

Chief Executive

Chief Executive

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Typetalk calls welcome

Your Ref.

Our Ref

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Date 11 July 2024

To: Members of the Management Committee of the Yorkshire Purchasing Organisation Joint Committee

Chief Executive of the Constituent Authorities (for information)

Dear Councillor

**YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE MEETING
– FRIDAY, 19 JULY 2024**

You are invited to a meeting of the Management Committee of the Yorkshire Purchasing Organisation Joint Committee which is to be held at **10:30 am on Friday, 19 July 2024** at the **YPO HQ, 41 Industrial Park, Wakefield** to consider the items set out in the agenda detailed overleaf.

Yours sincerely



Tony Reeves
Secretary to the Joint Committee

PLEASE NOTE: A buffet lunch is to be provided at the conclusion of the meeting. Please contact Kayley on the details above if you have any dietary requirements.

As a courtesy to colleagues will you please turn all electrical devices to silent prior to the start of the meeting.

**YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE -
Friday, 19 July 2024**

AGENDA

1. Members' Declaration of Interest.
 2. Apologies for Absence.
 3. Election of Chair.
Nominations are requested for the position of Chair of the Management Committee who in turn would become the Chair of the Joint Consultative Committee/Appointments Sub-Committee for the year 2024/25.
 4. Election of Vice Chair.
Nominations are requested for the position of Vice Chair of the Management Committee who in turn would become the Vice Chair of the Joint Consultative Committee/Appointments Sub-Committee for the year 2024/25.
 5. To note any items which the Chairman has agreed to add to the agenda on the grounds of urgency.
 6. To approve, as a correct record, the Minutes of the meeting held on 24th November 2023. (Pages 1 - 5)
 7. Membership of the YPO Management Committee. (Pages 7 - 8)
 8. Appointments to Sub Committees & Joint Consultative Committee. (Pages 9 - 10)
 9. Terms of Reference & Work Programme 2024-2025. (Pages 11 - 21)
 10. Annual Report. (Pages 23 - 24)
 11. Non-Executive Director Recruitment. (Pages 25 - 28)
 12. Lead Authority Issues - Verbal.
 13. Exclusion of the Public and Press.
In relation to reports below containing exempt information to consider, and if approved, pass the following resolution:

“That the public and press be excluded from the meeting for consideration of agenda items 14 – 16 on the grounds that it is likely to involve the disclosure of exempt information as described in Part 1 of Schedule 12A to the Local Government Act 1972, as amended”.
- IN PRIVATE**
14. Business Update. (Pages 29 - 37)
 15. Dividend Distribution. (Pages 39 - 42)
 16. Report of Non Executive Director. (Pages 43 - 45)

17. Date of Next Meeting.

Proposed as 22nd November 2024.

YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE

Friday 24th November 2023

Present:

Barnsley
Councillor Frost

Calderdale
Councillor Barnes

Doncaster
Councillor Cole

Rotherham MBC
Councillor Atkin

Wakefield MDC
Councillor Speight

Wigan MBC
Councillor Walker

York
Councillor Merrett

1:	Members Declaration of Interest
	No declarations of interest were made.
2:	Apologies for Absence
	Apologies for absence submitted prior to the meeting were accepted on behalf of Councillors Thornton (Bradford), Walsh (Knowsley), Fielding (Bolton), and Turner (Kirklees).
3:	Urgent Items
	No urgent items were discussed.
4:	Minutes of the Audit & Scrutiny Sub-Committee – 3rd November 2023
	Resolved – (1) That the Minutes of the meeting of the Audit & Scrutiny Sub Committee held on 3 rd November 2023 be accepted as a correct record, and the recommendations contained within the minutes are also agreed. Matters arising from the minutes – Cllr Walker asked for the rationale around why the decision was made to remove cyber security from the internal audit plan. It was explained that a specific report was brought to the Audit & Governance sub-committee on

