltd or already has a contract with Greener Ealing Ltd.
- 3.2 All consultants engaged to act on behalf of Greener Ealing Ltd must sign a Consultant's Undertaking and declare that:
- they will avoid any conflict between their own interests or those of any of their other clients and the interests of Greener Ealing Ltd; and
 - they will notify the Managing Director and relevant service manager if they have any links with (e.g. a family member or close friend works for) an organisation or supplier who is tendering or quoting for a contract with Greener Ealing Ltd or already has a contract with Greener Ealing Ltd.
- 3.3 If a Board member or a member of staff has an interest, financial or otherwise, in a contract or proposed contract, he/she must declare it in writing to the Managing Director and relevant service manager as soon as he/she becomes aware of the interest. A Board member or member of staff who has an interest in a contract must not take part in the procurement or management of that contract unless procedures have been put in place to manage the conflict of interest which have the written agreement of the Managing Director.

4. PREVENTION OF CORRUPT ACTIVITY

- 4.1 A contract may be terminated immediately, and any losses to Greener Ealing Ltd arising from the termination recovered from the Supplier, if the Supplier, or anyone acting on his behalf (with or without the Supplier's knowledge):
- offers or promises or gives a financial or other advantage to Greener Ealing Ltd, any member of staff or any consultant in connection with the contract; or
 - requests, agrees to receive or accepts a financial or other advantage so that some action in relation to the contract is performed improperly.

A declaration to this effect must be included in all invitations to tender or quote.

- 4.2 Any officer or consultant of Greener Ealing Ltd who becomes aware or has reason to believe that a supplier or potential supplier has committed one of the corrupt acts referred to in **CPR 4.1**, must report that to Managing Director immediately.
- 4.3 The attention of officers is drawn to Greener Ealing Ltd.'s Code of Conduct and Disciplinary Rules and Procedures. **Non-compliance with these Contract Procedure Rules**

constitutes grounds for disciplinary action and may be considered gross misconduct.

5. DUTIES OF SERVICE MANAGERS

- 5.1 To ensure that all contracts within his/her department comply with Contract Procedure Rules, Financial Regulations and all applicable public procurement legislation.
- To plan the procurement of and manage contracts within his/her department to ensure that contracts
- deliver value for money;
 - are operated effectively, efficiently and economically; and
 - are operated within the terms of the contracts themselves, so that Greener Ealing Ltd is not at risk of being in breach of contract.
- 5.2 To maintain a register of contracts entered into by his/her department and to ensure these are added to Greener Ealing Ltd.'s overall Contracts Register (which is held by the London Borough of Ealing on behalf of Greener Ealing Ltd, for procurement services). Contracts for less than £25,000 need not be recorded in the register.
- 5.3 Another Service Manager or a member of staff within his/her own department may be authorised to carry out his/her duties in respect of a particular contract or contracts generally.
- 5.4 To keep adequate records to show compliance with Contract Procedure Rules, Financial Regulations and all relevant legislation in his/her department.

6. VALUATION OF CONTRACTS

- 6.1 The Service Manager responsible for each contract must record an estimated value for the contract before any offers are sought.
- 6.2 The value of a contract is the **total** amount that Greener Ealing Ltd expects to pay for the contract, including any contract extension period. This may be a lump sum e.g. £250,000 or a periodic payment e.g. £50,000 per year for a 5-year contract = £250,000. If the contract is for an indefinite term, the value is the amount Greener Ealing Ltd expects to pay or receive over four years.
- The value of a Concession Contract shall be the total turnover of the concessionaire generated over the duration of the contract, net of value added tax, as estimated by the contracting authority, in consideration for the works and services which are the object of the Concession Contract and for the supplies incidental to such works and services.
- Ealing Council's Legal Services Team should be consulted to confirm the calculation of the value of a Concession Contract.
- 6.3 The Service Manager must not try to avoid compliance with these Contract Procedure Rules or the Public Contract Regulations by splitting a procurement for the same or similar works, goods or services into smaller, separate contracts except where permitted by the Public Contract Regulations to divide contracts into lots. If it will achieve better value for money, contracts for the same or similar works, goods or services must where reasonably practicable be aggregated into a single procurement of greater value with lots where possible.

7. USE OF CONTRACTS FRAMEWORKS AND COLLABORATION

- 7.1 Where appropriate Frameworks Agreements or Dynamic Purchasing Systems are available these must be assessed and used before deciding to conduct a tender exercise.
- 7.2 Wherever possible and practicable procurements should be done in collaboration with other public authorities (e.g. councils it provides services to) or other service areas within Greener Ealing Ltd.

8. FRAMEWORK AGREEMENTS DYNAMIC PURCHASING SYSTEMS AND APPROVED LISTS

- 8.1 It is recommended that Legal Services are consulted before commencing a tender or joining or buying from a Framework Agreement a Dynamic Purchasing System or an Approved List set up by an organisation or public authority other than Ealing's Greener Ealing Ltd where the expenditure will be more than the Threshold except for Works contracts where it is recommended Legal Services are consulted if the value is over £1m.
- 8.2 It is recommended Commercial & Procurement are consulted before setting up an Approved List, Framework Agreement or a Dynamic Purchasing System.
- 8.3 Board authority has been delegated to the Managing Director to join consortia, buying groups, Dynamic Purchasing Systems, Approved Lists or Framework Agreements set up by another body, and he must be consulted before joining or buying from those consortia, buying groups, Dynamic Purchasing Systems or Framework Agreements. Use of such systems is only possible where Greener Ealing Ltd or local authority trading companies have been included in the procurement.
- 8.4 A decision at the appropriate level will still be required to award a contract procured through consortia, buying groups, Dynamic Purchasing Systems, Approved Lists or Framework Agreements (see **CPR 35.2, 35.3 and 35.4**). This applies both to Dynamic Purchasing Systems, Approved Lists or Framework Agreements set up by Greener Ealing Ltd alone or set up by another public authority.
- 8.5 To select a supplier for a specific contract under a single or multi-supplier Framework Agreement or to conduct a Framework Agreement mini competition or award a contract under a Dynamic Purchasing System or an Approved List, the Service Manager, in consultation with Commercial Hub, must follow the procedure set out in that Framework Agreement, Dynamic Purchasing System or Approved List.
- 8.6 Successful and unsuccessful suppliers who participated in a Framework Agreement mini competition, a Dynamic Purchasing System or Approved List contract award procedure must be notified of the decision to award the specific contract.
- 8.7 All Framework Agreements, Dynamic Purchasing System agreements, Approved Lists, and specific contracts must be executed in accordance with Regulation 43
- 8.8 A Framework Agreement must not be longer than 4 years. If Greener Ealing Ltd wishes to establish a Framework Agreement of longer than 4 years, it is recommended advice is sought from Legal Services and Commercial Hub.
- 8.9 For all procurements, the requirements on advertising, notices and reports in the table headed Advertising, Notices and Reports for procurements must be complied with.

8A ELECTRONIC TENDERS AND E-PROCUREMENT

- 8A.1 Tenders may only be invited via the E-Procurement System which must be the default process. Where the E-Procurement System is not functioning, it is recommended advice is sought from Commercial Hub. Where the E-Procurement System is being used, any member of staff or consultant acting for Greener Ealing Ltd who receives a tender by email must delete it without opening it.
- 8A.2 Any tender documents which need to be signed by the bidders must be signed by hand by an authorised representative of the tenderer. Such documents may be submitted as part of the tender in electronic form.

