

DECISION-MAKER:	COUNCIL		
SUBJECT:	LOCAL AUTHORITY TRADING COMPANY ('LATCO') FOR SOME COUNCIL SERVICES		
DATE OF DECISION:	18 JULY 2018		
REPORT OF:	LEADER OF THE COUNCIL		
<u>CONTACT DETAILS</u>			
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STATEMENT OF CONFIDENTIALITY
None.

BRIEF SUMMARY

The purpose of this report is to update Council on the outcome of the Local Authority Trading Company (LATCo) project since the last report to Cabinet in January 2018.

The report summarises:

- the background to this initiative and the activity undertaken by the project to date; and
- the proposed next steps.

RECOMMENDATIONS:

	(i)	To consider and take into account the outcome of the Best Value Consultation undertaken in fulfilment of s.3(2) Local Government Act 1999;
	(ii)	To consider and take into account the outcome of the staff consultation and the ballots carried out by the recognised Trade Unions in relation to the establishment of a LATCo;
	(iii)	Having considered (i) and (ii) above, as well as the contents of this report, to <ul style="list-style-type: none"> (a) endorse the temporary postponement of the formal establishment of the LATCo as a company limited by shares; (b) support the continued implementation of Business Academy workshops and the commercialisation of Council services; and (c) endorse the development and implementation of a trading capability within the Council in support of practical application of (b) above, until such time that a recommendation for the formation of a company limited by shares (LATCo) is brought back to Council for its consideration and endorsement;

	(iv)	To delegate authority to the Chief Executive, following consultation with the Leader of the Council, to take all the necessary steps required for developing and implementing a trading capability within the Council as a pre-cursor to a LATCo.
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REASONS FOR REPORT RECOMMENDATIONS

1.	The postponement of the formation of a LATCo as a separate company is a result of other project recommendations being made to Council, and the need to ensure that the requisite number and type of Council resources required to successfully deliver such an undertaking can be properly allocated to the project.
2.	The continued commercialisation of Council services is required to ensure the on-going development of commercial skills and capability to support trade.
3.	<p>The development and implementation of a trading capability that operates from within the Council is necessary to ensure that:</p> <ul style="list-style-type: none"> (a) opportunities arising from the business planning activity that has been worked on in relation to the LATCo are implemented and not lost; (b) the service improvement initiatives that had been identified for the services transferring to the LATCo are acted upon and delivered; (c) the trading opportunity for other services not originally in scope for transfer to the LATCo can also be considered and developed; and (d) a strong commercial foundation is established ahead of the eventual consideration of a LATCo as a separate limited liability company.
4.	To support the Council in achieving its aim of continuing to grow the local economy, bringing investment into the city and increasing employment opportunities for local people.

ALTERNATIVE OPTIONS CONSIDERED AND REJECTED

5.	The recommendation to set up a trading capability within the Council is not an alternative to the LATCo, but rather an incremental solution to support the commercialisation and trading ambitions of the Council while other corporate project requirements are considered and implemented.
6.	The establishment of a LATCo was originally considered along a number of alternative service delivery models including: the option to retain and to continue operating the services 'in-house' as undertaken currently; outsourcing; joint venture; and even the disposal (sale) of services.
7.	An options appraisal was presented to Cabinet in December 2016 but the alternative options were not considered to support the aims and aspirations of the Council to the same extent as the recommended option of establishing a LATCo.
8.	<p>Following the Cabinet meeting of December 2016, further consideration was given to how the preferred LATCo option could be structured and three 'variant' options were presented to Cabinet in August 2017. These included:</p> <ul style="list-style-type: none"> ▪ Establishing the LATCo with no external partner support; ▪ Establishing the LATCo with external partner support for all services in scope; and

