

SHAREHOLDER BOARD

Thursday, 21 March 2024

Present: Councillor J Robinson (Chair)

Councillors H Cameron P Gilchrist
J Bird

1 WELCOME AND INTRODUCTION

The Chair welcomed everyone to the meeting of the Shareholder Board.

2 APOLOGIES

There were no apologies for absence.

3 MEMBERS' CODE OF CONDUCT - DECLARATIONS OF INTEREST

No such declarations were made.

4 MINUTES

Resolved: That the minutes of the meeting held on 25 March 2022 be noted.

5 PUBLIC AND MEMBER QUESTIONS

There were no public or Member questions.

6 STATEMENTS AND PETITIONS

A statement was made by Ray McHale from the West Cheshire Trades Union Council asking for support for paying the Living Wage by rejecting the draft Edsential Business Plan, unless amended. It noted that the rate paid by Edsential was below that of Council staff.

7 DRAFT ESENTIAL BOARD COMPOSITION AND NON-EXECUTIVE DIRECTOR SUCCESSION PLANNING REPORT

The Director of Law and Corporate Services presented the report which set out the proposals made by Edsential CIC ("Edsential") for the alignment of the composition of its board with the provisions of the Shareholder Agreement, the rotation of non-executive directors of the company and the future strengthening of its board to more accurately reflect the sectors served by it. The documents had been approved at Cheshire West and Chester Council.

Resolved: That

- 1. the board of the Edsential be authorised to**
 - (a) implement the changes to the composition of its board set out in paragraph 3.9 of this report; and**
 - (b) adopt, so far as is practicable, the proposals to rotate, replace and appoint its directors of the company as summarised at paragraph 3.10 of this report;**
- 2. the Director of Law and Corporate Services be authorised to progress all necessary steps to settle and perfect a document reflecting the agreed changes so as to amend the terms of the relevant Shareholder Agreement made between the Council, Cheshire West and Chester Council and Edsential**

8 EDSENTIAL DRAFT ANNUAL BUSINESS PLAN REVIEW

The Director of Finance introduced the report which presented the Draft Annual Business Plan submitted by Edsential CIC ('Edsential') recording its performance against last year's Annual Business Plan, setting out the existing position of the company, its view of the immediate future and steps that it proposed to take to continue trading successfully and compliantly. The Managing Director and a non-Executive Director of Edsential were present to answer questions. It was noted that the company had only returned to financial stability, that local authorities were withdrawing from providing school meal services directly, and that feedback was regularly gathered from schools, Headteachers, pupils, staff and suppliers.

Members questioned the confidence in the forecasts and noted that there was an intention to grow the business. It was also noted that the Living Wage was promoted to schools, who received funding for meals which was insufficient to pay the full cost, and that with benefits including pension the actual value of pay was higher than other similar employment.

The Chair, Councillor Jean Robinson, then moved to exclude the press and public to continue the discussion with details in the exempt part of the agenda. This was seconded by Councillor Helen Cameron and agreed.

Following the discussion of the exempt appendix, Councillor Phil Gilchrist proposed an additional motion to note the commitment to work towards payment of the Real Living Wage. This was seconded by Councillor Jo Bird.

Resolved: That

- 1. the draft Annual Business Plan as attached to this report be approved and allow Edsential to continue to trade in the manner proposed in the attached Draft Annual Business Plan**
- 2. the commitment of the organisation to take steps to reach the level of the Real Living Wage in future be recognised and the**

constraints in the context of the nationally available funding be recognised and that the Board looks forward to further work to reach this given the potential to reach this in view of the forecast growth as part of their medium-term forecast.

9 EXEMPT ITEMS - EXCLUSION OF THE PRESS AND PUBLIC

The following items contained exempt information.

Resolved: That under section 100 (A) (4) of the Local Government Act 1972, the public be excluded from the meeting during consideration of the following items of business on the grounds that they involve the likely disclosure of exempt information as defined by paragraph 3 of Part I of Schedule 12A (as amended) to that Act. The Public Interest test has been applied and favours exclusion.

10 ANNUAL BUSINESS PLAN APPENDICES

Resolved: That the exempt appendix be noted.