	<p>cyber security, and we have a lot of focus on it due to the ISO accreditation. Therefore, a discussion was held around the priorities for the internal audit plan, and it was agreed to swap this for another item.</p>
5:	Minutes of the Management Committee – 21st July 2023
	<p>Resolved – (1) That the Minutes of the meeting of the YPO Management Committee held on 21st July 2023 be accepted as a correct record.</p> <p>Cllr Walker noted there is an informal business update meeting in the diaries in March, and requested Councillors make this meeting a priority to attend.</p> <p>It was noted we are still awaiting responses from over half of member authorities for approval of the Management agreement.</p> <p>Resolved: (1) It was agreed to make contact with the Councillors for those authorities that have not yet responded on the Management agreement, so this can be raised further.</p>
6:	Appointment of Executive Director
	<p>The Managing Director talked through the report which shares the outcome of the recruitment of the Executive Director – Procurement role. The report is brought to the Management Committee to ratify the appointment of the Executive Director - Procurement by the YPO Appointments Sub Committee.</p> <p>Simon noted that the start date for this role is 1st March due to the notice period.</p> <p>Resolved – (1) That the recommended appointment to the position of Executive Director – Procurement, be appointed on the terms recommended by the Appointments Sub Committee.</p>
7:	Lead Authority Issues
	<p>Gillian Marshall (Wakefield) shared there are no other lead authority issues to raise.</p> <p>Cllr Walker raised it is important to raise YPO's profile in our own authority areas where possible. Simon shared we have done some successful work with local chambers of commerce. If there are any local commerce events that Members feel would be beneficial for YPO to attend, please let us know.</p>
8:	Exclusion of the Public & Press
	<p>Resolved - <i>That the public and press be excluded from the meeting during consideration of Agenda Items 9 to 11 on the grounds that they were likely to involve the disclosure of exempt information as described in Part 1 of Schedule 12A to the Local Government Act 1972, as amended.</i></p>

	IN PRIVATE:
9:	<p>Business Update - (Exempt Paragraph 3)</p> <p>The Managing Director (Simon Hill) presented the Business Update which provided Members with an update on activities of the organisation since the last committee and provided an overview on forthcoming activities and challenges.</p> <p>Simon shared a video on YPO's 50th year.</p> <p>Jo Marshall shared the commercial update. The 50th campaign is something that will touch everybody and is planned throughout the whole of 2024.</p> <p>Jo talked through the key commercial updates including the tracking on budget, the traction we are seeing from various campaigns, and key sector updates. Social media channels and our digital offering remain key focus areas.</p> <p>Jo shared we have recently had the ICS Survey results back which benchmarks against industry standards in customer service. We are now back up to a score of 84, and all areas of the business have shown improvements which is great to see.</p> <p>Julie Hawley provided the finance and people update. Julie provided an update on our budgeted P&L. We are currently reviewing various processes across the business to look at where improvements can be made.</p> <p>Cash has been a major focus for the year with a focus on debtors. Stock levels are being managed well alongside this.</p> <p>Julie provided an update on the current projects; we have 35 projects on-going with a lot of investment on data and digitalisation.</p> <p>HR have recently introduced a new people portal which is a self-serve system. Through this, we are monitoring the types of queries coming into the HR team.</p> <p>Jacque Lightfoot provided an update on logistics. We have made big improvements in our delivery performance and are receiving good feedback from customers. We have had various positive recruitments this year in key areas across supply chain, Health & Safety, and transport.</p> <p>Jacque explained that in IT, the NAV upgrade went well earlier in the year, and the new phone system was successfully implemented over the summer.</p> <p>We are continuing to improve security, and the IT team are issuing comms to ensure staff are aware of any updates happening.</p> <p>A lot of good work has been happening in the Health & Safety area.</p> <p>Jacque noted our office refurbishment is on-going and has been going well.</p>

