

## **EXECUTIVE**

Minutes of a meeting of the Executive of the Bolsover District Council held in the Council Chamber, The Arc, Clowne, on Monday 3<sup>rd</sup> April 2023 at 1000 hours.

### **PRESENT:-**

Members:-

Councillor Steve Fritchley in the Chair

Councillors Mary Dooley, Duncan McGregor, Clive Moesby, Sandra Peake and Deborah Watson.

Officers:- Karen Hanson (Chief Executive), Jim Fieldsend (Monitoring Officer), Theresa Fletcher (Section 151 Officer), Pam Brown (Assistant Director Leader's Executive, Partnerships, Governance, Scrutiny and Communications) and Alison Bluff (Governance and Civic Officer).

Dragonfly Development Ltd:- Grant Galloway (Chief Executive) (to Minute No EX104-22/23).

Also in attendance at the meeting was Councillor Rita Turner, Joanne Wilson (Scrutiny & Elections Officer) (to Minute No. EX105-22/23), Steve Brunt (Assistant Director Streetscene), Kath Drury (Information, Engagement and Performance Manager) (to Minute No. EX108-22/23), Wayne Carter (Leisure Operations Manager) (to Minute No EX107-22/23) and Jon Hendy (Senior Planner, Planning Policy).

### **EX99-22/23. APOLOGIES**

Apologies for absence were received on behalf of Councillors David Downes and Liz Smyth.

### **EX100-22/23. URGENT ITEMS OF BUSINESS**

There were no urgent items of business to consider.

### **EX101-22/23. DECLARATIONS OF INTEREST**

Councillor Steve Fritchley and Grant Galloway (Chief Executive Dragonfly Ltd), both declared a non-pecuniary interest in agenda item 9 - Dragonfly Development Ltd Shareholder Agreement, and would leave the meeting at the relevant time.

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### **EX102-22/23. CHANGE TO ORDER OF BUSINESS ON THE AGENDA**

The Chair consented to a change in order of business to that stated on the agenda. Agenda item 9 – Dragonfly Development Ltd Shareholder Agreement, would be considered after Agenda item 4 – Minutes of the last meeting.

### **EX103-22/23. MINUTES – 6<sup>TH</sup> MARCH 2023**

Moved by Councillor Duncan McGregor and seconded by Councillor Sandra Peake **RESOLVED** that the Minutes of an Executive meeting held on 6<sup>th</sup> March 2023 be approved as a correct record.

Councillor Steve Fritchley and Grant Galloway (Chief Executive, Dragonfly Developments Ltd) left the meeting.

Councillor Duncan McGregor in the Chair

## KEY DECISION

### **EX104-22/23. DRAGONFLY DEVELOPMENT LTD SHAREHOLDER AGREEMENT**

Executive's approval was sought of the Group Shareholder Agreement between Dragonfly Development Ltd, Dragonfly Management Ltd and the Council.

On 1<sup>st</sup> February 2023, Council approved the full Business Case for the development of the wholly owned company including the recommended business and governance model.

In order to progress the governance arrangements required, it was necessary to agree and adopt a Shareholder Agreement and Articles of Association.

The Shareholder Agreement was attached at Appendix 1 to the report and set out the governance arrangements, delegated functions and decision-making structure. It was a document that regulated the relationship between the companies and the Council as sole shareholder, the management of the company and the protection of the Council as shareholder. It was essential to satisfy the Council's external auditors who required the Council to ensure appropriate governance, due diligence and robust decision-making was in place.

The Shareholder Agreement had been designed so that there would be robust processes in place with appropriate financial controls. Despite these processes and controls, the companies would still be able to undertake the work that they were set up to do.

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Of particular note were the Reserved Matters at Schedule 1 of the Agreement. These were referred to in the Business Case and were discussed at the briefing session in January. They were matters that the companies could make a decision on without the consent of the Council. Most of the Reserved Matters were generic to shareholder agreements of this nature. Of these, Members needed to be especially aware of those matters relating to the Business Plan. Clause 2 of the Agreement required the companies to prepare a Business Plan for the coming year which would set out the operational business plan and budget of the companies. The Business Plans were to be presented to the Council and only adopted or amended by the companies following approval by the Council in accordance with Reserved Matter number 9. Further, if the companies wished to act outside of the approved Business Plan they could only do so with the consent of the Council in accordance with Reserved Matter number 10. These controls enabled the Council to have influence on the strategic direction and development of the companies but without impacting on their day to day operation.

