



## Shareholder Board

**Date:** Wednesday, 1 September 2021

**Time:** 9.30 a.m.

**Venue:** Floral Pavilion - Winter Gardens

Members of the public are encouraged to view the meeting via the webcast (see below), but for anyone who would like to attend in person, seating is limited therefore please contact us in advance of the meeting if you would like to reserve a seat. All those attending will be asked to wear a face covering (unless exempt) and are encouraged to take a Lateral Flow Test before attending. You should not attend if you have tested positive for Coronavirus or if you have any symptoms of Coronavirus.

This meeting will be webcast at:

<https://wirral.public-i.tv/core/portal/home>

**Contact Officer:** Bryn Griffiths  
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## AGENDA

1. WELCOME AND INTRODUCTION
2. APOLOGIES
3. MEMBERS' CODE OF CONDUCT - DECLARATIONS OF INTEREST

Members are asked to consider whether they have any disclosable pecuniary interests and/or any other relevant interest in connection with any item(s) on this agenda and, if so, to declare them and state the nature of the interest.

## **4. PUBLIC AND MEMBER QUESTIONS**

### **4.1 Public Questions**

Notice of question to be given in writing or by email by 12 noon, Thursday, 26 August, 2021 to the Council's Monitoring Officer ([committeeservices@wirral.gov.uk](mailto:committeeservices@wirral.gov.uk)) and to be dealt with in accordance with Standing Order 10.

For more information on how your personal information will be used, please see this link: [Document Data Protection Protocol](#)

### **4.2 Statements and Petitions**

Notice of representations to be given in writing or by email by 12 noon, Thursday, 26 August, 2021 to the Council's Monitoring Officer ([committeeservices@wirral.gov.uk](mailto:committeeservices@wirral.gov.uk)) and to be dealt with in accordance with Standing Order 11.1.

Petitions may be presented to the Committee. The person presenting the petition will be allowed to address the meeting briefly (not exceeding one minute) to outline the aims of the petition. The Chair will refer the matter to another appropriate body of the Council within whose terms of reference it falls without discussion, unless a relevant item appears elsewhere on the Agenda. Please give notice of petitions to [committeeservices@wirral.gov.uk](mailto:committeeservices@wirral.gov.uk) in advance of the meeting.

### **4.3 Questions by Members**

Questions by Members to dealt with in accordance with Standing Orders 12.3 to 12.8.

## **5. APPLICATION FOR TRANSITION FUNDING (Pages 1 - 8)**

The PDF file/s set out in the appendix for this report may not be suitable to view for people with disabilities, users of assistive technology or mobile phone devices. Please contact Nikki Smith on email [nicolasmith@wirralevolutions.org](mailto:nicolasmith@wirralevolutions.org) or telephone 0151 637 2030 if you would like this document in an accessible format.

## **6. APPLICATION FOR DEFERRAL OR TRADED SERVICE AND PENSION STRAIN COSTS PAYMENTS (Pages 9 - 16)**

The PDF file/s set out in the appendix for this report may not be suitable to view for people with disabilities, users of assistive technology or mobile phone devices. Please contact Nikki Smith on email [nicolasmith@wirralevolutions.org](mailto:nicolasmith@wirralevolutions.org) or telephone 0151 637 2030 if you would like this document in an accessible format.

**7. PRESENTATION OF DRAFT ANNUAL PLAN FOR 2021/22 FOR APPROVAL (Pages 17 - 48)**

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**8. PRESENTATION OF ANNUAL REPORT (Pages 49 - 86)**

The PDF file/s set out in the appendix for this report may not be suitable to view for people with disabilities, users of assistive technology or mobile phone devices. Please contact Nikki Smith on email [nicolasmith@wirralevolutions.org](mailto:nicolasmith@wirralevolutions.org) or telephone 0151 637 2030 if you would like this document in an accessible format.