	<p>Simon Hill provided an update on the public sector area. We are also focussing on digital in this area, with a new CRM system for public sector customers and a new supplier portal successfully being implemented.</p> <p>Since closing the food warehouse earlier this year, we have had good take up on our food framework contract.</p> <p>Councillors asked various questions on the report, and Officers provided comprehensive responses.</p> <p>Simon noted there is a lot of debate on what YPO could and should do, however it is important to find a balance and maintain the benefits for our customers and our owners.</p> <p>Cllr Atkin raised that it would be a good idea to get both members and staff involved in the 50th celebrations, including those that may have worked with the business previously.</p> <p>Cllr Atkin noted that Rotherham Council are launching the children’s capital of culture programme, this would be something good for YPO to get involved in.</p> <p>Cllr Barnes noted that YPO’s need for agility and being able to review ways of working going forward is going to be key. We need to be able to react quickly.</p> <p>Comments were made by Members on various aspects of the report.</p> <p>A question was raised on the debt levels. Julie confirmed we are making good progress in this area.</p> <p>Resolved – (1) That the report be noted.</p> <p>(2) It was agreed to continue to have the small group of Chair, Vice Chair, Chair of Audit & Governance, Monitoring Officer, and S151 Officer, in place to take decisions on behalf of the full Management Committee where needed quickly.</p>
<p>10:</p>	<p>Budget and Business Plan – (Exempt Paragraph 3)</p> <p>Simon Hill provided some background on the process of setting the budget.</p> <p>Matthew Hirst, Head of Finance, presented the report which presents the 2024 operational profit and loss budget. It also highlights exceptional cost items and Capital Expenditure that needs to be funded next year. Matthew talked through the headlines of the report, including information around over overheads and building in contingencies.</p> <p>Matthew talked through the capital expenditure costs including digitalisation and fleet.</p> <p>A discussion was held around the future of the YPO fleet. Jacquie Lightfoot</p>

	<p>explained it is likely to be a mix of vehicles going forward, but the fleet strategy is being reviewed.</p> <p>Councillors asked for some clarification around specific points, which Officers explained.</p> <p>Resolved - (1) That the Committee agree the proposed budget for 2024.</p> <p>(2) That the Committee reviewed the exceptional and capital items highlighted and the proposed funding of these.</p>
11:	Report of Non-Executive Director – (Exempt Paragraph 3)
	<p>Members gave consideration to a report of the Non-Executive Director which detailed her recent observations of the organisation. Helen Lisle talked through the key headlines of the report.</p> <p>Resolved - (1) That the report of the Non-Executive Director be noted.</p>
12:	<p>DATE AND TIME OF NEXT MEETING</p> <p>Resolved – That the next meeting of the YPO Management Committee will be held on 19th July 2024.</p>

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TITLE: MEMBERSHIP OF THE MANAGEMENT COMMITTEE OF THE YPO JOINT COMMITTEE 2024/25

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND INFORMATION

- 1.1 To receive nominations from the Constituent Authorities in relation to membership of the Management Committee of the YPO Joint Committee for the 12-month period commencing July 2024.
- 1.2 Information has been received from all Authorities with regard to their representation on the Management Committee for 2024 into 2025, as follows:

AUTHORITY	MAIN REPRESENTATIVE	SUBSTITUTE REPRESENTATIVE
Barnsley MBC	Councillor Frost	Councillor Barnard
Bradford MDC	Councillor Thornton	Councillor Choudhry
Bolton MBC	Councillor Khurram	Councillor Morrissey
Calderdale MBC	Councillor Barnes	Councillor Monteith
Doncaster MBC	Councillor Cole	Councillor Nightingale
Kirklees MBC	Councillor Turner	Councillor Davies
Knowsley MBC	Councillor Lonergan	Councillor Morgan
North Yorkshire CC	Councillor White	Councillor Thompson
Rotherham MBC	Councillor Baker-Rogers	Councillor TBC
St Helens MBC	Councillor Bond	Councillor Laird
Wakefield MDC	Councillor Pickersgill	Councillor Speight
Wigan MBC	Councillor Rehman	Councillor Walker
City Of York	Councillor Merrett	Councillor Wilson

2. RECOMMENDATION

- 2.1 That Members note the content of the report.