The Chief Executive advised Members of two amendments which were necessary to the Shareholder Agreement;

1 - Page 2 of Shareholder Agreement;

**Boards** means the DDL Board and the ~~DDM~~ **DML** Board (and **Board** means any one of them).

2 - Page 24 of Shareholder Agreement, at number 30;

Entering into or varying any contract of employment providing for the payment of remuneration (including pension and other benefits) of staff in a managerial position in excess of a rate equivalent to spinal point 29 ~~(Grade 10)~~ of **Chief Officer (or equivalent) position on the Council's pay scales or increasing the remuneration of staff in a managerial position (including pension and other benefits) to a rate in excess of the rate in spinal point 29 (Grade 10) of the Council's pay scales to a rate equivalent or in excess of the rate of Chief Officer grades of the Council's pay scales. For the benefit of doubt, this includes staff at Assistant Director, Director or Chief Executive grades (or equivalent).**

In response to a query from the Portfolio Holder for Finance in relation to paragraph 5.5.1 of the Shareholder Agreement, the Chief Executive clarified that if a Councillor who was a Director on the Board ceased to be a Councillor, then they would be removed from the Board within two months of them ceasing to be a Councillor unless they had a skill set or experience that was an asset to the Board, then it would be at the Council's discretion whether to keep them on the Board as a Non-Executive Director, but a Director that was no longer a Member of Council.

The Chief Executive also informed the meeting that DML had now been set up with Companies House formally. However, due to another DML already in existence as a company nationally, the Council's Dragonfly Management Ltd would need to be called Dragonfly Management (Bolsover) Ltd.

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The Chief Executive added that the staff consultation had come to an end and almost 100 staff had been transferred from the Council's employment into Dragonfly Development Ltd employment. However, three members of staff that would not transfer to Dragonfly due to their roles being more suited to the Council were the Voids Coordinator, the Quantity Surveyor and the Valuation Officer.

Moved by Councillor Duncan McGregor and seconded by Councillor Sandra Peake **RESOLVED** that (1) subject to the amendments below, the Shareholder Agreement between Dragonfly Development Ltd, Dragonfly Management Ltd and the Council, be approved,

1 - Page 2 of Shareholder Agreement;

**Boards** means the DDL Board and the ~~DDM~~ **DML** Board (and **Board** means any one of them).

2 - Page 24 of Shareholder Agreement, at number 30;

Entering into or varying any contract of employment providing for the payment of remuneration (including pension and other benefits) of staff in a ~~managerial position in excess of a rate equivalent to spinal point 29 (Grade 10) of~~ **Chief Officer (or equivalent) position on the Council's pay scales or increasing the remuneration of staff in a managerial position (including pension and other benefits) to a rate in excess of the rate in spinal point 29 (Grade 10) of the Council's pay scales to a rate equivalent or in excess of the rate of Chief Officer grades of the Council's pay scales. For the benefit of doubt, this includes staff at Assistant Director, Director or Chief Executive grades (or equivalent).**

(2) delegated power be given to the Chief Executive Officer to make minor changes to the Shareholder Agreement.

### Reasons for Recommendation

It was essential the Council had a Shareholder Agreement in place to ensure the appropriate governance arrangements were developed and maintained for the Dragonfly Group.

### Alternative Options and Reasons for Rejection

Although it was not a legal requirement for the Council to have a Shareholder Agreement for the wholly owned company it was advisable to have one for the good governance reason. The absence of a shareholders agreement opened up the potential for disputes between the companies and the shareholder. It would also limit the ability to monitor the companies and influence their strategic direction. Further, the need for a Shareholder Agreement was stated within the Business Case and forms part of the basis for the Council's decision on 1<sup>st</sup> February 2023. Therefore the alternative of not having one is rejected.

Councillor Steve Fritchley returned to the meeting.

Councillor Mary Dooley left the meeting.

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Councillor Steve Fritchley in the Chair

### MATTERS REFERRED FROM SCRUTINY

#### **EX105-22/23. CUSTOMER SERVICE SCRUTINY COMMITTEE – REVIEW OF ICT**

Executive considered a detailed report presented by Councillor Rita Turner, Vice Chair of Customer Services Scrutiny Committee, in relation to the Committee's Review of Members ICT & Support and ICT Service Delivery.