	<ul style="list-style-type: none"> ▪ Establishing the LATCo with external partner support for some of the services in scope.
9.	<p>Following consideration of these variant LATCo options and representations obtained from staff and the public as part of an initial Best Value consultation held in June/July 2017, Cabinet agreed that the option of establishing a LATCo with no external partner support was in the best interests of the Council, and that the continued development of the LATCo project should proceed on this basis.</p>
DETAIL (Including consultation carried out)	
	BACKGROUND
10.	<p>In April 2015 Southampton City Council launched a major transformation programme aimed at improving customer service and outcomes, organisational capability and practice, and the need to close a projected financial gap of £90m by the financial year 2019/20.</p>
11.	<p>A significant number of change programmes and projects have been identified from these activities. Key among these was a proposal to Cabinet in December 2016 to consider the establishment of a Local Authority Trading Company ('LATCo') as the next stage of organisational development for the following Council services: Housing Management and Housing Operations; Street Cleansing; Waste Management & Collection; Parks & Open Spaces; Car Parking, Ticketing and Barrier Operations; Facilities Management; Itchen Bridge Operations; and Transport.</p>
12.	<p>At its meeting in December 2016, Cabinet favoured the LATCo option over alternative delivery model options and approved the launch of the LATCo programme with the objective of establishing a Local Authority Trading Company for the management, delivery and commercialisation of the said services. At this meeting, Cabinet also considered the potential option of appointing one or more public and/or private sector partners to support the LATCo in the discharge of its duties.</p>
13.	<p>Following the Cabinet meeting in December 2016, work was undertaken to define in more detail the functions of the services that had been identified to transfer to the LATCo. Consideration was also given to different options for the appointment of one or more external partners to support the delivery and commercialisation of the services. An initial Best Value consultation process was also carried out in June/July 2017 with staff, unions and the public, on the proposed establishment of the LATCo, the functions proposed for transfer, and the variations on the structural form that the organisation could take.</p>
14.	<p>The representations from staff and unions on the variant LATCo structure options, as well as feedback arising from the Best Value consultation was reported to Cabinet in August 2017. Following consideration of this feedback, Cabinet selected the establishment of a LATCo without the procurement of an external partner as its preferred variant option. At this meeting, Cabinet also endorsed the proposal to remove the Itchen Bridge operations from the scope of services for the LATCo and approved the addition of Pest Control services. The final set of services in scope for transfer to the LATCo therefore included:</p> <ul style="list-style-type: none"> ▪ Waste collection and management;

	<ul style="list-style-type: none"> ▪ Street Cleansing; ▪ Pest Control; ▪ Parks and Open Spaces; ▪ Tree Surgery and Consultancy; ▪ Fleet Management; ▪ Car Parking Operations; ▪ Facilities Management; ▪ Transport; and ▪ Housing Management and Operations. <p>Not all of the functions carried out by these services were in scope for transfer to the LATCo and some elements of the services would have been retained by the Council.</p>
15.	<p>In January 2018, Cabinet was presented with a further update on the progress of the project since the previous Cabinet meeting in August 2017, which activity majored on:</p> <ul style="list-style-type: none"> ▪ a re-alignment of the programme strategy to take account of the decision not to pursue the procurement of an external partner to support the LATCo; ▪ the undertaking of workshops with the affected services in order to identify and address considerations of service improvement and business development opportunities that were previously earmarked for discussion as part of the aforementioned procurement process; ▪ the development of governance arrangements for the LATCo; ▪ discussions with the Unions on staffing considerations and the development of a draft memorandum of understanding as a precursor to a Collective Agreement for LATCo staff. <p>Due the size of the transferring services in scope (involving approximately 883 staff) and the different stages of their operational maturity and commercial readiness, Cabinet also endorsed the phased migration of services to the LATCo, with the initial group comprising waste management and collection, parks and open spaces, street cleansing, pest control, tree surgery and fleet management (collectively City Services) and car parking operations with a target transfer date of 1 October 2018. These would be followed by Facilities Management and Transport, and thereafter Housing services.</p> <p>Cabinet was also requested to consider and endorse the next stage of Best Value consultation as required by law.</p>

