

## Action Plan - to support the preparation of the full Business Case/Project Implementation Plan

### Legal Implications / Company Formation

Issue	Action	Owner	Target Date
Company formation	Identify process required to form company, and likely costs. Details to be presented to Members as part of the final Business Case. Actual company formation to be undertaken as part of implementation stage.	Project Board / Legal	31 July 2008
Articles and Memorandum of Association	Draft articles and memorandum of association to be prepared.	Project Board / Legal	31 July 2008
Composition of the board of directors	Agreement required on the composition of the board of directors. Project Board to discuss options, and present proposals to Members prior to implementation.	Project Board	30 September 2008
Shareholders Agreement	Draft agreement to be prepared, to include; <ul style="list-style-type: none"> <li>• Voting rights</li> <li>• Membership of the company (and any subsequent changes)</li> <li>• Quorum</li> <li>• Frequency of board meetings</li> <li>• Appointment of company secretary</li> <li>• Profit sharing arrangements</li> <li>• Exit arrangements / distribution of any surplus</li> </ul>	Project Board / Legal	30 September 2008
Appointment of external auditors	Obtain legal advice on the appointment and	Project Board	31 July 2008

<b>Issue</b>	<b>Action</b>	<b>Owner</b>	<b>Target Date</b>
	remuneration of external auditors	/ Legal	
Use of premises agreement	Draft agreement for the use of the Council's premises.	Project Board / Legal	31 July 2008
Company name and legal status	Obtain agreement on the company name and legal status (ie limited by shares or guarantee)	Project Board / Legal	31 July 2008
Registered office	Obtain agreement on the proposed location of the company's registered office.	Project Board	31 July 2008
Directors	Obtain legal advice on the need for Member / officer indemnities	Project Board / Legal / Insurance	31 July 2008
Dispute Resolution	Obtain agreement on the proposed dispute resolution arrangements between the two Councils.	Project Board	31 July 2008
Contract	Prepare draft contract (to include output based specification and payment mechanism).	Project Board / Legal	30 September 2008
Loan (working capital)	Consider possible requirement for a loan to cover the working capital needs of the company. Prepare draft loan agreement (if necessary).	Project Board / Legal / Finance	31 July 2008
Existing contracts for supplies and services	Obtain legal advice on the assignment of contracts to the company.	Project Board / Legal	31 July 2008

<b>Issue</b>	<b>Action</b>	<b>Owner</b>	<b>Target Date</b>

### **Governance Arrangements**

<b>Issue</b>	<b>Action</b>	<b>Owner</b>	<b>Target Date</b>
Governance policies	Prepare draft governance policy framework (to include financial, contract and HR procedure rules).	Project Board	30 September 2008
Reporting to Members	Establish the proposed arrangements and frequency of reporting to Members.	Project Board	31 July 2008
Client arrangements	Establish proposed client / contract monitoring arrangements.	Project Board	30 September 2008
Data sharing / confidentiality	Draft agreement on data sharing and confidentiality to be prepared.	Project Board	31 July 2008

### **Financial Implications**

<b>Issue</b>	<b>Action</b>	<b>Owner</b>	<b>Target Date</b>
Annual accounts	Establish the arrangements for preparing the company's accounts, and confirm the treatment in the Council's own accounts / disclosure requirements.	Project Board / Finance	31 July 2008
Budgets / cost	Undertake detailed analysis of existing	Project Board	31 July 2008

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	budgets, to confirm baseline position.	/ Finance	
VAT	Establish the VAT status of the company.	Project Board / Finance	31 July 2008
Cash flow	Prepare cash flow forecast, and identify implications for the company's working capital.	Project Board / Finance	31 July 2008
Insurance	Identify insurance requirements and likely costs.	Project Board / Insurance	31 July 2008
Bank account	Establish banking arrangements.	Project Board / Finance	31 July 2008
Support services	Obtain agreement on the future provision of support services to the company (and identify the implications of systems/processes).	Project Board	30 September 2008

### **Staffing Implications**

<b>Issue</b>	<b>Action</b>	<b>Owner</b>	<b>Target Date</b>
Staff terms and conditions	Prepare matrix of comparison of main terms and conditions of employment, HR policies and procedures (NYCC & CYC). Confirm provision of support services – Payroll, HR, ITT, H&S. To consider TUPE & other staffing related	Project Board / HR	30 September 2008

Issue	Action	Owner	Target Date
	implications of partnership, including possible harmonisation of staff terms and conditions.		
Pension Fund	Establish the arrangements for gaining admitted body status to the North Yorkshire Pension Fund. Confirm the associated costs of gaining admitted body status. Confirm the company's employers contribution rate.	Project Board / HR / Finance	30 September 2008
Project Implementation Plan	Prepare detailed project implementation plan incorporating communication, individual and collective employee consultation, and consultation with Trade Unions.	Project Board / HR	30 September 2008