The initial aim of the review was to ascertain the impact of the pandemic on ICT Service delivery and review the effectiveness of Member ICT equipment and support provision. However, the review was re-started in 2022/23 with the aim refocused on Member ICT equipment and support.

The following issues were identified for investigation:

- Remote support for Member iPads
- Member ICT Equipment
- Member ICT Support
- Creation of a Member ICT Working Group
- Chamber/Meeting Room ICT equipment

Following discussion at Scrutiny Committee on 20<sup>th</sup> March 2023, of the evidence gathered via officer reports and site visits completed, Members agreed the following recommendations that:

- the necessary works are completed in the Chamber to upgrade the power supply. This would future proof the space enabling all those in attendance to access power and accommodate the move to use of electronic devices for committee papers. This would also likely be required should alternative speaker/chamber systems be purchased. As per a quote supplied at Appendix 1.
- consideration be given to providing additional access to ERIC (Intranet) either via an extranet link or additional on-site PC/Laptop provision for Members.
- the roll-out of Microsoft Teams access for Members be delivered as a priority action post-election, to ensure that new Members had improved connectivity to officers.
- additional boosters be installed within the Arc to secure a more efficient WIFI service, particularly in proximity to the ground floor Member areas and meeting rooms.
- a Member ICT Working Group be created and added to the Meeting Schedule for 2023/24. (*This has been added to the Schedule approved at Council in March 2023.*)
- a review of the Chamber and Meeting room ICT equipment takes place post-election, based on the evidence gathered, in conjunction with the Member ICT Working Group, Assistant Director for ICT Services and the Governance & Civic Manager. This should incorporate as a minimum a replacement microphone system and an improved projector system within the Council Chamber.

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- a review of Members ICT Equipment provision takes place post-election in conjunction with the new Member ICT Working Group.
- where a decision be made to remain with iPads as the preferred Member device, that the option be made available for either the 10.9" or 12.9" screens to accommodate those requiring a larger screen size. Furthermore that a case and charger be provided as standard with the option of a keyboard if required.
- an ICT Support drop-in session be made available at all Council meetings. (*This was initially trialled at Council in February and March 2023.*)
- consideration be given to a revised approach to Member ICT Training, both face-to-face and online, to ensure Members remain able to use their ICT equipment effectively.

Moved by Councillor Duncan McGregor and seconded by Councillor Sandra Peake  
**RESOLVED** that (1) the recommendations of the review outlined at 2.1.6 and 2.2.2. be endorsed,

(2) monitoring by Scrutiny Committee takes place over a twelve month period via the PERFORM system with an update report to Committee at the end of the monitoring period.

(Scrutiny and Elections Officer)

### Reasons for Recommendation

The Scrutiny Committee have put together 13 recommendations, as outlined at paragraph 2.1.6 and 2.2.2 of the report, which will hopefully assist the Council in improving equipment provision and support to Members and the operation of meeting spaces within a modern post-Covid environment.

### The Alternative Options and Reasons for Rejection

Executive could choose not to endorse the recommendations of the review, where they feel the course of action recommended is beyond the delivery capacity of the Authority.

## NON KEY DECISIONS

### EX106-22/23. PHYSICAL ACTIVITY AND SPORTS DEVELOPMENT TEAM REPORT 2022

Executive considered the Physical Activity and Sports Development Team Report 2022. The report detailed some of the team's key work streams and achievements over the last calendar year.

The Physical Activity and Sports Development Team were based at the Arc and comprised of 27 members of staff, which included three officers and four school sports coaches, plus casual Activity Leaders and Activity Assistants.

The programmes and sessions that were offered supported and improved the physical health of individuals and families as well as improving mental health and helping to combat social isolation and loneliness. Activities were offered to children and young people, adults and older adults, encompassing all age ranges.

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The Team also offered support to parish councils, sports clubs, community groups and associations, and delivered a programme of physical exercise and sport within schools to support them in providing children with physical activity opportunities.

The Chief Executive commented that she had brought the report to the attention of Executive to note the good work of the Council's Leisure Team. The Portfolio Holder for Finance echoed the Chief Executive's comments and noted the report showed the excellence of the Council's Leisure Team in delivering leisure and physical activities.

Moved by Councillor Duncan McGregor and seconded by Councillor Sandra Peake **RESOLVED** that the report be noted.

### **EX107-22/23. AMBITION PLAN TARGETS PERFORMANCE UPDATE – OCTOBER TO DECEMBER 2022 – (Q3 -2022/23)**

Executive considered a detailed report which provided the Quarter 3 outturns for the Council's Ambition targets 2020-2024.