8B CONTRACT TERMS

- 8B.1 **All contracts**, whatever their value, must include:
- a clear and comprehensive description of the works, goods or services to be supplied (the specification);
 - the price to be paid or income or share to be received by Greener Ealing Ltd under Concession Contracts;
 - appropriate and adequate levels of insurance cover
 - the time or times within which the contract is to be performed;
 - a provision allowing Greener Ealing Ltd to use information gained from the contract for preventing and detecting fraud;
 - a provision requiring the supplier to comply with requests under the Freedom of Information Act 2000 for information relating to the contract; and
 - a right for Greener Ealing Ltd to terminate the contract immediately in the event of corrupt activity and for Greener Ealing Ltd to recover its losses arising from the termination.

8C PAYMENTS UNDER THE CONTRACT

- 8C.1 As a general rule, **all** contracts, whatever their value, must provide for payment by Greener Ealing Ltd **after** supply of the works, goods or services. Periodic or stage payments under a contract are acceptable, may incentivise performance by the Supplier and in the case of most Works contracts are required by law. Exceptionally, and only with the consent of the Chief Finance Officer, a contract may provide for payment in advance of contract performance.

Part 3 – BELOW QUOTATION LEVEL
Contracts below £25,000

9. COMPETITION

- 9.1 The service manager need not obtain competitive quotations for contracts of less than £25,000 in value but must be able to demonstrate that Greener Ealing Ltd is receiving value for money and must maintain an audit trail of the procurement. Where appropriate, relevant consultation must be carried out.

10. PURCHASE ORDERS

- 10.1 All contracts must be in writing and a purchase order must be issued for every contract.

11. AUTHORITY TO ENTER INTO A CONTRACT – below Quotation level

- 11.1 Service Managers have delegated authority to enter into contracts below the Quotation level, provided that a budget has been allocated for that expenditure.

12. SIGNATURE OF THE CONTRACT – below Quotation level

- 12.1 Contracts below the Quotation level must be signed for and on behalf of Greener Ealing Ltd by the Service Manager responsible for the contract or an officer authorised by him/her.

Part 4 - QUOTATIONS

Contracts from £25,000 to £74,999

13. COMPETITION

- 13.1 Competitive quotations must be sought for contracts from £25,000 to £74,999 in value. If the contract opportunity is Advertised in any way, the contract opportunity must also be published in Contracts Finder within 24 hours of the time from the first advertisement.

14. PRELIMINARY STEPS – Quotations

- 14.1 An Initial Equalities Analysis Assessment screening must be carried out and, if required, a full Equalities Analysis Assessment.
- 14.2 Where appropriate, relevant consultation must be carried out.

15. PURCHASE ORDER AND TERMS AND CONDITIONS OF CONTRACT

- 15.1 All contracts must be in writing and a purchase order must be issued for every contract.
- 15.2 Refer to [CPR 8.15](#), [34.2](#), and [34.3](#) for terms and conditions.

16. AUTHORITY TO INVITE AND EVALUATE QUOTATIONS

- 16.1 Refer to [CPR 35.2](#)
- 16.2 The decision to invite quotations for a contract and the decision to award the contract must be separate decisions.

17. INVITATIONS TO QUOTE

- 17.1 The Service Manager must not use a two-stage procedure with a SQ or a PAS 91 PQQ, instead:
- (i) the opportunity must be placed in one or more appropriate journals or internet sites including in Contracts Finder (Where the contract opportunity is advertised in any way, the contract opportunity must also be published in Contracts Finder within 24 hours of the first advertisement);
 - (ii) at least three Suppliers may be invited to quote from an appropriate Approved List at least one of whom should, whenever possible, be based in the London Borough of Ealing or
 - (iii) send out a circular to at least five Suppliers (at least one of whom should, whenever possible, be based in the London Borough of Ealing) asking for expressions of interest in being invited to quote for the contract
- 17.2 Use the SAQ and be satisfied that the Suppliers invited to quote have the legal, financial and technical capacity (including their health & safety and equal opportunities policies) to undertake the contract for Greener Ealing Ltd and that they will provide value for money, unless the suppliers are selected from an Approved List.

- 17.3 State in the invitation to quote whether quotations will be evaluated on the basis of most economically advantageous to Greener Ealing Ltd or on the basis of price only.
- 17.4 Allow sufficient time for submission of quotations. The recommended minimum is ten days from the date of the invitation to quote.

18. AWARD OF THE CONTRACT – Quotations

- 18.1 Refer to **CPR 35.2**.
- 18.2 As soon as practicable after the decision to award the contract has been made, the service manager must write to inform the successful and unsuccessful Suppliers of that decision.
- 18.3 The service manager must within a reasonable period of the award of a contract publish notice of the award in Contracts Finder.

19. SIGNATURE OF THE CONTRACT – Quotations

- 19.1 Contracts for Quotations must be signed for and on behalf of Greener Ealing Ltd by the Managing Director.
- 19.2 The Managing Director may delegate authority in writing to Service Managers to sign the Contract.

Part 5 - TENDERS

Contracts from £75,000 to the Threshold

20. COMPETITION

- 20.1 Competitive tenders must be sought for contracts £75,000 or more in value.

21. PRELIMINARY STEPS – Tenders

- 21.1 An Initial Equalities Analysis Assessment screening must be carried out and, if required, a full Equalities Analysis Assessment.
- 21.2 Where appropriate, relevant consultation must be carried out.
- 21.3 For Works contracts Greener Ealing Ltd.'s insurance team should be informed before the procurement is commenced to ensure that any necessary changes to our insurance arrangements can be made.

22. PURCHASE ORDER

- 22.1 All contracts must be in writing and a purchase order must be issued for every contract.

23. SPECIFICATION – Tenders

- 23.1 A clear and comprehensive specification of Greener Ealing Ltd.'s requirements must be prepared with regard to the works, goods or services to be supplied.
- 23.2 The specification should incorporate measurable and, so far as is possible, objective quality and performance criteria to enable the Service Manager to see whether Greener Ealing Ltd.'s requirements are being met by the supplier.
- 23.3 Consultants who assist in the preparation of a specification must not be invited to tender for the contract where it is likely to distort competition.

24. TERMS AND CONDITIONS OF CONTRACT – Tenders

- 24.1 Refer to [CPR 8.15](#), [34.2](#), and [34.3](#)

25. AUTHORITY TO INVITE AND EVALUATE TENDERS – Tenders

- 25.1 Refer to [CPR 35.2](#), [35.3](#) and [35.4](#).

26. THE TENDER PROCEDURE - Tenders

- 26.1 The following tender procedures must be followed when letting contracts from £75,000 to the relevant Threshold in value.
- 26.2a For all contracts between £75,000 and the Threshold for Services and Supplies a two- stage procedure with a SQ or a PAS 91 PQQ must **not** be used, instead the SAQ should be used and

- (i) the opportunity must be placed in one or more appropriate journals or internet sites including Greener Ealing Ltd.'s own internet site and/or Contracts Finder (Where the contract opportunity is advertised in any way, the contract opportunity must also be published in Contracts Finder within 24 hours of the first advertisement); or
- (ii) at least five Suppliers may be invited to tender from an appropriate Approved List

26.2 b For Works contracts, Light Touch Regime Services contracts or Concession Contracts between the Threshold for Services and Supplies and the relevant Thresholds for Works contracts, Light Touch Regime Services contracts or Concession Contracts a two stage procedure with a SQ or PAS 91 PQQ may be used and the Service Manager may select a shortlist of at least **five** suppliers to be invited to tender from:

- responses to an advertisement in one or more appropriate journals or internet sites including Greener Ealing Ltd.'s own internet site and/or Contracts Finder (Where the contract opportunity is Advertised in any way, the contract opportunity must also be published in Contract Finder within 24 hours of the first Advertisement); or
- an appropriate Approved List.