	PROJECT UPDATE
16.	<p>Since the report to Cabinet in January 2018, the focus of the project activity has centred on:</p> <ul style="list-style-type: none"> ▪ the preparation of service improvement plans, and the identification of business development initiatives for the initial transferring services, developed through a series of 'Business Academy' workshops; ▪ the development of a business case and a business plan for the LATCo; ▪ the development of the governance and operational arrangements to underpin the LATCO and its working arrangements with the Council; ▪ extensive staff briefing, consultation and workshop sessions supported by the Trade Unions; and ▪ the preparation of staffing plans for the eventual TUPE transfer of staff to the LATCo, including discussions with the Hampshire Pension Fund.
	<i>Service and Business Development Initiatives</i>
17.	<p>The Business Academy process was launched with the support of the Traded Development service at Essex County Council. This service has been operational for several years and its activity has supported various Essex County Council services (as well as services at other Councils) explore, launch and successfully manage their own trading opportunities.</p>
18.	<p>The Business Academy involved a series of interactive sessions over an 8 week period during which relevant officers participated in a series of intensive 'masterclasses' designed to provide a mix of 'class room' based instruction on topics such as sales and marketing, business process and people change, and financial management, and a hands on approach to the formulation of business development plans for their services.</p>
19.	<p>The assessment arising from this process identified a number of strengths that can support the development of 'unique selling propositions' that the services can use to compete in the market. Key among these include:</p> <ul style="list-style-type: none"> ▪ Public Sector brand, with associated values such as quality and trust; ▪ Local embedded knowledge, skills and experience; ▪ Access to a large and local service infrastructure; ▪ Experience of managing significant capital assets (e.g. managing the assets of the largest residential landlord in the city, depots etc.); ▪ the "Southampton Pound" - purchasing services and products from a wholly-owned council company keeps purchasing power in the region and enables money to be reinvested locally.
20.	<p>The assessment also highlighted a number of 'gaps' or areas of performance that are not as high as when compared to benchmarks, and where on-going improvements are possible. These have been grouped into common themes focusing on operational management activity, financial management and commercialisation, systems (IT and business processes), and service standards/ policies.</p>

21.	However, good performance in a number of areas, as well as an analysis of relevant markets, would suggest that there are a number of potential commercial development opportunities available to the services. These opportunities are specific to the different individual services and reflect different stages of existing commercial activity and maturity to trade by the services, as well as competitor activity / growth prospects in their respective markets.
	<i>Business Case and Business Plan</i>
22.	Another key element of the project activity since January has been on developing a business case for the LATCo and a business plan to guide its operations.
23.	The business case considered both external market factors that support the case for a LATCo, as well as internal organisational drivers.
24.	The business plan for the LATCo considered the composition, requirements and opportunities for the services in question, and developed the propositions arising from the business academy workshop further. Financial projections of income and expenditure were also prepared.
	<i>Governance</i>
25.	The governance requirements for the LATCo were also considered and draft Articles of Association were prepared for its potential eventual formation as a company limited by shares.
26.	The Articles cover the powers and limitations that a Board of Directors of the LATCo would have, and also clearly delineate the control that the Council would continue to retain through its role as sole owner / shareholder of the company, in relation to critical decision-making powers (referred to as 'reserved matters'). The necessary documents to move forward with company registration are ready to be considered when the time is right.
27.	A further measure of control exercised by the Council on the LATCo would be through its relationship as client of the Services that the LATCo would be providing to it. In this respect, draft contracts of service are also available to cover the delivery of the services from the LATCo to the Council. Further work is continuing on developing detailed specifications for these services.
28.	The organisational and management requirements for the LATCo were also considered and a management team, initially comprising of a Managing Director, a Finance Director, a Commercial Director, and an Operations Director, was being proposed.
29.	The positions of MD, Finance Director and Operations Director were proposed to be initially filled by the SCC officers currently holding the position of Chief Operating Officer (whose roles are currently partly covered by the Interim Deputy Chief Executive Officer), Service Director Finance & Commercialisation (SCC's designated S151 officer) and Service Director Transactions & Universal Services respectively. The purpose behind these dual responsibilities (SCC and LATCo) was to help support an orderly

