

Executive

27 August 2015

Director of Customer, Business and Support Services

Progress Report: City of York Trading Ltd

Summary

- 1 This report presents Members with an update on the progress of City of York Trading Ltd (CYT Ltd) the council's trading organisation for council services. Members are asked to approve changes to the Shareholder Agreement (see Annex A) and support the company's direction of travel and proposed areas for further business case development.

Recommendations

2. Executive is asked to:
 - a. Agree the changes to the Shareholder Agreement.
 - b. Note the progress and growth made to date by CYT Ltd.
 - c. Support the further development of the business including business cases for those areas identified in this report.

Reason: To ensure Executive members understand the progress of the council's Trading Company and are involved in setting the direction of the future business.

Background

3. The former Cabinet approved the creation of a Local Authority Trading Company in February 2011. Following a further detailed report to Cabinet in October 2011 CYT Ltd was formed on 18th of November 2011. It is a company wholly owned by the City of York Council as the single shareholder. Trading commenced in June 2012 using the WorkwithYork (WWY) brand to provide agency staff to schools in the area.
4. In June 2013 the former Cabinet received a business case for the extension of the supply agency activity, and approved the transfer of all remaining casual staff business from the council to CYT Ltd from 1 September 2013. This work was completed by March 2014.

5. During 2014/15 the company commenced trading an Information Technology (IT) offer to a private sector client in York. Prior to this a report to the former Cabinet in July 2013 set out details of the council's ICT service's offer and aspirations for expanding service provision with public service partners and the private sector, through CYT Ltd. The company's Board of Directors has recently heard further details about how the success of the early work is to be built on in future years.

Performance to date

6. The company's main purpose is to provide professional high quality support services which evolve from City of York Council services. This may be in the form of using the company to deliver services in a different manner (as with the WorkwithYork supply agency), or to use the company to exploit opportunities to trade with other organisations (as with ICT Services).
7. The services provided by the company currently remain focused upon the Work with York brand. This has been the main focus of attention with a view to establishing this service as a sizeable trading organisation with capacity for further growth. Within the first three years the brand has been developed, and WWY now trades effectively with around 50 schools and a range of other clients, with turnover for the period 2014/15 of £5.3m (compared to £2.4m in 2013/14) and operating profit of almost £300k (compared to £125k in 2013/14) . As in the previous year, a dividend to the council as shareholder will be recommended to the Board and the Shareholder Committee in September 2015.
8. The first year of trading IT services to a private sector client has derived a small profit as planned, but the size of this element of the business was very small with a turnover of £100k.

Growth of Existing Businesses

9. The focus for the existing product range in coming years will be to maintain the company's current sector client base and to look to expand significantly into other sectors (other public bodies/private sector) both within and outside of York. There is considered to be significant opportunity to increase the overall turnover of the WWY activity by moving into these areas, and the overall long term development and sustainability of the company will require significant growth. Investment in systems and sales/business development expertise in WWY will support this level of growth in business activity, and the company's Marketing Strategy will focus upon achievement of these new markets.

10. The scale of opportunity for growth lies in surrounding schools, local authorities and private sector, and the company will be seeking to move rapidly into these areas. By 2018, the company aims to have increased its turnover to some £10m having exceeded the previous 2016 target of £4.5 million by the end of 2014/15.

New Product Offers

11. Options for expanding the range of services provided by the company will continue to be considered, including opportunities to trade a wider range of support and other council services through the company. Currently business cases are being developed for:
 - Expanding the IT service offer;
 - Workforce Development (Learning & Development);
 - Services to Schools – the complete offer of schools support services;
 - Webcasting and filming services;
 - Other opportunities arising from the transformation work of the council across all services.
12. The benefits of operating through the company include:
 - ability to develop own identity;
 - ability to trade freely across all sectors;
 - flexibility on pay grades ;
 - performance related pay;
 - business like approach.

Governance Review and Changes to Shareholder Agreement

13. In 2014 the CYT Board and the Shareholder Committee received the results of an internal review of company governance arrangements which identified changes needed to the shareholder agreement covering, for example, the need for external directors on the Board. It also confirmed that the company complies with principles of good governance, for example a chair not involved in day to day management, separate executive directors/non executive directors, and regular reporting on performance. The following paragraphs cover the resulting recommended changes to the Shareholder Agreement.
14. When the council established CYT Ltd it established a Shareholder Committee to regularly review the activities of the company and monitor its performance. A Shareholder Agreement was put in place between the council and the company which set out the roles and responsibilities of the

Shareholder Committee. It also set out certain steps which the company could not take without the approval of the Committee and some which would require Council approval through the Executive. The inclusion of these provisions demonstrates that the council retains sufficient control of the company to maintain the “Teckal” exemption allowing direct contract awards. With the benefit of the aforementioned review the Shareholder Committee has proposed some changes to the shareholder agreement which would support the adoption of the version as set out in the Annex.

