

AGENDA SUPPLEMENT

Shareholder Committee

- To:** Councillors Lomas (Chair) and Douglas
- Date:** Monday, 23 October 2023
- Time:** 6.00 pm
- Venue:** The Thornton Room - Ground Floor, West Offices (G039)

The Agenda for the above meeting was published on **13 October 2023**. The attached additional documents are now available for the following agenda item:

- 3. Exclusion of Press and Public** (Pages 1 - 2)
This item has been revised to include the consideration of the exclusion of press and public to also be considered for agenda item 7 annex A.
- 7. City of York Trading Ltd Update** (Pages 3 - 26)
1. To note City of York Trading Ltd's statutory accounts for 2022/23 provided as Annex A.
 2. To consider the City of York Trading Ltd Performance Update October 2023 provided as confidential Annex B. The performance update is private due to the commercial sensitivities.
 3. Under the terms of the CYT Shareholder Agreement to recommend to the Board of Directors of City of York Trading Ltd which Council Non-Executive Director should be appointed as permanent Chair of the Board of Directors of the Company.

This agenda supplement was published on **20 October 2023**.

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Exclusion of Press and Public

To consider excluding the public and press from the meeting during consideration Appendices 2,3,4, and 5 of agenda item 6, annex A of agenda item 7, and Appendix 1 of agenda item 8 on the grounds that they contain information relating to the financial or business affairs of any particular person (including the authority holding that information). This information is classed as exempt under Paragraphs 3 of Schedule 12A to Section 100A of the Local Government Act 1972, as amended by the Local Government (Access to information) (Variation) Order 2006.

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Shareholder Committee**19 October 2023**

Report of the Head of HR and OD

City of York Trading Ltd Update**Purpose of Report**

1. To note City of York Trading Ltd's statutory accounts for 2022/223 provided as **Annex A**.
2. To consider the City of York Trading Ltd Performance Update October 2023 provided as confidential **Annex B**. The performance update is private due to the commercial sensitivities.
3. Under the terms of the CYT Shareholder Agreement to recommend to the Board of Directors of City of York Trading Ltd which Council Non-Executive Director should be appointed as permanent Chair of the Board of Directors of the Company.

Recommendations

4. Note the statutory accounts for City of York Trading Ltd for the financial year 2022/23 attached at **Annex A** to this report.

Reason: To ensure the Council is updated on the financial status of City of York Trading Ltd.

5. Note the confidential Performance Update from City of York's Trading Ltd attached at **Annex B** to this report.

Reason: To ensure the Council is updated on the performance of City of York Trading Ltd.

Background and analysis

6. City of York Trading Ltd (trading as WorkwithYork, WorkwithSchools and WorkwithYorkshire "the Company") was formed in 2011 with the intention of supplying temporary staff to the Council as WorkwithYork, to local schools as WorkwithSchools and permanent and temporary staff to other outside organisations as WorkwithYorkshire.

7. Through the Company, the Council makes a cost saving compared to the cost of agency staff on the open market, and is also able to secure staff to cover hard-to-fill roles where permanent recruitment is challenging.
8. In addition, the payment of an annual dividend from the Company's overall profits is designed to assist the Council's financial position.

Key Company Matters 2023/24:-

9. The Company's contract with the Council has been renewed and now runs to 30th September 2028, with a further 2 year renewal option.
10. The Company's Board of Directors currently comprises Karen Bull (Managing Director) with Non-Executive Directors Cllr Kallum Taylor, Cllr Ian Cuthbertson, Cllr Jason Rose, and Ann Vickers, and usually meets monthly to consider financial and performance reports and discuss strategy going forward. Cllr Ian Cuthbertson is current acting Chair of the Board, pending a final decision by the Shareholder.
11. Oliver Wright resigned as a independent Non-Executive Director in September 2023, owing to other business commitments, and the Company is currently advertising for a replacement. Once the Board of Directors have shortlisted and conducted interviews, the Company will seek the Shareholder's approval for the appointment of a new independent Non-Executive Director.
10. The Company's statutory accounts for 2022/23 are attached. They were approved by the Company's Board on 18th October 2023 who also declared a Shareholders dividend. The statutory accounts will shortly be filed.
11. Key Performance Indicators are monitored on weekly and monthly basis.
12. Marketing activities continue, including utilisation of the Company's websites and social media channels.

Risk Management

13. There are no specific risk issues arising from this report.

Implications

14. There are no financial, legal, HR, equalities, crime and disorder, information technology, property or other implications arising from this report.