	<p>transition of the services from SCC to the LATCo, ensure the LATCo is set up with an ethos that is consistent with and sympathetic to the Council's priority outcomes and social values, and also limit the management overhead of the LATCo.</p>
30.	<p>The position of Commercial Director would however be newly created and recruited to, in recognition of the Council's need for commercial skills and expertise in this niche area.</p>
31.	<p>As Council staff delivering the Services would be subject to transfer to the LATCo under the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE) Regulations, it was agreed with the Trade Unions recognised by the Council that a separate and direct collective agreement would be signed between them and the LATCo. The provisions of this agreement would mirror those of the Collective Agreement in force between the Trade Unions and the Council.</p>
32.	<p>Because a Collective Agreement cannot be entered into prior to the Council's approval of a report recommending the formation of a LATCo and the actual formation of the company itself, a Memorandum of Understanding has been agreed with the recognised Trade Unions to cover the heads of terms for a possible eventual Collective Agreement.</p>
33.	<p>Of particular note are the following the key principles:</p> <ol style="list-style-type: none"> 1. staff transferring from the Council to the LATCo would join the LATCo on their existing contractual Council terms and conditions at the point of transfer, including membership of the Local Government Pension Scheme (LGPS) and recognised continuous service; 2. any new appointments in the LATCo would be on the same terms and conditions and include membership of the Local Government Pension Scheme (LGPS); and 3. new staff transferring to the LATCo as a result of contracts won from other organisations would be discussed and agreed with the recognised Trade Unions on a case by case basis with the intention of offering SCC Terms and Conditions as soon as reasonably possible, whilst cognisant of the need to respect TUPE legislation. <p>It should also be noted that:</p> <ol style="list-style-type: none"> 1. staff in scope for TUPE who would choose not to transfer would, by operation of law, be deemed to have terminated their employment with the Council on the day of transfer, without notice or redundancy payment; and 2. all matters pertaining to staff terms and conditions are a 'Reserved Matter' in the Articles of the company and would be referred to the Council for endorsement / direction. The Council would also continue to be the sole body setting future Terms and Conditions for both Council staff and LATCo staff, and these terms and conditions would also be universal.

	<i>Best Value Consultation</i>																							
34.	Under s3(2) Local Government Act 1999 the Council is under a duty to consult service users/tax payers and those with "an interest in the services" before deciding to transfer services or make a Best Value Arrangement.																							
35.	Initial consultation on the proposed establishment of a LATCo, the services in scope for transfer and the potential procurement of external partners was carried out from 15 June to 13 July 2017 and sought views from staff, residents, stakeholders and partner organisations.																							
36.	<p>923 representations were made and these were presented to Cabinet in August 2017 based on which Cabinet:</p> <ol style="list-style-type: none"> 1. noted the support for the establishment of a LATCo for the said services and endorsed the continued development of this project; and 2. considering the mixed reactions for the need of an external partner to support the LATCo and having fully weighed the issues identified, decided that the project should discontinue the activity for undertaking a procurement process for the appointment of external partners. 																							
37.	Following the development of more detailed proposals for the LATCo and the transferring services, a further and final Best Value consultation ran for 12 weeks from 17 January 2018 to 10 April 2018.																							
38.	<p>In total, 311 respondents completed the consultation questionnaire on the more detailed LATCo proposals.</p> <p>Of the total, 137 (44%) respondents work for Southampton City Council, 146 (47%) respondents do not work for Southampton City Council and 26 (8%) preferred not to say.</p> <p>Respondents could select the different service proposals that they wanted to provide feedback on. All service areas had at least 179 respondents and housing management and operations had the most respondents at 246.</p>																							
39.	<p>The following table shows the proportion of respondents that agreed or disagreed with the proposals for each service area. Overall, there were higher levels of agreement than disagreement with the proposals.</p> <table border="1"> <thead> <tr> <th>Service area</th> <th>Agreement with the proposals (Strongly agree or agree)</th> <th>Disagreement with the proposals (Strongly disagree or disagree)</th> </tr> </thead> <tbody> <tr> <td>Waste</td> <td>71%</td> <td>21%</td> </tr> <tr> <td>Street cleansing</td> <td>70%</td> <td>24%</td> </tr> <tr> <td>Pest Control</td> <td>74%</td> <td>18%</td> </tr> <tr> <td>Fleet transport</td> <td>66%</td> <td>17%</td> </tr> <tr> <td>Parks and Open Spaces</td> <td>62%</td> <td>24%</td> </tr> <tr> <td>Car Parking</td> <td>54%</td> <td>30%</td> </tr> </tbody> </table>			Service area	Agreement with the proposals (Strongly agree or agree)	Disagreement with the proposals (Strongly disagree or disagree)	Waste	71%	21%	Street cleansing	70%	24%	Pest Control	74%	18%	Fleet transport	66%	17%	Parks and Open Spaces	62%	24%	Car Parking	54%	30%
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	Transport	63%	23%
	Facilities Management	60%	22%
	Housing Management	51%	36%
	Housing Operations	58%	29%
40.	<p>In total, 48% of respondents agreed that creating a Local Authority Trading Company with the services shown would create maximum benefit for Southampton residents. 29% of respondents disagreed.</p> <p>Overall, 45% of respondents felt that the implementation of the proposals would have a positive impact on them and their community and 31% of respondents felt it would have a negative impact.</p>		
	<i>Staff Consultation</i>		
41.	<p>Extensive staff consultation briefings were held with all members of staff working in the Services subject to transfer, as well as other staff providing back office support services and anyone else employed by the Council who was interested in keeping abreast with the development of the project.</p>		
42.	<p>Unite and Unison also balloted their members on the establishment of the LATCo. 81% of Unite and 69% of UNISON members voted in favour of backing the formation of a LATCo.</p>		
	Next Steps		
43.	<p>Although a significant element of the work and consultation required for the establishment of a LATCo has now been completed, there remains an amount of work that would still need be required in order to formally set up the LATCo. Key among this includes:</p> <ul style="list-style-type: none"> ▪ mobilising and planning the transfer of staff to the LATCo; ▪ undertaking statutory TUPE consultation; ▪ communicating the change with existing suppliers and customers of the Services; ▪ implementing the necessary changes to the current IT infrastructure; ▪ implementing the necessary changes to personnel records; ▪ implementing the necessary changes to the Council's financial accounting software so that a new chart of accounts and financial statements can be prepared and maintained for the LATCo; ▪ organising new pension operational arrangements with the Pension Fund; ▪ finalising the specifications for the Services and signing the contracts of service between the LATCo and Council; ▪ registering the company with Companies House; ▪ appointing a Board of Directors; and ▪ recruiting to the new position of Commercial Director and organising the marketing funds and material required to support the planned business development activity. 		
44.	<p>This activity would require a significant amount of Council staff resource time and effort and, in particular, the commitment of resources that are also expected to deliver on other equally large and challenging projects that are,</p>		