3 STRATEGIC IMPLICATIONS

- 3.1 There are no specific Strategic Implications associated with this report.

4 LEGAL IMPLICATIONS

4.1 There are no specific Legal Implications associated with this report.

5 FINANCIAL IMPLICATIONS

5.1 There are no specific Financial Implications associated with this report.

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	<p>YPO</p> <p>MANAGEMENT COMMITTEE</p> <p>TO BE HELD ON</p> <p>19TH JULY 2024</p>
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TITLE: APPOINTMENTS TO SUB-COMMITTEE AND JOINT CONSULTATIVE COMMITTEE 2024/25

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND INFORMATION

- 1.1 To receive nominations from the Constituent Authorities in relation to membership of Sub-Committees and the Joint Consultative Committee and to determine the membership for those meetings for the 12-month period commencing July 2024.
- 1.2 The Audit & Governance Sub-Committee has a membership of eight members drawn from the Management Committee who meet a minimum of twice during the municipal year. Its primary purpose is to undertake the duties of ‘those charged with governance’ under delegation from the Management Committee. The committee scrutinises strategies and actions of the YPO management team and provides feedback, comment, and recommendations.
- 1.3 The Joint Consultative Committee (JCC) is concerned with employee relations. The JCC has a different constitution to the Audit & Governance Sub-Committee as it includes representation from trade unions as well as councillors; whereas the membership of the Audit & Governance Sub-Committee is drawn only from those councillors who sit on the Management Committee.

2 RECOMMENDATION

- 2.1 That the Chair of the Management Committee requests nominations for the Audit & Governance Sub-Committee (eight members) and Joint Consultative Committee (five members) for the 12-month period commencing July 2024.

3 STRATEGIC IMPLICATIONS

- 3.1 There are no specific Strategic Implications associated with this report.

4 LEGAL IMPLICATIONS

- 4.1 There are no specific Legal Implications associated with this report.

5 FINANCIAL IMPLICATIONS

5.1 There are no specific Financial Implications associated with this report.

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YPO
MANAGEMENT COMMITTEE
TO BE HELD ON
19TH JULY 2024

TITLE: TERMS OF REFERENCE & WORK PROGRAMME

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND INFORMATION

- 1.1. YPO's governance arrangements are defined in the Management Agreement, signed by all Members. The role of the Management Committee is to develop and monitor the strategic direction and performance of the organisation. The Management Committee is supported by the Audit & Governance Sub-Committee, and the Joint Consultative Committee (JCC).
- 1.2 The Audit & Governance Sub-Committee's primary purpose is to undertake the duties of 'those charged with governance' under delegation from the Management Committee. The committee scrutinises strategies and actions of the YPO management team and provides feedback, comment, and recommendations. The Joint Consultative Committee (JCC) is concerned with employee relations. The JCC has a different constitution to the Audit & Governance Sub-Committee as it includes representation from trade unions as well as councillors; whereas the membership of the Audit & Governance Sub-Committee is drawn only from those councillors who sit on the Management Committee.
- 1.3 The Management Committee, Audit & Governance Sub Committee, and JCC each meet a minimum of twice per annum.
- 1.4 Each member authority provides its representatives with access to Senior Officers from that council to provide advice and guidance to the councillor.
- 1.5 The Board of Directors (including the Non-Executive Director) provide assurances to the Management Committee and to the associated Sub-Committees that YPO has an effective and challenging strategy, and that the organisation is well placed to meet those challenges.

