

FuturePlaces.

BCP FUTUREPLACES LIMITED

BOARD MEETING 10 JANUARY 2024

ATTENDING

Karima Fahmy (KF), Non-Executive Director and Interim Chair

Ian Marcus (IM), Non-Executive Director

Pat Hayes (PH), Non-Executive Director

Ian O'Donnell (IOD), FuturePlaces Lead Executive

Graham Farrant (GF), Shareholder Representative

Chris Shepherd (CS), BCP Head of Operations Strategy

Neil Fraser (NF), Interim Company Secretary

David North (DN), BCP Financial Controller (Item 6)

AGENDA

1. Welcome and Apologies for Absence
2. Notice of meeting, Appointment of new Director and Quorum
3. Declarations of Interest
4. Minutes of the meeting held on 13 December 2023
5. Report of the Lead Executive
6. Financial Update
7. Resignation of NEDs
8. Any Other Business
9. Date of Next Meeting – TBC

FuturePlaces.

BCP FUTUREPLACES LIMITED – Company number 13465045

BOARD MEETING - MINUTES

WEDNESDAY 13 DECEMBER 2023 at 3:00pm via MS TEAMS

Present:

Karima Fahmy (KF), Non-Executive Director & Interim Chair

Ian Marcus (IM), Non-Executive Director

Pat Hayes (PH), Non-Executive Director

In Attendance:

Neil Fraser (NF), BCP Deputy Head of Democratic Services and Interim Company Secretary

Ian O'Donnell (IOD), FuturePlaces Lead Executive

Graham Farrant (GF), CEO BCP Council and Shareholder Representative

Chris Shepherd (CS), BCP Head of Operations Strategy (Observer)

David North (DN), BCP Financial Controller (Items 6 & 7)

Nick Hixson (NH), Hixsons Chartered Certified Accountants (Items 6 & 7)

1. WELCOME AND APOLOGIES FOR ABSENCE

1.1 The Chair welcomed all present to the meeting.

2. NOTICE AND QUORUM

2.1 The Chair highlighted the meeting notice and confirmed that the meeting was quorate.

3. DECLARATIONS OF INTEREST

3.1 The Board members confirmed that there were no interests to declare for the items on the agenda.

4. MINUTES OF THE MEETINGS HELD ON 31 OCTOBER AND 15 NOVEMBER 2023 AND REVIEW OF ACTION LOG

4.1 Consideration was given to the minutes of the meetings held on 31 October and 15 November 2023, and it was:

RESOLVED: That the minutes of the meetings held on 31 October and 15 November 2023 be agreed as a correct record.

4.2 Consideration was given to the Action Log. All outstanding actions were confirmed to be closed as actioned.

5. REPORT OF THE LEAD EXECUTIVE

5.1 IOD provided an update on progress made towards a final valuation for FuturePlaces work transferred to the Council, together with changes to Board membership.

FuturePlaces.

- 5.2 Regarding the valuation of work transferred, the Board was advised that subject matter experts had concluded an exercise to identify work to be accepted by the Council under the principles as set out in the September 2023 Cabinet report. The settlement proposed was c. £2.6m, though this required further review by IOD and GF before any figure could be finalised. Following this review, documents setting out the rationale for the final settlement figure were to be shared with the Board. It was confirmed that the matter remained on target to be concluded by the end of January 2024.
- 5.3 Chris Shepherd, BCP Head of Operations Strategy, was confirmed to be appointed as new Company Director by Council on 9th January 2024. Changes to the FuturePlaces Articles of Association and other relevant documents, to allow for the appointment of a minimum of one Board Director and subsequent changes to quorum at Board meetings, would also be approved by Council in January.
- 5.4 The Board agreed to meet on 10 January at 5pm in order to ratify the decisions made by Council.

6 FINANCIAL UPDATE

(DN and NH joined the meeting at 15.20)

- 6.1 DN provided an update on the finances of the Company as set out in the accompanying report, inclusive of updates on payment runs, cashflow, and outstanding purchase orders.
- 6.2 The £44k set out for payment to external suppliers included the potential payment of £6.5k to Civic Engineers for work they claimed had been carried out under instruction by the Company. The Board agreed to delegate authority to IOD and DN to pay an appropriate amount up to the invoiced sum as a one-off payment, if deemed valid.
- 6.3 It was confirmed that the arrangements with PurpleHR should remain in place as the current Board Directors would continue to be paid through to January 2024.

7 REPORT OF THE EXTERNAL AUDITOR AND APPROVAL OF FINANCIAL STATEMENTS

- 7.1 NH provided a summary of audit findings as set out in the accompanying report. It was confirmed, by way of update to the report, that the only matters now remaining were receipt of the signed Letter of Representation from the Directors and receipt of the signed Financial Statements, both of which were on the agenda for the meeting.
- 7.2 NH confirmed that, following assurances of an orderly cessation of the Company's activities, supported by the Council, it was not appropriate to continue to adopt the Going Concern basis but that no adjustments to the financial statements were necessary as, in the case of the Company, there was no material difference between valuation on a Going Concern basis and valuation on a Liquidation basis.

FuturePlaces.

- 7.3 NH confirmed that no fraud incidents had been identified.
- 7.4 NH confirmed that the audit opinion was unqualified and that there were no matters to draw to the Board's attention.
- 7.5 Consideration was given to the Financial Statements, where the expected reduction in turnover, and subsequent loss, was detailed. Draw-downs from the working capital loan were reflected on the balance sheet, with a remaining loan balance of c. £3.5m as at 31 March 2023. The balance of the loan would further reduce following payment of remaining liabilities. The Financial Statements were approved by the Board and the Chair was authorised to sign the Financial Statements on behalf of the Board.
- 7.6 GF confirmed that moving forward, the Company was to be made dormant following payment of remaining liabilities, the closure of accounts and the resignation of existing Board members. A further audit would then be undertaken for the period ending 31 March 2024.
- 7.7 The Board noted the comfort letter signed by the Council's s151 officer, and the Letter of Representation from the Company's Management. The Board considered and approved the Letter of Representation from the Company's Directors and the Chair was delegated authority to sign the Director's Letter of Representation on behalf of the Board.

RESOLVED:

- 1. That the Board noted the External Auditors Report;**
- 2. That the Board approve the Financial Statements for signing by the Chair;**
- 3. That the Board approve the Director's Letter of Representation for signing by the Chair.**

(DN and NH left meeting 15:50)

8 ANY OTHER BUSINESS

- 8.1 None.

9 DATE OF NEXT MEETING

- 9.1 The date of the next Board meeting was confirmed to be 10 January 2024 at 4pm.

End: 15:53