26.3 A SQ or a PAS 91 PQQ must not be issued for contracts below the Threshold for Services, however the SAQ may be used to obtain information or evidence which Greener Ealing Ltd requires for the purpose of assessing whether tenderers meet requirements or minimum standards of suitability, capability, legal status or financial standing only provided that each such question is relevant to the subject-matter of the procurement; and proportionate.

26.4 To ensure genuine competition, the minimum number of Suppliers invited to tender is five or, if there is an in-house bidder, six. If there are fewer than five expressions of interest in being invited to tender, then the minimum number of Suppliers to be invited to tender may be reduced as appropriate subject to ensuring value for money.

Summary of which Questionnaires must be used

Threshold	Goods and Services	Light Touch Regime	Works	Concession Contracts
<£189,330	Single Stage Only (SAQ may be used)	Single Stage Only (SAQ may be used)	Single Stage Only (SAQ may be used)	Single Stage Only (SAQ may be used)
>£189,330 < £4,733,252	Selection Questionnaire (SQ)	Selection Questionnaire (SQ)	PAS 91 PQQ (Optional) for contracts to £4,104,394	Selection Questionnaire (SQ)
>£4,733,252	Selection Questionnaire (SQ)	Selection Questionnaire (SQ)	PAS 91 PQQ	Selection Questionnaire (SQ)

- 26.5 Commercial Hub should be consulted on the format of the invitation to tender.
- 26.6 The instructions to tenderers must state:
- the latest date and time for receipt by Greener Ealing Ltd of tenders.
 - tenders must be returned to Greener Ealing Ltd via the E-Procurement System
 - tenders that are received by Greener Ealing Ltd after the latest date and time specified, **whatever the circumstances**, will be retained unopened until after the tenders properly received have been opened and recorded, and will be opened and considered by Greener Ealing Ltd only if Commercial Hub certifies that they are satisfied that the tender has not gained any advantage over other tenders by the delay.;
 - any tender that does not comply with the instructions to tenderers or is conditional **in any way** will be rejected and will not be evaluated by Greener Ealing Ltd; and
 - any contract will be terminated immediately, and any losses to Greener Ealing Ltd arising from the termination recovered from the Supplier, if the Supplier, or anyone acting on his behalf (with or without the Supplier's knowledge):
 - (1) offers or promises or gives a financial or other advantage to any member or representative of Greener Ealing Ltd, in connection with the contract; or
 - (2) requests, agrees to receive or accepts a financial or other advantage so that some action in relation to the contract is performed improperly.
- 26.7 Appropriate time must be allowed for submission of tenders. The minimum is ten days from the date of the invitation to tender.
- 26.8 Amendments to invitation to tender documents, made after the invitations have been sent out, must be clearly headed "**ITT Amendment**" and sent to all Suppliers who have been invited to tender. One or more amendments must be numbered consecutively. Amendments must be sent out in sufficient time to allow suppliers to adjust their tenders before close of tenders. If necessary, the tender period must be extended to allow for this.
- 26.9 Until the contract has been awarded, the information obtained at the opening of tenders is confidential to those involved in the opening process and those directly involved in evaluation of the tenders. Confidentiality must be maintained and any breach reported to Greener Ealing Ltd.'s Managing Director.
- 26.10 A tender that does not comply with the instructions to tenderers or is conditional must be treated as non-compliant and rejected. **Non-compliant tenders must not be evaluated unless Commercial Hub advises otherwise.**
- 26.11 Negotiations with suppliers who have tendered for a contract are not permitted under the Public Contract Regulations and are therefore unlawful. After tenders have been opened, **and before the tenders have been scored**, the Service Manager may require one or more tenders to be clarified by the tenderer. Clarification questions and answers must be fully documented and the relevant clarifications incorporated in the contract document. Clarifications must not make any substantive changes to the tender. Tenders must not be scored until clarifications have been completed.
- 26.11 A Supplier's tender is his offer to Greener Ealing Ltd, which Greener Ealing Ltd may accept as it stands subject to CPR 28.8. Once submitted, a tenderer cannot alter the amount of the Tender or any of his Tender proposals. If a tenderer attempts to alter his Tender after the last date for receipt of tenders, he must be given the opportunity to stand by or withdraw his original Tender. Correction of an obvious arithmetical error, which would reduce the

price to be paid **by** Greener Ealing Ltd or increase the price to be paid **to** Greener Ealing Ltd, may be accepted.

27. ELECTRONIC TENDERS AND E-PROCUREMENT

27.1 Refer to **CPR 8A**.

28. EVALUATION OF TENDERS

- 28.1 Tenders should normally be evaluated on the basis of 'most economically advantageous' to Greener Ealing Ltd. Exceptionally, and only with the permission of Commercial Hub, tenders may be evaluated on the basis of price only provided that the quality element in the value for money ratio is confirmed. The basis of evaluation must be stated in the invitation to tender. If the basis of evaluation is 'most economically advantageous', the criteria for evaluation must be set out in the invitation to tender, in descending order of priority, with the weightings to be given to them.
- 28.2 If the basis of evaluation is price only, only the lowest Tender (if payment is to be made **by** Greener Ealing Ltd) provided that the quality element in the value for money ratio is confirmed or the highest Tender (if payment is to be made **to** Greener Ealing Ltd) provided that the quality element in the value for money ratio is confirmed may be accepted.
- 28.3 If the basis of evaluation is 'most economically advantageous', the Service Manager must arrange for an appropriate evaluation panel to consider the tenders and evaluate them against the criteria and weightings stated in the invitation to tender. The evaluation panel may (subject to appropriate conflict of interest checks and confidentiality agreements) include service users and/or external consultants but must not include elected members of Greener Ealing Ltd.
- 28.4 All valid tenders received must be evaluated.
- 28.5 Tenders must be accepted in accordance with the outcome of the evaluation or not at all.
- 28.6 If no suitable tenders are received, Legal Services should be consulted as to how the works, supplies or service concerned may be procured.
- 28.7 A Tender that exceeds the budget allocated must not be accepted. If a tender exceeds the budget allocated, the Service Manager must obtain an additional allocation of funds in accordance with Financial Regulations **before** the tender may be accepted.
- 28.8 If all valid tenders are too high to be accepted and there is no further allocation of additional funds, the Service Manager may delete part of the specification and ask all suppliers invited to tender to re-price their tenders, by submitting a fresh form of tender. In such cases, the Service Manager must set out the deletion in a bill of reductions or other document, to be incorporated into the contract document.
- 28.9 Tenders must not be value-engineered with one or more suppliers. Should value-engineering be proposed, Commercial Hub and Legal Services should be consulted. This is to ensure that no unlawful post-tender negotiations take place.
- 28.10 If the contract will result in the application of the TUPE Regulations, the Service Manager must ensure that the successful tenderer has dealt with all employee matters, including pay, conditions of employment and pension rights and benefits, in his Tender and will give all appropriate indemnities in the contract. Greener Ealing Ltd will give appropriate indemnities

in respect of employee matters **only** if employees are transferring from Greener Ealing Ltd employment to the successful tenderer and in no other circumstances.

- 28.11 The Service Manager is responsible for producing a full tender report, which should:
- confirm that the tender procedure has complied with these Contract Procedure Rules;
 - list the tenders invited and received;
 - list the evaluation criteria and weightings; and
 - show the scoring of tenders on evaluation.

The tender report must be sent to the Managing Director before the decision to award the contract is made.

29. AWARD OF THE CONTRACT – Tenders

- 29.1 Refer to **CPR 35.2, 35.3 and 35.4**
- 29.2 As soon as practicable after the decision to award the contract has been made, the Service Manager must write to inform the successful and unsuccessful tenderers of that decision.
- 29.3 The Service Manager shall ensure that within a reasonable time of the award of the contract, the award is published in Contracts Finder with at least the following information:
- (a) the name of the contractor;
 - (b) the date on which the contract was entered into;
 - (c) the value of the contract;
 - (d) whether the contractor is a SME or VCSE.
- 29.4 Information may be withheld from publication where its release:
- (a) would impede law enforcement or would otherwise be contrary to the public interest,
 - (b) would prejudice the legitimate commercial interests of a particular economic operator, whether public or private, or
 - (c) might prejudice fair competition between economic operators.