	or would be, implemented at the same time as the formation of the LATCo and transfer of services.
45.	<p>In view of the Council's finite resource availability, as well as full consideration of the risks associated with the delivery of these other major projects, it is being recommended that:</p> <ol style="list-style-type: none"> 1. the formal establishment of the LATCo through the formation of a limited company registered with Companies House is temporarily suspended; <u>but that</u> 2. the activity undertaken to date (and planned to be undertaken) in relation to supporting the commercial readiness of services across the Council continues as planned; 3. the appointment of a Commercial Director to lead the Council's trading and commercial activity proceeds as planned; 4. pending any future decision on the formal formation of the LATCo as a limited liability company, consideration is given to how trading activity across services can be better organised, managed and promoted in the marketplace from within the Council; 5. the service improvement changes and business development activity that would have been undertaken by the LATCo are (wherever possible) still undertaken by the Services; and 6. work which is on-going on the development of service specifications for both the Services in scope as well as back off support activity is finalised as planned. <p>For the avoidance of doubt, the temporary suspension of the formation of a LATCo also means that there will be <u>no requirement</u> for a TUPE transfer of staff and no changes required to the existing pension arrangements with the Hampshire Fund.</p>
46.	A further report will be presented to Council in due course to update Council on both the progress achieved in relation to the next steps recommended under point 45 above, as well as the readiness to proceed with the formal incorporation of the LATCo.
<u>Capital/Revenue</u>	
47.	At the present time the service improvement and business development activity proposed by the services will still generate the same benefits whether a LATCo is established immediately or not. However in order to achieve the £1M budget savings required in 2019/20, under the LATCo model, the council was able to take advantage of transferring some costs to the LATCo. In order to mitigate the impact of this on the Medium Term Financial Strategy the £1M savings target will be distributed between phase 1 and 2 services and any shortfalls in the achievement of such budget commitments will need to be met from elsewhere, and/or a drawdown on reserves. The impact of this and any proposed funding strategy will be detailed in the budget report to Cabinet in October 2018 and thereafter to Council in February 2019.
48.	At present funding for the Commercial Director is still to be identified.
<u>Property/Other</u>	
49.	There are no known property matters related to the activity detailed in the 'next steps' section above or the recommendations arising from this report.