15. In summary these amendments:

- Reflect the fact that this is no longer an agreement in anticipation of establishing a new company and accordingly remove obsolete wording.
- Alter the balance between the numbers of executive and non executive directors allowing now a maximum of five of the former (minimum two) and maximum four of the latter (minimum one).
- Make minor wording changes to provisions relating to the appointment of directors but maintaining the principle that the Shareholder Committee approves these appointments.
- No longer make any reference to the Shareholder Committee including the Leader or his nominee.
- Clarify that any decisions required of the Council will not be made by the Committee but will be made under normal Council decision making processes with the Shareholder Committee making recommendations where appropriate.
- Tighten the focus of the Committee’s oversight of the company to the business plan and performance – reflecting the role which the Committee has actually worked on.
- Vary the requirement for the Council to approve the business plan so that such approval is only required where structural changes are proposed or where staff are to be transferred. Other changes would still be overseen by the Shareholder Committee.
- Remove the requirement for formal consent from the Council for a number of specific matters including: incurring material expenditure or capital liabilities exceeding £10,000, sponsoring events or supporting

charitable activities, paying certain remuneration, settling claims and approving the charging policy.

Consultation

16. The Board of Directors of CYT Ltd and the Shareholder Committee have discussed and agreed the changes recommended in this report

Options

17. Members can choose to agree or to disagree with the changes to the Shareholders Agreement as stated in recommendation a) or propose amendments.
18. There are no alternative options for recommendation b) which asks members to note the progress made by the company.
19. With regard to recommendation c) Members may consider alternative options for business development or disagree that that the business should be developed further in this way. Development of alternative proposals, as with those mentioned in paragraph 11 would be subject to Executive and CYT Board of Directors approval before any business case could be implemented.

Analysis

20. All information is contained in the body of the report.

Council Plan

21. Outcomes achieved by the activities covered in this report help to deliver priorities in the draft Council Plan 2015-19 in support of 'Our purpose is to be a more responsive and flexible council that puts residents first and meets its statutory obligations'.

Implications

22.

a) Financial

The financial health of the business is monitored at an operational level by the Executive Directors, by the CYT Board and the Shareholder Committee. Company performance is currently strong, however to maximise future returns to the shareholder (the council) and to continue to invest in and grow the business to secure its future success the business

development opportunities should be pursued. They, however, should only be implemented on the provision and acceptance of sound business cases agreed by the Executive and CYT Board of Directors.

b) Human Resources (HR)

Business cases will need to fully explain the impact of changes on staff and meaningful engagement with the workforce and their representatives undertaken on any proposals. There are no direct HR implications of this report.

c) Equalities

No known implications

d) Legal

Legal Implications are covered in the body of the report.

e) Crime and Disorder

No known implications.

f) Information Technology (IT)

Further development of the IT offer is covered in the body of the report, there are not anticipated to be any impacts on the ICT service provided to the council.

g) Property

No known implications.

h) Other

No known implications.

Risk Management

23. The key risk is that the company fails to maintain its financial and growth position at a time when the council is seeking opportunities to maximise income generation and develop sustainable service delivery options. The controls operated through the make-up of the Company Board and the Shareholder Committee should manage this risk.

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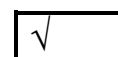
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Chief Officer and Executive Member**Responsible for the report:**

Ian Floyd
Director of Customer, Business and Support Services
Report of Executive Leader for Finance & Performance

Report Approved**Date** 6th August 2015**Specialist Implications Officer(s)**

Financial: Ian Floyd
Director of Customer & Business Support Services
Legal: Andrew Docherty
AD for Governance and ICT

Wards Affected: *List wards or tick box to indicate all***Background Papers: Cabinet**

Cabinet Report - Establishment and Governance of the Local Authority Trading Company 4th October 2011

Cabinet Report- City of York Trading Ltd (CYT)
Business Development - 4 June 2013

Cabinet Report - City of York Trading – ICT Services.
16 July 2013

Annexes

Annex A Amended CYT Ltd Shareholder Agreement

List of abbreviations used in the report:

CYT Ltd - City of York Trading Ltd
IT - Information Technology
WWY - WorkwithYork