30. SIGNATURE OF CONTRACT – Tenders

- 30.1 The Supplier **must not** be allowed to begin work on the contract until the contract documents have been signed or sealed as appropriate by both parties.
- 30.2 Contracts below the relevant Threshold, which are not required to be deeds must be signed for and on behalf of Greener Ealing Ltd by the Managing Director.

Part 6 –TENDERS OVER THE PCR THRESHOLD

Contracts over the Threshold

31. COMPETITION

- 31.1 Competitive tenders must be sought for contracts over the Threshold.

32. SELECTING THE PROCUREMENT ROUTE – Tenders over the PCR Threshold

- 32.1 A commercial strategy should be completed seeking authority to invite tenders. This must be completed well in advance of beginning the tender process. Commercial Hub may be consulted for provision of template strategies and to review it.

The commercial strategy must also be approved by:

The Managing Director for Contracts up to £250,000.

The Board for contracts between £250,000 and £500,000.

The Shareholder's Representative, via the Board, for contracts over £500,000.

- 32.2 **At the same time** as engaging Commercial Hub in developing a commercial strategy, the Service Manager should give instructions to the Legal Services to draft or approve terms and conditions of contract in accordance with Regulation 34.
- 32.3 The Service Manager should carry out an Initial Equalities Analysis Assessment Screening and, if required, a full Equalities Analysis Assessment.
- 32.4 Where appropriate, the Service Manager must carry out relevant consultation.
- 32.5 For Works contracts Greener Ealing Ltd.'s insurance team must be informed before the procurement is commenced to ensure that any necessary changes to our insurance arrangements can be made.

33. SPECIFICATION – Tenders over the PCR Threshold

- 33.1 An appropriate specification must be prepared, which sets out a clear and comprehensive description of Greener Ealing Ltd.'s requirements with regard to the works, goods or services to be supplied.
- 33.2 All works, goods and services must be specified by reference to European standards, or national standards if no European standards are set. Named products or manufacturers **must not** be specified.

Advisory note: Named products can be specified if the words "or equivalent" are added after the named product, but it is better to describe the features that required in the product.

- 33.3 The specification should incorporate measurable and, so far as is possible, objective quality and performance criteria to enable the Service Manager to see whether Greener Ealing Ltd.'s requirements are being met by the Supplier.
- 33.4 All necessary professional and technical advice and assistance must be obtained in preparing the specification, to ensure a comprehensive document that expresses Greener

Ealing Ltd.'s requirements and protects its interests. Consultants who assist in the preparation of a specification must not be invited to tender for the contract. The people who prepare the specification should, as a rule, be part of the panel that evaluates tenders.

34. TERMS AND CONDITIONS OF CONTRACT

- 34.1 For contracts over the Threshold for Services and Supplies and for contracts over the value of £1m for Works and Concession Contracts, full instructions should be given at the earliest opportunity to Legal Services to draft the terms and conditions of contract or to approve standard terms and conditions of contract e.g. JCT.
- 34.2 For all contracts over the Threshold for Services and Supplies and for contracts over the value of £1m for Works and Concession Contracts, terms and conditions should be reproduced or reviewed by Legal Services:
- 34.3 The Service Manager must:
- Require the Supplier to maintain appropriate and adequate levels of insurance cover, in consultation with Greener Ealing Ltd.'s Insurance Manager, for employer's liability, public liability, products liability, all risks/contract works and professional indemnity insurance. Unless otherwise agreed by the Insurance Manager, the minimum levels of cover shall be
 - £10 million for employer's liability insurance
 - £10m for public liability and products liability insurance
 - £2 million for professional indemnity insurance.
 All policies must contain an indemnity of principal's clause.
 - Ensure that the supplier holds the required insurance cover at the start of the contract, renews the policies as necessary during the contract period and, following each renewal, provides details verified by his insurer or broker of his insurance for Greener Ealing Ltd.'s records.
- 34.4 The contract notice or other advertisement inviting tenders must not be published until all the procurement documents are available either electronically free of charge with unrestricted and full direct access via the E-Procurement System or in paper form.

35. AUTHORITY AND DELEGATION TO INVITE AND EVALUATE TENDERS AND AWARD CONTRACTS

- 35.1 Subject to **CPR 35.2**, the decision to invite and evaluate tenders for a contract and the decision to delegate the award of the contract can be contained in one report to Greener Ealing Ltd Board.
- 35.2 The Managing Director has delegated authority to invite and evaluate tenders and award a contract of up to £250,000 in value, provided that a budget has been allocated for that expenditure. The decision to invite and evaluate tenders and the decision to award a contract must be recorded on two separate Officer's Decision forms. However, where the call off is from a single supplier Framework Agreement then it is only necessary to have a decision to award the contract provided that the Framework Agreement has been approved for use under **CPR 8.3**.
- 35.3 The Board may by resolution authorise the invitation and evaluation of tenders and/or the award of a contract between £250,000 and £500,000 in value, provided that a budget has

been allocated for that expenditure. For Contracts over £500,000 in value, the Shareholder's Representative must authorise the Board decision. The decision will be recorded in Board minutes.

- 35.5 The contract notice or other advertisement inviting tenders must not be published until the Managing Director, Board or the Shareholder's Representative (as appropriate) has made the decision to invite and evaluate tenders and the decision has been recorded in writing on the appropriate decision form.

36. THE TENDER PROCEDURE –Tenders over the PCR Threshold

- 36.1 The Service Manager, in consultation with Commercial Hub and Legal Services as appropriate, must follow the tender procedures set out in the Regulations when letting contracts over the relevant Threshold.
- 36.2 The Service Manager in consultation with Legal Services must establish whether a contract falls under the Full Regime or the Light Touch Regime.
- When the contract falls under the Full Regime, the Service Manager must use an open or restricted procedure unless Legal Services recommend the use of another procedure.
 - Where the contract falls within the Concession Contracts Regulations 2016 or the Light Touch Regime then the Service Manager in consultation with Legal Services may determine the tender procedures that are to be applied.
- 36.3 The contract notice or other advertisement inviting tenders must not be published until all the procurement documents are available either electronically free of charge with unrestricted and full direct access via the E-Procurement System or in paper form.
- 36.4 To ensure the best response to an advertisement, the Service Manager may alert appropriate suppliers in advance to the appearance of the advertisement.
- 36.5 The contract opportunity must be advertised in Find A Tender and published in Contracts Finder for the Light Touch Regime, the Full Regime and Concession Contracts. Find A Tender contract notices must be approved and placed by Commercial Hub only, in consultation with the Legal Services. Service Managers or consultants must not place Find A Tender contract notices themselves unless given permission to do so by Commercial Hub.
- 36.6 Suppliers expressing an interest in being invited to tender in response to a contract notice or an advertisement must complete a SQ or a PAS 91 PQQ in a form approved by Commercial Hub. SQs or a PAS 91 PQQs must be evaluated separately from, and before, any tenders are evaluated. Any SQ or a PAS 91 PQQ that is received after the latest date specified for return must not be considered. Suppliers bidding for call off contracts from DPS, Framework Agreements or Approved Lists do not need to complete a SQ or a PAS 91 PQQ. Suppliers may submit a European Single Procurement Document (ESPD) as preliminary evidence of compliance with Regulations 57, 58 and 65 of the Public Contracts Regulations 2015 (as amended) and Greener Ealing Ltd is obliged to accept the ESPD from bidders as part of the selection process.