2 PRINCIPAL AGENDA ITEMS

2.1 The proposed Principal Agenda Items for each Committee are attached in Appendix 1.

3 TERMS OF REFERENCE

3.1 The Terms of Reference have been reviewed and are attached as Appendix 2 for approval.

3.2 Since YPO established the Audit & Governance Sub-Committee in its current form in 2022, CIPFA have published a new position statement on Audit Committees in Local Authorities. In the second half of 2024 we propose to further review the sub-committee's terms of reference and work programme against the CIPFA position statement, to identify current good practice and any changes needed to further enhance the sub-committee's contribution to good governance. The review will be led by the Governance Function (officer) group, set up on the sub-committee's recommendation in mid-2023, and chaired by YPO's Managing Director, and will engage with members through the establishment of a joint member and officer working group, with the aim of a report back to Audit & Governance Sub-Committee meeting in November 2024.

4 MEETING SCHEDULE

4.1 Appendix 3 provides a proposed schedule for meetings from August 2024 – July 2025.

5 RECOMMENDATIONS

5.1 To agree the Principal Agenda Items for 2024/25.

5.2 To agree the Terms of Reference.

5.3 To agree the Meeting Schedule for 2024/25.

6 STRATEGIC IMPLICATIONS

6.1 There are no specific Strategic Implications associated with this report.

7. LEGAL IMPLICATIONS

7.1 The Monitoring Officer has been consulted in relation to this report.

8. FINANCIAL IMPLICATIONS

8.1 There are no specific Financial Implications associated with this report.

REPORT AUTHOR: SIMON HILL, MANAGING DIRECTOR

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APPENDICES:

Appendix 1 – Principal Agenda Items

Appendix 2 – Terms of Reference

Appendix 3 – Meeting Schedule 2024/25

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PRINCIPAL AGENDA ITEMS 2024-2025

MANAGEMENT COMMITTEE AGENDA

July (AGM)

Election of Chair & Vice Chair of Management Committee
Membership of the YPO Management Committee
Appointment to Sub Committee & Joint Consultative Committee
Terms of Reference & Work Programme
Lead Authority Issues
Business Update
Dividend Distribution
Annual Report
Report of Non-Executive Director

November

Business Update
Budget & Business Plan
Lead Authority Issues
Report of Independent Director

AUDIT & GOVERNANCE SUB COMMITTEE AGENDA

July

Internal Audit Annual Report
External Audit Report
Internal Audit Plan
Internal Audit Actions Update
Audited Accounts
Treasury Outturn Report
Local Code & Annual Governance Statement
Policies & Procedures Review
Risk Management Framework & Strategic Risk Register

November

Election of Chair of the Audit & Governance sub committee
Internal Audit Indicative plan for 2025
Internal Audit Progress Report
External Audit Update
Treasury Management Progress report
Yearend Closedown Timetable
Risk Register
Gifts & Hospitality
Employee Interests
Anti-Bribery
Counter Fraud

The above are the proposed agenda items; however, Members may request specific additional reports at any time throughout the committee cycle where they feel it necessary.

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Yorkshire Purchasing Organisation

Management Committee Terms of Reference 2024/25

Number of Members

Thirteen Councillors – One from each Member Authority

Quorum

Member representation from at least five Member Authorities.

Substitutes

One agreed named substitute per authority is allowed.

Frequency of Meetings

A minimum of twice per annum.

Suggested duration: Max 2 hours (10:30am – 12:30pm)

Remit

1. To approve and keep under review a long term plan setting out the strategic direction of YPO.
2. To consider, approve and keep under review Standing Orders, Financial Procedure Rules and the Officer Delegation Scheme prior to subsequent approval by Member Authorities, and to carry out such actions as are required by these rules.
3. To provide leadership for Risk Management across YPO and ensure Risk Management is used as a strategic and operational tool.
4. To keep under review the method of distributing annual dividends, and decide annually on the amount and timing of dividend distribution.
5. To periodically review the membership of YPO.
6. To appoint annually at the Annual General Meeting an Audit & Governance Sub-Committee and a Joint Consultative Committee and receive minutes or reports from them highlighting any areas that require action by the Management Committee.
7. To seek assurances from the sub-committees that YPO is acting with all due care and attention.
8. All Members of the Management Committee shall sit on the 'Appointments Committee' with responsibility for the appointment and disciplinary procedures of the Board of Directors and appraising the performance of the Managing Director.