LEGAL IMPLICATIONS

Statutory power to undertake proposals in the report:

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| 50. | The formation of a limited company to trade is informed by S.95 Local Government Act 2003, S.111 Local Government Act 1972, and S.1 Localism Act 2011, together with ancillary Regulations and guidance applying to service specific functions. |
| 51. | Various statutes, not least the Local Authority (Goods and Services) Act 1970 and supporting secondary legislation and Localism Act 2011 give Councils wide power to trade without the requirement of setting up a limited company but in defined circumstances. Councils can (and do) provide services to other public sector bodies directly, without tender processes in many cases, or setting up company arrangements. |
| 52. | As such in most service areas until a point is reached whereby the Council wishes to trade with the private sector or the public for profit a company structure is not needed. The Council can proceed with pursuing the business development initiatives earmarked for the LATCo in relation to trade activity with other public sector organisations as above. |

Other Legal Implications:

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| 53. | Detailed ESIA and PIA requirements have been undertaken and will continue to be reviewed and refreshed as appropriate throughout the conduct of the project and decision making processes and the range of service in scope for any eventual transfer to the LATCo will be assessed in terms of client structures / non delegable duties and retained responsibilities, employment law matters, state aid, tax liability, risk and financial viability in accordance with the Council's Best Value duties prior to determining final arrangements and governance structures. Statutory consultation to determine whether the proposals constitute Best Value for the Council have been undertaken and reported at each stage of the Council's decision making process and refined as consultation progresses. As and when recommendations for the formal formation of the LATCo are presented back to Council, further consultation under the Housing Act 1985 will also need to be undertaken prior to any decision being recommended on whether or not the transfer of Housing Management (and linked Housing Operations functions) should proceed. |
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RISK MANAGEMENT IMPLICATIONS

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| 54. | Risks relating to the formation of a LATCo have been assessed and will be presented to Council as and when a recommendation for its formal formation is presented for its consideration. |
| 55. | Some of these risks relate only to, and/or arise only in the event of, the formation of a limited liability company. However, others will still present if the service improvement and business development initiatives originally earmarked for the LATCo are pursued by the Services from within the Council. Key among these are:
<ol style="list-style-type: none">1. the risk that costs or revenues associated with these initiatives have been over or under-estimated – although considerable effort has been spent reviewing both costs and revenues against existing levels |

	<p>of income and expenditure and available market information, in order to reduce this risk as much as possible;</p> <p>2. the risk of shortfalls in the generation of efficiencies and/or the delivery of new revenue would have been ring-fenced to the LATCo with no detrimental effect on the Council's budget. Any such shortfalls in the absence of the LATCo will have a direct financial impact on the Council's budget and its ability to meet other commitments; and</p> <p>3. the benefits of increased trading are heavily dependent on the ability to grow a strong commercial function, starting with the recruitment of a Commercial Director. It is currently assumed that advertising this role as (initially) a Council post will attract the same interest and calibre of candidate that the same advert would have generated if advertised as a LATCo post.</p>
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56.	<p>The recommendation to delay the formation of the LATCo also risks limiting the 'momentum' for the on-going development of a more commercial culture within the council, as well as impact negatively on the commitment and belief by staff that this goal will ultimately be achieved. However, staff that have worked on the project will continue to be deployed to support the 'next steps' activity referenced in paragraph 45, and clear messaging by the political and managerial leadership of the Council confirming the Council's intent to pursue trading activity will help mitigate this risk. Such communication has already started through both email communication by the CEO and his direct staff briefings.</p>
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POLICY FRAMEWORK IMPLICATIONS

57.	<p>The recommendations in this report support the delivery of the following outcomes within the Southampton City Council Strategy:</p> <ul style="list-style-type: none"> ▪ Southampton has strong and sustainable economic growth; ▪ Southampton is an attractive modern city, where people are proud to live and work.
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KEY DECISION?	No
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WARDS/COMMUNITIES AFFECTED:	None
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SUPPORTING DOCUMENTATION

Appendices

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Documents In Members' Rooms

1.	Outcome of Best Value Consultation

Equality Impact Assessment		
Do the implications/subject of the report require an Equality and Safety Impact Assessment (ESIA) to be carried out.		No
Data Protection Impact Assessment		
Do the implications/subject of the report require a Data Protection Impact Assessment (DPIA) to be carried out.		No
Other Background Documents		
Other Background documents available for inspection at:		
Title of Background Paper(s)	Relevant Paragraph of the Access to Information Procedure Rules / Schedule 12A allowing document to be Exempt/Confidential (if applicable)	