Author:	Chief Officer responsible for the report:		
Karen Bull, MD CYT Ltd	Helen Whiting Head of HR and OD		
Helen Whiting Head of HR and OD	Report Approved	X	Date 19/10/23
Wards Affected:			All
For further information please contact the author of the report			

Annex A - Statutory accounts for City of York Trading Ltd for the financial year 2022/23

Annex B– CYT Performance Update October 2023 **CONFIDENTIAL**

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

Document is Restricted

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Registration number: 07852072

City of York Trading Limited

Filleted Financial Statements

for the Year Ended 31 March 2023

HPH
Chartered Accountants
54 Bootham
YORK
YO30 7XZ

City of York Trading Limited

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City of York Trading Limited
(Registration number: 07852072)
Balance Sheet as at 31 March 2023

	Note	2023 £	2022 £
Fixed assets			
Tangible assets	5	4,531	-
Current assets			
Debtors	6	908,330	1,314,959
Cash at bank and in hand		<u>1,759,430</u>	<u>1,681,489</u>
		2,667,760	2,996,448
Creditors: Amounts falling due within one year	7	<u>(997,939)</u>	<u>(1,348,445)</u>
Net current assets		<u>1,669,821</u>	<u>1,648,003</u>
Total assets less current liabilities		1,674,352	1,648,003
Provisions for liabilities		<u>(2,393)</u>	<u>-</u>
Net assets excluding pension asset/(liability)		1,671,959	1,648,003
Net pension liability		<u>-</u>	<u>(108,000)</u>
Net assets		<u><u>1,671,959</u></u>	<u><u>1,540,003</u></u>
Capital and reserves			
Called up share capital	8	1	1
Retained earnings		<u>1,671,958</u>	<u>1,540,002</u>
Shareholders' funds		<u><u>1,671,959</u></u>	<u><u>1,540,003</u></u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

These financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime. As permitted by section 444 (5A) of the Companies Act 2006, the directors have not delivered to the registrar a copy of the Profit and Loss Account.

Approved and authorised by the Board on 15 Oct 23 and signed on its behalf by:



 K Bull
 Director

City of York Trading Limited

Statement of Changes in Equity

	Share capital £	Profit and loss account £	Total £
At 1 April 2022	1	1,540,002	1,540,003
Profit for the year	-	160,176	160,176
Other comprehensive income	-	106,780	106,780
Total comprehensive income	-	266,956	266,956
Dividends	-	(135,000)	(135,000)
At 31 March 2023	<u>1</u>	<u>1,671,958</u>	<u>1,671,959</u>

	Share capital £	Retained earnings £	Total £
At 1 April 2021	<u>1</u>	<u>1,160,106</u>	<u>1,160,107</u>
Profit for the year	-	392,896	392,896
Other comprehensive income	-	42,000	42,000
Total comprehensive income	-	434,896	434,896
Dividends	-	(55,000)	(55,000)
At 31 March 2022	<u>1</u>	<u>1,540,002</u>	<u>1,540,003</u>

The notes on pages 3 to 12 form an integral part of these financial statements.
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City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

West Offices
Station Rise
YORK
YO1 6GA

These financial statements were authorised for issue by the Board on 18th October 2023

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A smaller entities - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' and the Companies Act 2006 (as applicable to companies subject to the small companies' regime).

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

Audit report

The Independent Auditor's Report was unqualified. The name of the Senior Statutory Auditor who signed the audit report on 19 October 2023 was Sarah Wearing, who signed for and on behalf of HPH.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Fixtures, fittings & equipment	33% Straight line

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

Computer equipment 50% Straight line

Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date. Goodwill is amortised over its useful life, which shall not exceed ten years if a reliable estimate of the useful life cannot be made.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Defined benefit pension obligation

Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the reporting date minus the fair value of plan assets. The defined benefit obligation is measured using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future payments by reference to market yields at the reporting date on high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses are charged or credited to other comprehensive income in the period in which they arise.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 19 (2022 - 16).

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

4 Intangible assets

	Goodwill £	Total £
Cost or valuation		
At 1 April 2022	32,405	32,405
At 31 March 2023	32,405	32,405
Amortisation		
At 1 April 2022	32,405	32,405
At 31 March 2023	32,405	32,405
Carrying amount		
At 31 March 2023	-	-

5 Tangible assets

	Furniture, fittings and equipment £	Total £
Cost or valuation		
At 1 April 2022	74,585	74,585
Additions	7,768	7,768
At 31 March 2023	82,353	82,353
Depreciation		
At 1 April 2022	74,585	74,585
Charge for the year	3,237	3,237
At 31 March 2023	77,822	77,822
Carrying amount		
At 31 March 2023	4,531	4,531

6 Debtors

	2023 £	2022 £
Current		
Trade debtors	30,744	34,907
Prepayments	9,746	12,843
Other debtors	867,840	1,267,209
	908,330	1,314,959

