

BCP FuturePlaces Limited

Agenda – 23 August 2023

Attending:

Gail Mayhew

Craig Beevers

Karima Fahmy

Ian Marcus

Graham Farrant (BCP Council)

Charles Maunder (Pinsents)

Neil Fraser (BCP Council)

Jane Neal

Faith James

Pat Hayes (Apologies)

1. Format of Board Meeting Rounds

- **Noting and minutes - proposal that Pinsent's minute**
- **Confidentiality**
- **Agree future meeting format and papers requirement**

KR welcomed all

Confirmation of weekly meetings scheduled

Apologies from PH

Declarations of interest – CH recommended board members review declarations in light of changing circumstances of company e.g. board members represented a creditor owed money, looking to acquire a company out of insolvency

None, but GF – confirmed attendance as shareholder representative – not as a director, observer on board only. Not voting on any decisions.

Proposal – minutes taken by NF, shared with CM. Practice of publishing mins once approved to BCP website – seek advice on requirements for publication and is appropriate in circumstances of company?

GM – agreed previously that Pinsents will provide mins. Future mins, faith will take mins with NF/CM reviewing. Publication – not publish unless required, potentially damaging to business. Is there obligation? If so, need redaction.

GF – agree at later date? I.e. not while through process. ACTION - NF to check with Monitoring office

2. Acceptance of June Board Minutes and minutes of Board Meeting 18/8/23 (to be produced for next week's Board Meeting 30/8/23)

Still in progress. Next meeting – draft mins of 4 and 18 aug.

3. Update of Company's financial position

Paper as circulated.

£54k rent payment made to, not received by landlord. Remains a decisions on what to pay.

Agreed will produce weekly update to board on cash position

Cash value = ?

Chief Exec confirmed BCP remain comfortable and want FP to make payments to employees and landlord

Incumbent on directors to reassess position on payments due to changing circumstances

Retain goodwill and value within the business

Query rent - shorter term available, rather than 12 month in advance? Confirmed at 8th Aug meeting, payment be made but with an additional break option at 6t months = that would be exercised immediately and rebate given. Asked landlord to source new tenant quickly and move out/get

increased rebate. Clarification – no obligation from landlord to offer further rebate if new tenant moves in early.

Confirmed – board agree, following discussion, to make the £109k payroll and £54k in rent, subject to break clause. Agreed, subject to support as deal within next agenda item.

ACTION - agreed to immediately inform landlord of intention to take 6 month break clause, requires being done immediately.

4. Draft Letter of Assurance

Pinsents – letter split/acknowledges assurances that council ought to be capable of giving now. And steps that can't be taken until after autumn council meeting. Following council meeting will work to document those assurances.

Draft circulated to board only, for comments. ACTION - to be sent to GF before full circulation today, following separate board meeting.

Next steps – gather comments, separate call with board/Pinsents – then present to council. ACTION - to be scheduled.

Can letter be granted by GF under emergency powers, council meeting too late? GF needs sight of letter first/seek advice. Not waiting until council meeting on 12 sept, sign off today/tomorrow OR documents are released. Needs to tie into local plan, due to be consulted on asap. Should work together, get the 2 docs on constitution hill.

CM – if value to FP diminished if documents not released, then appropriate to release now. Get money for docs into bank accounts.

GM – need to identify what docs have meaningful input to local plan

GF – shareholder entitled to get all docs, should work together. Need open access to docs to take forward.

GM – need letter of assurance in place asap to open up to all docs. Solicitor advice was to be careful on what was shared.

CM – advice not from pinsents. Did advise should not be transferring assets to shareholder under value. Potential confusion. Maybe from other lawyers?

KF – clarity on position – in order for value to be attributed by bcp council to the work, needs access to work. Stopping access will inhibit ability to realise value from asserts. Needs cash in back asap. Agree sharing of info for determination of value and payment?

IM – agreed. Shareholder is attempting to be as supportive as possible FP needs to be reciprocal (under advise from Pinsents). Letter is read, makes sense. To GM/CB – do not take decisions that impact relationship with shareholder without going to board first.

CM – if company is being paid for normal work, then no issue. Appropriate to act at any given time based on information available at the time.

GM – documents on constitution hill are normal work, and should be shared asap. Less clarity on sharing papers on local plan, as this has come into play recently as part of windup up financials agreed not contracted to do, trying to find a sensible way to sort. Did not take a discussions separate to that discussed at Friday meeting.

GF – council given working capital loan to company, up to £8m. if council does not have FP, do not want people to lose out. Council agreed to pay bills, either for the work or for the winding of the company. Council will pay for work, and then wind up value will be close to zero. This is what is working from. Council recognises will need to pay all owed. Needs to partner and discuss, preference will be to have working capital loan repaid in full.

KF – needs to continue being open and transparent, aligned with wanting to get to apposition where council feels comfortable that it can make payments to reduce working capital facility in ways that are right and paper.

CM – summary., statement from GF very helpful, recorded in minutes. Put in binding form in letter.

But for decision today – can move forward based on statement from graham.

GF – can take emergency/urgent decisions on behalf of council,, in consultation with leader.

GM – full support for transfer of info to bcp/gf.

6. HR Update and issues

Nothing formally to report. Will be included in future board meetings.

• Appointment of interim Chair

7. Chronology and forward timeline

For noting.

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8. Agreed narrative (to be mutually agreed ahead of 19th September 2023)

Forward timeline – next steps –

GM – at what point the report becomes public? Important to manage public presentation of current situation/

GF – cabinet 27 sept, council date tbc – potential thus 5th oct (within 1 week of cabinet.) O&S prior to cabinet, draft circulated is very early draft. Once option needs to be put in is to stop regeneration, would need full costs i.e. redundancy. Will circulated updates accordingly. Public on 12th sept, as report with options/recommended option. Happy for board/cm to see it.

However, will likely change as so early draft.

GM – happy to brief staff around public date/work on correct working etc?

GF – yes. Week beginning 4t5h sept, to agree joint line with creditors etc.

9. Valuation of WIP / IP

As discussed earlier.

GM – over to GF / requests for speed as outlined earlier.

10. Chair's Review

Revisions added by GM to KF. Will review.

GF – need to re-review following changes since initial review under Lord Kerslake? Unnecessary due to change of circumstances?

FP executive team would like ability to respond to points raised – how?

KF – to GF, was it a request from council to Lord K to do the review – still needed?

GF - Agreed to put review reports as appendices to cabinet report in sept? still think should do this. Unlikely to be much response to them.

PH – can turn report into appendix, if there is time before publication.

GF – some issues raised on FP governance previously, impact on GM/CB and wider team. Wanted to set out response and set out position / protect reputation. GFD – another appendix.

KF – KF and PH reports stand as independent reports, if FP want to put something together, can do so but can agreed comms not cover / protect reputation

PH – agreed, comms/messaging better.

GM – to share with board on confidential basis and then make decision – AGREED.

11. AOB

KF – actions taken last week, not yet complete

Directors and officers policy to be circulated – not done – GM to action

Memo of advise to board - faith - today or tomorrow

CM – advice email recording that given on Friday – on how still ok to trade – faith/CM

D&O assurance – lady on holiday – document pending to be shared, not shared originally – will forward - Fiona Manten – wider assurance team – GF to check.

GM – follow up meeting with Pinsents on letter – 1:30 – faith to send diary invite.

End: 12:18