Yorkshire Purchasing Organisation

Audit & Governance Sub-Committee Terms of Reference 2024/25

Number of Members

8 Councillors, but not the Chair or Vice Chair of the Management Committee.

Frequency of Meetings

A minimum of twice per annum, to be scheduled approximately one month prior to Management Committee meetings (10:30am – 12pm)

Quorum

Member representation from at least three Member Authorities.

Substitutes

One agreed named substitute per authority is allowed.

Remit

1. To ensure that the highest standards of probity and public accountability are demonstrated and in doing so ensure effective governance of YPO.
2. To consider internal audit plans and performance to ensure the work of internal audit is planned and carried out with due regard to major risks, areas of significant financial effect and the need to cover the range of the service, and to challenge and review actions taken by senior managers on significant audit recommendations.
3. To consider the external audit work programme and monitor the implementation of significant external audit recommendations.
4. To review annually its terms of reference and report any additions and amendments to the Management Committee.
5. To provide an update to management committee on the activities of the committee activity by way of meeting minutes and responses to any matters arising.

To act with delegated authority of the Management committee in respect of:

1. To approve the annual governance statement to the Management Committee for inclusion in the annual statement of accounts, and review the implementation of any audit recommendations arising from the final accounts audit
2. On behalf of the Management Committee provide reasonable assurance of the efficient and effective operation of the overall internal control environment within YPO, through a systematic appraisal of its framework of internal controls, processes and data quality.
3. To ensure that an appropriate risk management strategy has been drawn up and to monitor that risk management procedures are being carried out effectively, including the establishment of a reserves policy.

4. To ensure the effectiveness of decisions made by YPO by means of conducting scrutiny reviews in accordance with both an approved programme and on an ad-hoc “call in” basis.
5. To carry out reviews requested by the Management Committee.
6. In conducting reviews receive evidence and call witnesses as appropriate for each review so as to determine how decisions were made, on what basis were they made, if appropriate account of options and risks were considered, if the decisions made reflected original statements of intent and if decisions were made in a timely fashion and if they were made in the best interests of YPO and in accord with YPO’s public accountability and code of corporate governance.

Yorkshire Purchasing Organisation

Joint Consultative Committee Terms of Reference 2024/25

Number of Members

- Five Councillors (including the Chair and Vice Chair of the Management Committee) drawn from different member authorities.
- The Chair and Secretary of the YPO branch of UNISON.
- The UNISON Regional Organiser responsible for liaising with YPO.

Frequency of Meetings

A minimum of twice per annum, on the same day as Management Committee meetings (9:30am – 10:30am)

Quorum

Two Councillors and two Trade Union officials.

Substitutes

One agreed named substitute per authority is allowed.

Remit

1. To represent and co-ordinate the views locally of UNISON and Members of the YPO Management Committee on issues of common interest in relation to YPO.
2. To raise issues, make recommendations and reach agreement on issues which have an effect on the employees of YPO, but without binding effect on either party.
3. To monitor and challenge the outputs of any employee satisfaction survey.
4. To promote the well-being of employees and monitor and challenge matters related to sickness and attendance.
5. To promote, challenge and monitor YPO's actions in relation to it being an employer of choice and its public sector equality duties.
6. To review annually its terms of reference and report any additions and amendments to the Management Committee.
7. To provide an update to Management Committee on any matters arising which warrant a wider discussion.