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

7 Creditors

Creditors: amounts falling due within one year

	2023 £	2022 £
Due within one year		
Trade creditors	233,559	300,232
Taxation and social security	521,175	606,572
Accruals and deferred income	169,862	193,895
Other creditors	73,343	247,746
	<u>997,939</u>	<u>1,348,445</u>

8 Share capital

Allotted, called up and fully paid shares

	2023		2022	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

9 Reserves

The changes to each component of equity resulting from items of other comprehensive income for the current year were as follows:

	Retained earnings £	Total £
Remeasurement gain/loss on defined benefit pension schemes	<u>106,780</u>	<u>106,780</u>

The changes to each component of equity resulting from items of other comprehensive income for the prior year were as follows:

	Retained earnings £	Total £
Remeasurement gain/loss on defined benefit pension schemes	<u>42,000</u>	<u>42,000</u>

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

10 Related party transactions

The company was controlled by The City of York Council ("CYC") who owned 100% of the share capital throughout the period.

During the year the company made sales to, and purchases from CYC, the sole shareholder of the company. The sales to CYC in the year totalled £8,511,042 (2022: £9,989,941) with purchases of £108,107 (2022: £53,552). At 31 March 2023 there is a balance owed to CYC of £211 (2022: £27,667) and the balance due from CYC of £823,897 (2022: £1,277,481).

During the year dividends of £135,000 (2022: £55,000) were paid to CYC.

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

11 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme for all qualifying employees. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £94,838 (2022 - £104,207).

Contributions totalling £2,576 (2022 - £3,092) were payable to the scheme at the end of the year and are included in creditors.

Defined benefit pension schemes

North Yorkshire Pension Fund

The company operates a defined benefits scheme for qualifying employees, administered by North Yorkshire County Council. The local government pension scheme is a defined benefit scheme based on final pensionable salary.

The most recent actuarial valuations of plan assets and the present value of the defined benefit obligation were carried out on 31 March 2023 by Aon. The present value of the benefit obligation, the related current service cost and past service cost were measured using the projected unit credit method.

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the balance sheet are as follows:

	2023 £	2022 £
Fair value of scheme assets	594,000	628,000
Present value of defined benefit obligation	<u>(543,000)</u>	<u>(736,000)</u>
Defined benefit pension scheme surplus/(deficit)	<u>51,000</u>	<u>(108,000)</u>

Defined benefit obligation

Changes in the defined benefit obligation are as follows:

	2023 £
Present value at start of year	736,000
Current service cost	45,000
Interest cost	20,000
Actuarial gains and losses	(262,000)
Benefits paid	(3,000)
Contributions by scheme participants	<u>7,000</u>
Present value at end of year	<u>543,000</u>

Fair value of scheme assets

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

Changes in the fair value of scheme assets are as follows:

	2023
	£
Fair value at start of year	628,000
Interest income	17,000
Actuarial gains and losses	(78,000)
Employer contributions	23,000
Contributions by scheme participants	7,000
Benefits paid	<u>(3,000)</u>
Fair value at end of year	<u>594,000</u>

Analysis of assets

The major categories of scheme assets are as follows:

	2023	2022
	£	£
Cash and cash equivalents	8,000	7,000
Equity instruments	310,000	350,000
Debt instruments	108,000	154,000
Property	38,000	46,000
Asset-backed securities	31,000	-
Other	<u>99,000</u>	<u>71,000</u>
	<u>594,000</u>	<u>628,000</u>

Return on scheme assets

	2023	2022
	£	£
Return on scheme assets	<u>-</u>	<u>-</u>

The pension scheme has not invested in any of the company's own financial instruments or in properties or other assets used by the company.

Principal actuarial assumptions

The principal actuarial assumptions at the balance sheet date are as follows:

	2023	2022
	%	%
Discount rate	4.70	2.70
Expected rate of salary increases	3.95	4.25
Expected rate of pension increases	<u>2.70</u>	<u>3.00</u>

City of York Trading Limited

Notes to the Financial Statements for the Year Ended 31 March 2023

Post retirement mortality assumptions

	2023	2022
	Years	Years
Current UK pensioners at retirement age - male	22.60	21.80
Current UK pensioners at retirement age - female	25.00	23.90
Future UK pensioners at retirement age - male	23.50	23.50
Future UK pensioners at retirement age - female	<u>26.00</u>	<u>25.70</u>

12 Provisions for liabilities

	Deferred tax	Total
	£	£
At 1 April 2022	(29,172)	(29,172)
Increase/(decrease) in existing provisions	5,345	5,345
Provisions used	<u>26,220</u>	<u>26,220</u>
At 31 March 2023	<u>2,393</u>	<u>2,393</u>