Advisory note: The criteria on which SQs or a PAS 91 PQQ are evaluated (the selection criteria) must be designed to establish the capability of the Supplier to undertake the contract i.e. can they do it? They will be different from the criteria on which tenders are evaluated. Tender evaluation criteria must address the qualities of the tender proposals (i.e. how will they do it?), not the capability of the tenderer. SQs look

backwards at the Supplier's qualities; tenders look forwards at the tender proposals' qualities.

- 36.7 A sufficient number of Suppliers must be invited to tender to ensure genuine competition. The minimum number is five or, if there may be an in-house bidder, six. If there are fewer than five expressions of interest in being invited to tender or fewer than five satisfactory SQs or PAS 91 PQQs, then the minimum number of Suppliers to be invited to tender may be reduced, following consultation with Commercial Hub and Legal Services.
- 36.8 As soon as possible after the selection of the shortlist of Suppliers to be invited to tender, any Suppliers who submitted a SQ but who were not selected should be informed in writing of the reasons why they were not selected. If a Supplier who was not selected asks for further information on why he was unsuccessful, the Service Manager must immediately (i.e. the same day) make arrangements for the de-briefing.
- 36.8A Service Managers shall ensure that the progress of all procurement procedures is documented whether or not conducted by electronic means.
- 36.8B Service Managers shall ensure that they keep sufficient documentation to justify decisions taken in all stages of the procurement procedure, such as documentation on:
- (a) communications with bidders and internal deliberations,
 - (b) preparation of the procurement documents,
 - (c) dialogue or negotiation if any,
 - (d) selection and award of the contract.
- 36.8 C Service Managers shall ensure that the documentation shall be kept for a period of at least 3 years from the date of award of the contract.
- 36.9 The invitation to tender must be in a format approved by Commercial Hub
- 36.10 The instructions to tenderers must state that as relevant to the paper or electronic tender:
- the latest date and time for receipt by Greener Ealing Ltd of tenders;
 - tenders must be returned via the E-Procurement System.
 - tenders that arrive at Greener Ealing Ltd after the latest date and time specified, **whatever the circumstances**, will be retained unopened until after the tenders properly received have been opened and recorded, and will be opened and considered by Greener Ealing Ltd only if Commercial Hub certifies that they are satisfied that the tender has not gained any advantage over other tenders by the delay;
 - Any tender that does not comply with the instructions to tenderers or is conditional must be treated as non-compliant and rejected. **Non-compliant tenders must not be evaluated unless Commercial Hub advises otherwise** and
 - any contract will be terminated immediately, and any losses to Greener Ealing Ltd arising from the termination recovered from the supplier, if the supplier, or anyone acting on his behalf (with or without the supplier's knowledge):
 - (1) offers or promises or gives a financial or other advantage to any elected member of Greener Ealing Ltd, any member of staff or any consultant in connection with the contract; or
 - (2) requests, agrees to receive or accepts a financial or other advantage so that some action in relation to the contract is performed improperly.

- 36.11 The Service Manager must allow sufficient time for submission of tenders. The minimum is fourteen days from the date of the invitation to tender but larger value or more complicated contracts will require a longer period. If the Public Contract Regulations apply to a contract, the time allowed must comply with that legislation.
- 36.12 Amendments by the Service Manager to invitation to tender documents, made after the invitations have been sent out, must be clearly headed **"ITT Amendment"** and sent to all suppliers who have been invited to tender. If there is more than one amendment, they must be numbered consecutively. Amendments must be sent out in sufficient time to allow suppliers to adjust their tenders and in any event no later than five clear working days before close of tenders. If necessary, the tender period must be extended to allow for this.
- 36.13 Until the contract has been awarded, the information obtained at the opening of tenders is confidential to those involved in the opening process and those directly involved in evaluation of the tenders. Confidentiality must be maintained and any breach reported to Greener Ealing Ltd.'s Monitoring Officer.
- 36.14 Tenders must be opened via Greener Ealing Ltd.'s eProcurement system by the Service Manager or a member of staff authorised by him/her to be the verifier for that tender.

37. CLARIFICATION OF TENDERS – Tenders over the PCR Threshold

- 37.1 Negotiations with suppliers who have tendered for a contract are not permitted by law and are therefore unlawful except in accordance with the Concession Contracts Regulations 2016 and the negotiated procedure or the competitive procedure with negotiation under the Public Contracts Regulations 2015 (as amended). After tenders have been opened, **and before the tenders have been scored**, it is recommended the Service Manager discuss with Commercial Hub and Legal Services whether they require one or more tenders to be clarified by the tenderer.
- 37.2 Clarifications must be designed to ensure that Greener Ealing Ltd has fully understood the tender submitted. Clarifications must not make any substantive changes to the tender.
- 37.3 Clarification questions and answers must be fully documented and the relevant clarifications incorporated in the contract document.
- 37.4 Tenders must not be evaluated and scored until clarifications have been completed.

38. EVALUATION OF TENDERS – Tenders over the PCR Threshold

- 38.1 Tenders should normally be evaluated on the basis of which is the most economically advantageous to Greener Ealing Ltd. Exceptionally, and only with the permission of Commercial Hub, tenders may be evaluated on the basis of price only provided that the quality element in the value for money ratio is confirmed. The basis of evaluation must be stated in the contract notice published in Find A Tender and in any other advertisement. The basis of evaluation must also be stated in the invitation to tender. If the basis of evaluation is 'most economically advantageous', the criteria for evaluation must be set out in the invitation to tender, in descending order of priority, with the weightings to be given to them and the method of scoring.

Advisory note: Criteria for evaluation may include quality, price, technical merit, aesthetic and functional characteristics, environmental characteristics, running

costs, cost effectiveness, after sales services, technical assistance, delivery date, delivery period, and period of completion.

- 38.2 If the basis of evaluation is price only provided that the quality element in the value for money ratio is confirmed, only the lowest tender (if payment is to be made **by** Greener Ealing Ltd) or the highest tender (if payment is to be made **to** Greener Ealing Ltd) may be accepted.
- 38.3 If the basis of evaluation is 'most economically advantageous', the Service Manager must arrange for an appropriate evaluation panel to consider the tenders and evaluate them against the criteria and weightings stated in the invitation to tender. The evaluation panel may include service users and/or external consultants (subject to appropriate conflict of interest checks and confidentiality agreements) but may not include elected members of Greener Ealing Ltd. The evaluation panel should, as a rule, comprise those people who have had significant input into drawing up the specification.
- 38.4 All valid tenders received must be evaluated. Each member of the evaluation panel must make full notes of his/her evaluation and ensure these are recorded for audit and moderation purposes.
- 38.5 Tenders must be accepted in accordance with the outcome of the evaluation or not at all.
- 38.6 If no suitable tenders are received, Legal Services should be consulted as to how the works, supplies or service concerned may be procured.
- 38.7 A tender that exceeds the budget allocated must not be accepted. If a tender exceeds the budget allocated, the Service Manager must obtain an additional allocation of funds in accordance with Financial Regulations **before** the tender may be accepted.
- 38.8 If all valid tenders are too high to be accepted and there is no further allocation of additional funds, the Service Manager may delete part of the specification and ask all suppliers invited to tender to re-price their tenders, by submitting a fresh form of tender. In such cases, the Service Manager must set out the deletion in a bill of reductions or other document, to be incorporated into the contract document.
- 38.9 Tenders must not be value-engineered with one or more suppliers. Should value-engineering be proposed, Commercial Hub and Legal Services should be consulted. This is to ensure that no unlawful post-tender negotiations take place.
- 38.10 If the contract will result in the application of the TUPE Regulations, the Service Manager must ensure that the successful tenderer has dealt with all employee matters, including pay, conditions of employment and pension rights and benefits, in his tender and will give all appropriate indemnities in the contract. Greener Ealing Ltd will give appropriate indemnities in respect of employee matters **only** if employees are transferring from Greener Ealing Ltd employment to the successful tenderer and in no other circumstances.