**MEMBER AUTHORITY ENGAGEMENT/GOVERNANCE SCHEDULE
2024/2025 MUNICIPAL YEAR**

Date of Meeting	Directors Team Meeting <i>Inc S151 / Monitoring Officer by invitation</i>	Board Meeting <i>Inc Non-Executive Director</i>	Member Authority Finance Directors Forum*	Member Authority Chief Executive Forum*	Member Authority Procurement Forum*	Member Authority Legal Officer Forum*	Audit & Governance Committee <i>Inc Non-Executive Director</i>	Joint Consultative Committee	Management Committee <i>Inc Non-Executive Director</i>
August									
	06/08/24	19/08/24							
September									
	03/09/24	23/09/24		04/09/24					
October									
	01/10/24	21/10/24	16/10/24		24/10/24	30/10/24			
November									
	05/11/24	n/a					08/11/24	22/11/24	22/11/24
December									
	n/a	02/12/24							
January									
	07/01/25	27/01/25							
February									
	04/02/25	24/02/25	12/02/25		19/02/25				
March									
	04/03/25	24/03/25							
April									
	01/04/25	28/04/25		30/04/25					
May									
	06/05/25	19/05/25							
June									
	03/06/25	23/06/25	11/06/25		18/06/25	24/06/24			
July									
	01/07/25	21/07/25					04/07/25	18/07/25	18/07/25

*Officer meetings will be arranged more regularly as and when required

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YPO
MANAGEMENT COMMITTEE
TO BE HELD ON
19TH JULY 2024

TITLE: ANNUAL REPORT

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND

- 1.1 To provide an Annual Report by the Managing Director to the Members of the Management Committee, as required by the YPO Management Agreement. The report will be circulated electronically.
- 1.2 The report is written in the spirit of accountability and transparency, but also pride in our achievements on behalf of our members. It is intended to circulate the Annual Report to Leaders, Chief Executives, and Finance Directors of member authorities and also to use it more widely as marketing and promotional material.

2. RECOMMENDATIONS

- 2.1 That Members note the content of the report.

3 STRATEGIC IMPLICATIONS

- 3.1 There are no specific Strategic Implications associated with this report.

4 LEGAL IMPLICATIONS

- 4.1 There are no specific Legal Implications associated with this report.

5 FINANCIAL IMPLICATIONS

- 5.1 There are no specific Financial Implications associated with this report.

SERVICE DIRECTOR: SIMON HILL, MANAGING DIRECTOR

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APPENDIX:

Appendix 1 – Published Annual Report (To follow - to be circulated electronically)



YPO
MANAGEMENT COMMITTEE
TO BE HELD ON
19TH JULY 2024

TITLE: NON-EXECUTIVE DIRECTOR RECRUITMENT

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND

- 1.1 On 26th March 2011, the YPO Management Committee agreed a report that outlined the need for independent commercial advice to support the existing governance arrangements.
- 1.2 The report proposed that an Independent Director be appointed to sit on the YPO Board of Directors, responsible for providing independent challenge and advice. A detailed discussion took place and it was agreed that an Independent Director be appointed to sit on the YPO Board of Directors for a two-year period. The contract with the Independent Directors gives an option to extend for a further, third year, but no longer than that, in order to retain independence and to attract current external business experience.
- 1.3 In the intervening period, YPO has appointed five Independent Directors: Malcolm Hepworth, Dennis Heywood, Rob McWilliam, Jon Towler and the current incumbent, Helen Lisle. Prior to Helen Lisle's appointment, it was decided to rename the position Non-Executive Director. This is a more commonly recognised term in the recruitment marketplace and also reinforces the fact that this is not an executive position and therefore has no operational responsibility, acting purely in an advisory capacity to both the Board and the Management Committee. At the point of each appointment and at the potential contract extension point, the specific skillset required to assist the Board and Management Committee at that particular point in YPO's business journey has been a key consideration.
- 1.4 The initial two-year contract period for the current Non-Executive Director, Helen Lisle, expires in October 2024 and members are therefore required to take a decision at this meeting on the future intentions for this role.
- 1.5 The current role profile is attached as Appendix 1 to provide further guidance on the scope of the role. The specific skills required have been reviewed by the Executive Directors to ensure they accurately represent our current and future needs, but members are advised to also satisfy themselves of this.