Out of the 31 targets, 20 (65%) were on track, 3 (10%) had been placed on alert (as unlikely to meet their outturns in 22/23), and 8 (25%) had been achieved previously.

The Portfolio Holder for Finance noted that now there was a Voids Officer working in Housing, he was hopeful that this target would start to progress.

Moved by Councillor Duncan McGregor and seconded by Councillor Deborah Watson **RESOLVED** that quarterly outturns against the Council Ambition 2020-2024 targets be noted.

#### **Reasons for Recommendation**

Out of the 31 Council plan targets, 20 were on track (65%), 3 were on alert (10%), and 8 were achieved previously (25%).

This was an information report to keep Members informed of progress against the Council Ambition targets and supporting indicators noting achievements and any areas of concern.

#### **Alternative Options and Reasons for Rejection**

Not applicable to this report as providing an overview of performance against agreed targets

## KEY DECISION

### **EX108-22/23. APPROVAL OF FURTHER EXTENSION OF CONTRACT WITH PROPTech SUPPLIER THE FUTURE FOX**

Executive's approval was sought to further extend the Council's contract with the Future Fox to cover the extension of the Council's PropTech project using Round 3 funding award from the government's PropTech Engagement Fund.

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The Council had been selected as one of the pilot authorities under the Department for Levelling Up, Housing and Communities' PropTech Engagement Fund, and had secured £195,800 for plan-making consultation work through Rounds 1 and 2 of the Fund.

Following a tender exercise in November and December 2021, for a suitable PropTech software provider to deliver the Council's project, The Future Fox was identified as the preferred contractor and a contract was entered into on 31<sup>st</sup> March 2022.

Officers had been working closely with officials at the Department for Levelling Up, Homes and Communities to provide feedback on the Council's work, and this had been very well received by the Department. As a result, the Council was invited by the Department to bid for additional funding under Round 3 of the PropTech Engagement Fund to deliver further innovative digital planning work through its partnership with The Future Fox. The Council had been successful again, receiving an offer of a further £282,800 to deliver the work with The Future Fox. This offer had been accepted and the funding was received in March 2023.

Due to the value of the proposed works there would be merit in testing the market again to ensure that the Council was awarding contracts in the correct manner. Given the Department's support for the Council's work with The Future Fox, the preferred option would be to engage The Future Fox to deliver this work. In addition, The Future Fox were well placed to deliver the software development and deliver the proposals in time to meet the Council's and the Department's timescales. However, this would require an extension to their existing contract and see the cost of the contracted works increase to £453,115 – a sum significantly above their existing tendered for contract.

Committing to a second procurement exercise would introduce a delay of approximately two months in order to set up the exercise, run it and evaluate it. Furthermore, the exercise could also potentially create reputational problems for the Council. Due to the exceptional circumstances of this contractual matter, it was considered that a further procurement exercise was not pursued and that an extension to The Future Fox's existing contract be approved as an exemption to the Council's Contract Procedure Rules under section 4.8.4 (1) (c).

Moved by Councillor Duncan McGregor and seconded by Councillor Deborah Watson  
**RESOLVED** that Executive agree to extending the value of the contract with The Future Fox to £453,115 as an exemption to the Council's Contract Procedure Rules.

(Planning Policy and Housing Strategy Manager)

### **Reasons for Recommendation**

The Council's success in securing funding from the Government's PropTech Engagement Fund is a benefit for Bolsover District and the Authority and should see innovative digital consultation proposals being developed and rolled out. As such, enabling the Round 3 proposals to proceed in the manner described above is desirable. Therefore, the agreement of the Executive is sought to extend the Council's contract with the Future Fox as an exemption to the Council's Contract Procedure Rules to cover the extension of the Council's PropTech project using the Round 3 funding award from the Government's PropTech Engagement Fund.



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### **Alternative Options and Reasons for Rejection**

It would be possible to pursue a second procurement exercise and accept the delay to the project and the potential reputational problems for the Council. However, the reasons for not pursuing this alternative option are set out in the report.

The Chair noted that this was the last Executive meeting before the District and Parish Elections on 4<sup>th</sup> May. He thanked everyone who had contributed over the last four years and noted that performance at BDC was second to none. He thanked everyone for their support and wished everyone every success for the future.

The meeting concluded at 1040 hours.