39. AMENDMENTS AND ALTERATIONS TO TENDERS – Tenders over the PCR Threshold

- 39.1 Subject to Regulations 38.98 and 38.9 a Supplier's tender is his offer to Greener Ealing Ltd, which Greener Ealing Ltd may accept as it stands. Once he has submitted his Tender and it has been clarified if necessary, a tenderer is not permitted to make any alteration to the amount of the tender or any of his tender proposals.
- 39.2 If a tenderer attempts to alter his offer after the last date for receipt of tenders, he must be given the opportunity to stand by or withdraw his original offer. Correction of an obvious arithmetical error in a fixed price Tender, which would reduce the price to be paid **by** Greener Ealing Ltd or increase the price to be paid **to** Greener Ealing Ltd, may be accepted.

Advisory note: e.g. £2000 + £2000 = £5000 can be corrected to £4000, but £2000 + £2000 = £3000 cannot be increased to £4000.

- 39.3 A Tender that is qualified or expressed to be conditional upon Greener Ealing Ltd.'s acceptance of alterations to the specification or the terms and conditions of contract must be treated as non-compliant and rejected. **Non-compliant tenders must not be evaluated.** This does not prevent Greener Ealing Ltd inviting variant bids. If variant bids are invited, tenderers must be required to submit a mandatory reference bid based on the specification and terms and conditions included in the invitation to tender, so that all bids may be compared fairly.
- 39.4 Before a Tender has been accepted, a Service Manager may ask all tenderers to hold their tenders open for a longer period. Tenders should in any event remain open for acceptance for a period of ninety days from the latest date for receipt of tenders, or such other period as the Service Manager considers appropriate, and the form of tender must make this clear.

40. NOT USED

41. AWARD OF THE CONTRACT – Tenders over the PCR Threshold

- 41.1 Refer to **CPR 35** in respect of authority to award a contract.
- 41.2 A full, confidential tender report must be produced in a format consistent with the requirements of Regulation 84 of the Public Contract Regulations (the report is not required for call off contracts from a Framework Agreement, Approved Lists or Dynamic Purchasing Systems unless specifically requested by Commercial Hub):
- 41.3 The tender report must be sent to the decision-maker before the decision to award the contract is made. The tender report must be marked "NOT FOR PUBLICATION".
- 41.4 The recommendation to the decision-maker to award the contract must include the name of the successful tenderer, the length of the contract and any options for extension and the price or estimated price of the contract.
- 41.5 As soon as possible after the decision to award the contract has been made and taking call-in procedures into account, the Service Manager must write to inform the successful tenderer of that decision. The letter **must** state that award of the contract is subject to signature by both parties of the contract document, which will be sent to the tenderer by Legal Services. The letter must be via Greener Ealing Ltd.'s eProcurement system.
- 41.6 At the same time as the notification in **CPR 41.5**, the Service Manager must write to each unsuccessful tenderer, informing him of:
- the name of the successful tenderer;
 - the number of SQs or PAS 91 PQQs received;
 - the number of invitations to tender issued;
 - the number of tenders received;
 - the reasons for the decision to award, including the characteristics and relative advantages of the successful tender;
 - the award criteria, any sub-criteria, the weightings applied to them and the scoring methodology;

- the score obtained by the successful tenderer in the evaluation;
- the score obtained by the unsuccessful tenderer being notified (but no others);
- the date the decision to award was made;
- the effect of the standstill period and the date before which Greener Ealing Ltd will not enter into the contract; and
- the date the letter is being sent.

The notification letter to the unsuccessful tenderers must be sent via Greener Ealing Ltd.'s eProcurement system.

41.7. At the same time as the notification in **CPR 41.5**, the Service Manager must write to each supplier who was invited to tender but who did not submit a tender, informing him of:

- the name of the successful tenderer;
- the number of PQQs received;
- the number of invitations to tender issued;
- the number of tenders received;
- the reasons for the decision to award, including the characteristics of the successful tender;
- the award criteria, any sub-criteria, the weightings applied to them and the scoring methodology;
- the score obtained by the successful tenderer in the evaluation;
- the date the decision to award was made;
- the effect of the standstill period and the date before which Greener Ealing Ltd will not enter into the contract; and
- the date the letter is being sent.

The notification letter to the suppliers who were invited but who did not submit a tender must be sent via Greener Ealing Ltd.'s eProcurement system.

41.8 The notifications in **CPR 41.6** and **CPR 41.7** must be approved by Commercial Hub and Legal Services before being issued.

41.9 If an unsuccessful tenderer asks for further information on why he was unsuccessful, the Service Manager must immediately i.e. the same day arrange for the de-briefing.

41.10 The contract document must not be signed or sealed (as appropriate) before the expiry of ten days (the standstill period) following the date the notification of the decision to award the contract was sent.

41.11 A voluntary transparency notice (other than for an extension or modification as defined in **CPRs 45 and 46**) may be published in Find A Tender following approval from Legal Services. If a voluntary transparency notice is published, the contract document must not be signed or sealed (as appropriate) before the expiry of ten days (the standstill period) after the date on which the notice was published in Find A Tender.

41.12 The Service Manager must arrange for publication of a contract award notice in Find A Tender, within 30 days of the award of the contract or the conclusion of a Framework Agreement or a Dynamic Purchasing System, and shall keep a register of the notified information, which shall be available for inspection by appointment by any member of

Greener Ealing Ltd, internal and external auditors and any member of the public. (There is no requirement to publish a Find A Tender notice for a call off contract from a Framework Agreement)

- 41.13 The Service Manager shall ensure that within a reasonable time of the award of the contract, the award is published in Contracts Finder with at least the following information:
- (a) the name of the contractor;
 - (b) the date on which the contract was entered into;
 - (c) the value of the contract;
 - (d) whether the contractor is a SME or VCSE.
- 41.1.4 Information may be withheld from publication where its release:
- (a) would impede law enforcement or would otherwise be contrary to the public interest,
 - (b) would prejudice the legitimate commercial interests of a particular economic operator, whether public or private, or
 - (c) might prejudice fair competition between economic operators.

42. BONDS AND PARENT COMPANY GUARANTEES

- 42.1 For every contract of £5m or more in value, the Managing Director must decide, taking appropriate advice, whether the circumstances justify Greener Ealing Ltd requiring the supplier to provide a parent company guarantee. If the supplier does not have a parent company or the parent company is not approved under **CPR 42.2**, the supplier may in those circumstances be required to provide a bond. If a bond is required, the amount of the bond must be not less than ten per cent of the total contract value or the whole of the annual contract value.
- 42.2 The parent company or the surety for a bond must be approved by the Chief Finance Officer.
- 42.3 All parent company guarantees and bonds must be in a form approved by Legal Services. A specimen of the parent company guarantee and bond must be included in the invitation to tender documentation.

43. SIGNATURE OF THE CONTRACT – Tenders over the PCR Threshold

- 43.1 All contracts, bonds, guarantees, agreements or transactions
- (i) in respect of which there is no consideration; or
 - (ii) that exceed £500,000 in value over the life of the contract

must be executed as a deed under seal in accordance with these Contract Procedure Rules.

However, this will not apply to contracts for insurance where the contract is brought into effect by the issue of a schedule of insurance and policy documents to Greener Ealing Ltd by the insurer.

Legal Services may recommend that other contracts must be executed as deeds.

- 43.2 All contracts executed as deeds must be executed in accordance with the Companies Act 2006

- 43.3 Contracts of more than the Services Threshold in value (that are not deeds) must be signed for and on behalf of Greener Ealing Ltd by the Managing Director.