2. OPTIONS APPRAISAL

- 2.1 Remove the post of Non-Executive Director from the end of the current incumbent's contract in October 2024.
- 2.2 Recruit again for a further two-year contract through open advertisement
- 2.3 Extend the current incumbent's contract for a further year to 30th October 2025.

3. FINANCIAL IMPLICATIONS

- 3.1 The Non-Executive Director is engaged on a consultancy basis and paid a fee of £25,000 in 12 equal instalments. This fee has not increased since inception of the post in 2011 and market research shows that for the time commitment this is still a fair and comparable fee. There is likely to be an additional potential recruitment fee of £5,000 each time a new candidate is appointed.

4. STRATEGIC IMPLICATIONS

- 4.1 There are no specific Strategic Implications associated with this report.

5. LEGAL IMPLICATIONS

- 5.1 There are no specific Legal Implications associated with this report.

6. RECOMMENDATION

- 6.1 That Members should consider the options provided above and decide on their preferred solution.

SERVICE DIRECTOR: SIMON HILL, MANAGING DIRECTOR

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Wakefield
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Appendix 1 - Independent Director Role Specification

Appendix 1

Role Specification - Non Executive Director

Responsibilities

- ✓ Contribute a knowledgeable and interesting perspective to discussions using business and financial experience, having held a senior position in a large/complex and fast-growing organisation
- ✓ Provide robust challenge to both elected members and Executive Directors with regard to the organisation's direction of travel, market presence and commerciality
- ✓ Comment incisively and helpfully on the content, format and conduct of meetings to enhance the calibre of decision making
- ✓ Inform the Board and the Management Committee as to commercial disciplines that may be beneficial, whilst recognising the nuances of working closely within the public sector
- ✓ Act as mentor to the Board where appropriate, helping to shape the culture and behaviours of the organisation
- ✓ Constructively question the Board members on their individual project plans for improvement and growth, and offer suggestions and support
- ✓ Identify potential risks to either governance controls or operational continuity and highlight these as appropriate

Experience

- ✓ Has experience of working in a complex company structure, ideally with experience of both the public and private sector,
- ✓ Is commercially astute with demonstrable experience of managing /overseeing complex budgets. Experience in a senior finance or commercial role would be an advantage
- ✓ A good record of achievement at Board/senior executive level in a large commercial business with experience in the leadership of major transformational change and modernisation
- ✓ Demonstrable commercial, financial, entrepreneurial and/or managerial acumen and proven track record at a senior level and the ability to 'think outside the box', bringing a fresh approach and appraisal of issues that may cast a new light on matters
- ✓ An understanding of providing strategic direction and knowledge of governance and how Boards should add value
- ✓ Ability to assimilate and interpret varied information from different sources; has an analytical approach and reasons logically and objectively

Qualities

- ✓ Maintains standards of probity and works within the regulatory and governance framework including adhering to the YPO's Governance regulations
- ✓ Understands and demonstrates commitment to YPO's culture and ethos, objectives and values
- ✓ Ability to govern – does not manage and clearly understands the need for separation of roles
- ✓ Commits to making a contribution, learning, adding value and maintaining confidentiality
- ✓ Applies specialist knowledge and experience appropriately
- ✓ Develops and maintains relationships with people (e.g. Board members, Elected Members and key stakeholders)
- ✓ Good communicator and listener with an appreciation of the nuances of working across the public sector and a level of political acumen

- ✓ The inter-personal skills required to deliver challenge helpfully whilst building the confidence of Board colleagues

Commitment and Remuneration

- ✓ This appointment is remunerated at £25,000 per annum plus reasonable travel expenses to be paid in 12 monthly instalments via payroll in line with IR35 regulations
- ✓ The term of the appointment is 2 years
- ✓ Attendance is required at 12 monthly Board meetings plus 6 committee meetings which are scheduled annually at the July AGM. The remuneration package also allows for any additional ad hoc meetings up to a maximum of 3 that are not scheduled in advance.

Exempt Information by virtue of paragraph(s) 3
of Part 1 of Schedule 12A of the Local Government Act 1972.

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