Part 7

For contracts that have commenced

44. CONTRACT MANAGEMENT

44.1 A contract **must not** start until the contract documents have been signed or sealed and dated. Service Managers must allow time for this in the contract programme.

44.2 Within ten days of the date of the contract, the Service Manager must add the details of the contract onto Greener Ealing Ltd.'s contracts register and record the following:

- the works, goods or services to be supplied;
- the name of the supplier,
- the contract value;
- the commencement and completion dates;
- any extension options
- The current status of the contract

These details must be maintained and updated according to Greener Ealing Ltd policies to ensure Greener Ealing Ltd meets the requirements of the transparency agenda,

When the contract commences Greener Ealing Ltd.'s Insurance Manager must also be notified of this information.

44.3 The Service Manager shall be the contract manager for the contracts for which he/she is responsible up to the Threshold, but he/she may authorise another officer to have day-to-day responsibility for managing the contract. For contracts over the Threshold, the Service Manager must appoint a dedicated contract manager with appropriate skills and experience.

44.4 The contract manager is responsible for:

- managing the contract and ensuring that it is carried out in accordance with its terms and conditions;
- monitoring the supplier's performance and carrying out mid-contract reviews to determine ongoing value for money;
- making the Supplier aware that he is expected to comply with Greener Ealing Ltd.'s equal opportunities, counter-fraud and corruption, whistle-blowing and anti-money laundering policies;
- ensuring that the Supplier maintains the insurance policies required by the contract;
- agreeing any minor changes to the contract (but not changes to prices) before they are carried out;
- keeping a record of all valuations, payments, claims, monitoring, changes and certificates under the contract;
- deducting liquidated damages, if appropriate;
- reporting as necessary to the Departmental Contracts Board and Procurement Strategy Board;
- Updating the status of their contract on Greener Ealing Ltd.'s Contracts Register;

- in consultation with Legal Services and the appropriate finance director, consenting to sub-contracts, assignments to new suppliers and novation to new suppliers; and
- managing the transition between the ending of one contract and the beginning of another

44.5 The Service Manager **must** consult Legal Services for consideration of Greener Ealing Ltd.'s legal position:

- before any contract is to be terminated or suspended;
- in the event of a claim for payment not clearly within the terms and conditions of contract;
- before making any deduction from payments due to a Supplier or withholding payment from a Supplier;
- subject to Regulations 45 and 46, before making any extension to a contract or variation of the scope of a contract.

44.6 If the final expenditure under a contract exceeds the budgeted sum by 10% or more, the Service Manager, in consultation with the Chief Finance Officer, must prepare and submit a report to Greener Ealing Ltd.'s Board.

44.7 To ensure value for money and competition, contracts for an indefinite or rolling term must be terminated at the end of ten years in any event and a new contract procured.

45. EXTENSIONS TO CONTRACTS

45.1 An extension to a contract is an additional period at the end of the contract, during which the works or the services to be carried out are a repetition of the works or services under the original contract. Contracts for supplies must not be extended.

45.2 Unless a contract specifically includes an option to extend its term, that contract may not be extended. The contract will cease to exist at the end of its term.

45.3 If a contract specifically includes an option to extend its term **and**:

- the notice or other advertisements for the contract stated that an extension contract may be awarded; and
- the estimated value of the contract in the notice or other advertisements took account of the potential extended contract; and
- the extension represents good value for money for Greener Ealing Ltd,

then the Managing Director may decide to award the extension to contract if the value of the extension is below £250,000 per annum.

If the value of the extension is above £250,000, the decision to award the extension contract must be made by the Board.

If the value of the extension is above £500,000, the decision must be authorised by the Shareholder's Representative.

Once the extension has expired, that contract will cease to exist.

45.6 All extensions must be evidenced in writing in accordance with the contract in consultation with Legal Services.

46. MODIFICATION OR VARIATION OF CONTRACTS DURING THEIR TERM

46.1 Provided that a budget has been allocated for the expenditure, value for money can be demonstrated and authority has been obtained from the appropriate decision maker, contracts and Framework Agreements may be modified or varied without a new procurement procedure in any of the following cases:

46.1.1 where the change in value is relatively small - under 10% of the contract value for services & supplies or under 15% of the contract value for works and is also under the applicable Threshold and does not alter the overall nature of the contract (NB the contract value to be used is the updated value if the contract contains an indexation clause. Where several successive modifications are made the change value shall be cumulative); or

46.1.2 where the modifications, irrespective of their monetary value, have been provided for in the initial procurement documents in clear, precise and unequivocal review clauses, which may include price revision clauses or options, provided that such clauses:

- (i) state the scope and nature of possible modifications or options as well as the conditions under which they may be used, and
- (ii) do not provide for modifications or options that would alter the overall nature of the contract or the Framework Agreement; or

46.1.3 where additional works, services or supplies are necessary from the existing contractor (and the contract does not provide a mechanism for this) and a change in contractor cannot be made for economic or technical reasons such as interchangeability or interoperability with existing equipment, services or installations procured under the initial procurement; and where changing the contractor would cause significant inconvenience or duplication of costs, provided that the price increase does not exceed 50% and a Find a Tender notice about the modification is published once the modification has taken place; or

46.1.4 where there is a need for a modification (and the contract does not provide a mechanism) due to unforeseen circumstances, the change does not alter the overall nature of contract, the price increase is not greater than 50% and a Find A Tender notice about the modification is published once the modification has taken place; or

46.1.5 where a new contractor replaces the one to which Greener Ealing Ltd had initially awarded the contract as a consequence of an unequivocal review clause or option (in conformity with **CPR 46.1.2**) or following a corporate restructuring, insolvency or merger, and the new contractor still meets the original selection criteria. This exemption is only available where there is no other substantial modification to the contract; or

46.1.6 Otherwise where the modification is not substantial and is only made following consultation with Legal Services.

46.1.7 All modifications must be evidenced in writing in accordance with the contract in consultation with Legal Services.

Part 8

Exceptions to Contract Procedure Rules

- 47.1 An exception to Contract Procedure Rules is a permission to let a contract without complying with one or more of the Contract Procedure Rules. An exception to Contract Procedure Rules may be granted subject to conditions. **Authority to award a contract will be required in addition to the exception to Contract Procedure Rules.**
- 47.2 Only the Managing Director (or his authorised representative) in consultation with the Chief Finance Officer, is able to grant an exception to these Contract Procedure Rules for contracts of up to £250,000 in total contract value. Applications for exceptions be made in writing and signed by the Service Manager and must include the exception that is requested and the justification for the exception. Exceptions to Contract Procedure Rules will **never** be given retrospectively and exceptions for extensions are unlikely to be granted if there is less than six months left on the contract and so must be submitted well in advance of the decision needing to be made.
- 47.3 Exceptions of between £250,000 and £500,000 must be authorised by the Board and may then be signed by the Managing Director.
- Exceptions exceeding £500,000 must be authorised by the Board and the Shareholder's Representative and may then be signed by the Managing Director.
- A register of all exceptions to Contract Procedure Rules will be kept and reported to the Board.
- 47.4 An application for an exception to Contract Procedure Rules, to allow a contract to be let without genuine competition will not be granted without a cogent reason. A lack of time caused by inadequate forward planning is not a cogent reason and will not permit an exception to Contract Procedure Rules. If an application to let a contract without genuine competition is granted, the Service Manager responsible for the contract must demonstrate that the price obtained is not in excess of the market price and that the contract represents best value for money.
- 47.5 An exception to Contract Procedure Rules is not required in the following circumstances:
- placing an order under an existing corporate contract or single supplier Framework Agreement;
 - as part of a partnering contract that contemplates a series of contracts with a single supplier, provided the entire series has been duly authorised as appropriate for its value;
 - legislation requires Greener Ealing Ltd to let a contract differently from these Contract Procedure Rules;
 - placing an order under an arrangement, of which Greener Ealing Ltd is an affiliate, which has gone through a compliant competitive process; or
 - following completion of a quotation procedure, where some or all of the quotations exceed £75,000, provided all quotations are below £100,000.

Part 9

Signing of Contracts Where Greener Ealing Ltd is the Service Provider

- 47.** From time to time, Greener Ealing Ltd may choose to enter into a Provision contract with a third party or the London Borough of Ealing, where it will supply services in return for a service fee.
- 48.** All Provision contracts below £250,000 in income value must be authorised by the Managing Director, who must be able to demonstrate that Greener Ealing Ltd is capable of delivering the services and complying with the contract terms, without detriment to the provision of its services under the LBE Lead Contract.
- 49.** All Provision contracts between £250,000 and £500,000 in income value must be authorised by the Board, who must have received assurance that Greener Ealing Ltd is capable of delivering the services and complying with the contract terms, without detriment to the provision of its services under the LBE Lead Contract.
- 50.** All Provision contracts over £500,000 in income value must be authorised by the Shareholder Representative.
- 51.** All Provision contracts (that are not deeds), that have been authorized in accordance this Part 9, must be signed for and on behalf of Greener Ealing Ltd by the Managing Director (or in the Managing Director's absence, a Director of the Board).

ANNEX 1

LIGHT TOUCH REGIME SERVICES

Schedule 3 Services (PCR 2015)
(Light Touch Regime for contracts exceeding £663,540 in total)

Overarching Description	Areas included
Health, social and related services	<ul style="list-style-type: none"> * Supply services of domestic help personnel * Supply services of nursing personnel * Supply services of medical personnel * Private households with employed persons * Manpower services for households, Agency staff services for households, Clerical staff services for households, Temporary staff for households, Home-help services and Domestic services Social Care Nursing Care
Administrative social, educational, healthcare and cultural services	<ul style="list-style-type: none"> * Administration, defence and social security services * Education and training services * Exhibition, fair and congress organisation services * Seminar organisation services * Event services * Cultural event organisation services * Festival organisation services * Party organisation services * Fashion shows organisation services * Fair and exhibition organisation services
Compulsory social security services	
Benefit services	
Other community, social and personal services including services furnished by trade unions, political organisations, youth associations and other membership organisation services	
Religious services	
Hotel and restaurant services	<ul style="list-style-type: none"> * Catering services for private households * Meals-on-wheels services * Meal delivery services * Catering services * Catering services for transport enterprises * Catering services for other enterprises or institutions * School catering services * Canteen services

	<ul style="list-style-type: none"> * Canteen and other restricted-clientele cafeteria services * Canteen management services * School meal services
Legal services (to extent not excluded by reg: 10(1)(d))	
Other administrative services and government services	
Provision of services to the community	
Provision of related services, public security and rescue services to the extent not excluded by regulation 10(1)(h)	
Investigation and security services	<ul style="list-style-type: none"> * Investigation and security services * Security services * Alarm-monitoring services * Guard services * Surveillance services * Tracing system services * Absconder-tracing services * Patrol services * Identification badge release services * Investigation services and detective agency services * Graphology services * Waste analysis services
International services	<ul style="list-style-type: none"> * Services provided by extra-territorial organisations and bodies * Services specific to international organisations and bodies
Postal services	<ul style="list-style-type: none"> * Postal and telecommunications services * Post and courier services * Postal services * Postal services related to newspapers and periodicals * Postal services related to letters * Postal services related to parcels * Post office counter services * Mailbox rental * Post-restante services * Internal office mail and messenger services
Miscellaneous services	<ul style="list-style-type: none"> * Tyre-remoulding services * Blacksmith services

Theme	Element	Element description	Element Unit	Element Points /value	Caps (maximum of units that are accepted)	Your BID
CREATING GOOD JOBS						
Employment and Skills	Local recruitment	New contract related roles that are filled by Ealing residents (relevant to this contract only). This can include sub-contractors and apprenticeships.	1 Ealing resident recruited for a minimum of 6 months			
	Graduate opportunities for Ealing residents	Ealing resident who has completed at minimum their first degree within the previous two academic years.	1 Ealing resident recruited for a minimum of 6 months			
	Work experience opportunities for Ealing residents with learning difficulties	Unpaid work experience opportunities for Ealing residents with learning difficulties	2 Ealing residents recruited for a period of between 1 and 3 days			
FIGHTING INEQUALITY						
Local Economy	Support for schools and young people	Active participation and attendance at careers fairs and/or other pre-employment activities across Ealing Schools and other further education institutes.	Commitment to attend regular and periodic events to support this initiative (1st event - June 2022)			
	Local Supply Chain	Contracts let to businesses located within the geographical boundaries of Ealing				
	Support for local small and medium enterprises (SMEs)	Mentor a local SME. Provide advice on business planning, accessing market, accessing supply chains, etc.				
TACKLING THE CLIMATE CRISIS						
Environmental Impact	CO2 Emission	Number of low or no emission vehicles included on project (miles driven)	Miles			
	Recycling and sustainability	Company dedication the creation or management of green infrastructure, or to keep green spaces clean	No of hours			
Anticipated Contract Value:			Total SV points (your bid value):			0
			Weighting %			10

TO SUBMIT YOUR SOCIAL VALUE BID:

Explanation of terms:

COLUMN	EXPLANATION
Element Description	The Social Value elements listed should be unique to this contract, that is, not being delivered as part of another contract.
Evidence	There is an expectation that evidence will be provided to demonstrate that benefits have been delivered in accordance with your organisations tender submission
Element Points /value	Each element eligible for a bid has a priority or 'desirability' weighting out of 10.
Cap	<p>The "Cap" is the maximum number of units acceptable as a bid. Units exceeding the stated "CAP" level will be disregarded.</p> <p>The words 'No Cap' means you can bid any quantity you wish.</p> <p>A "CAP" of zero means that none of that element is sought.</p> <p>'Invalid Bid Alert' warns if the "CAP" has been exceeded.</p>
Your Bid	"Your Bid"" is the total score of all the points accrued by adding each line item value.

Greener Ealing Ltd - Board Forward Plan 2022-23

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Operations/Specific Project Updates
Sept 2022	<ul style="list-style-type: none"> • Apologies • Declarations of Interest • Minutes of Meeting • Matters Arising <ul style="list-style-type: none"> - Circular Resolutions • HR Update • MD Report • Performance Report <ul style="list-style-type: none"> - H&S Update - incidents / accidents - Operations Update - Transport Update • Risk Management <ul style="list-style-type: none"> - Risk Register • Forward Plan 	<ul style="list-style-type: none"> • Equality and Diversity Policy review (<i>final objectives approved Feb 2021 – update on objectives to be provided in Sept 2022</i>) • Register of Directors' Interests – annual review 	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • Finance Update 	<ul style="list-style-type: none"> •
Nov 2022	<ul style="list-style-type: none"> • Apologies • Declarations of Interest • Minutes of Meeting • Matters Arising <ul style="list-style-type: none"> - Circular Resolutions • HR Update • MD Report • Performance Report <ul style="list-style-type: none"> - H&S Update - incidents / accidents 	<ul style="list-style-type: none"> • Update on delivery against business plan 	<ul style="list-style-type: none"> • 	<ul style="list-style-type: none"> • Finance Update 	<ul style="list-style-type: none"> •

Greener Ealing Ltd - Board Forward Plan 2022-23

Date of Meeting	Standing Items	Governance	Strategic	Finance	Performance Management/ Operations/Specific Project Updates
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