**9. WIRRAL EVOLUTIONS - NON-EXECUTIVE DIRECTORS' SALARY AND SERVICE COMMITMENT REVIEW (Pages 87 - 96)**

**10. WIRRAL EVOLUTIONS GOVERNANCE WORKSHOP AND REVIEW (Pages 97 - 102)**

**11. ESENTIALS DIRECTOR APPOINTMENT (Pages 103 - 116)**

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## SHAREHOLDER BOARD

Wednesday 1 September 2021

<b>REPORT TITLE:</b>	<b>APPLICATION FOR TRANSITION FUNDING FOR WIRRAL EVOLUTIONS LIMITED</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF RESOURCES</b>

### REPORT SUMMARY

This report sets out the request from Wirral Evolutions Limited to apply for transition funding of £230,707 across financial years 2021/22 and 2022/23. This funding is required to cover the costs relating to:

- A Transitional impact of the changes to locations already implemented, and the cost of transitional pay during 2022/23.
- B Change in rent costs due to locations remaining open, RPI increase on rent and service charge
- C Forecasted loss of income due to covid-19 and other associated costs

This affects all Wards but is not a key decision.

### RECOMMENDATION/S

The Shareholder Board is requested to:

1. Note the total value of the request over the two financial years 2021/22 and 2022/23.
2. Recognise the decision in respect to the request for a variation to the current contract price and increase to the spend for the Adult Social Care and Public Health is a decision of the Adult Social Care and Public Health Committee
3. Note that approval of the funding will support the ability of Wirral Evolutions Limited to work within the current contract price.

## **SUPPORTING INFORMATION**

### **1.0 REASON/S FOR RECOMMENDATION/S**

- 1.1 The company will operate within the contract value for 2021/22, however it is the transition to the new model and cost base within a changing timeframe alongside ever changing covid restrictions that are the concerns for 2021/22 and 2022/23, thus creating the budget pressure. This budget pressure which was identified by the company is outside of the company's control which affects the company's going concern status.

### **2.0 OTHER OPTIONS CONSIDERED**

- 2.1 Refuse the request of transition funding which will create financial pressure within the company and prejudice its ongoing commercial viability.
- 2.2 Halt the current EVR process which will have an adverse impact on the company's financial resources. This will prejudice its ongoing commercial viability as well as causing considerable HR issues.

### **3.0 BACKGROUND INFORMATION**

- 3.1 Wirral Council established Wirral Evolutions Limited in December 2015 as a private company limited by shares with Wirral Council as the sole shareholder. The company was originally set up to deliver adult social care services in Merseyside.
- 3.2 A £0.5M reduction in operating service costs has been required of Wirral Evolutions Limited for the company to operate within its contract price. The contract price for financial year 2021/22 has been amended to reflect this.
- 3.3 In November 2020 Wirral Evolutions Limited submitted a cost reduction proposal to meet the financial challenge of £0.5M pressure to the contract for 2021/22 which was subsequently considered by the Adult Social Care & Public Health Committee on the 18th of January 2021. An update was received by the Adult Social Care & Public Committee on 7<sup>th</sup> June 2021.
- 3.4 The costs reduction proposal detailed several assumptions and risks, of which transition funding and the impact of covid-19 would need to be funded outside of the £0.5M savings.
- 3.5 Wirral Evolutions Limited has identified that transition from the existing arrangements to those in place following the proposed restructure will create a financial pressure on the company of £140,040 (this assumes the restructure will be finalised in Autumn 2021).
- 3.6 The company has also identified an increase in rent costs in year of £77,130. This is a combination of additional rent associated with the deferred restructure and rent RPI and service charges. These costs would be incurred during the current financial year.

3.7 The company has stated the effect of Covid is a loss of income and increased costs for infection control. Grants towards the costs of infection control of £50,400 have been paid to it from the Local Authority but there is still a shortfall relating to Covid-19 during 2021/22 of £13,537.

3.8 This reflects a total cost implication of £230,707 which represents the value of the transition funding requested.

#### **4.0 FINANCIAL IMPLICATIONS**

4.1 Delay in the implementation of the restructure would result in slippage against the current contract price for 2021/22 leading to a budget pressure for Adult Social Care and Public Health.

#### **5.0 LEGAL IMPLICATIONS**

5.1 Wirral Evolutions Limited was established with the appropriate Certificate of Incorporation for a Private Limited Company. The shareholder agreement was agreed on the formation commencement of the company.

5.2 Wirral Council does not have a legal duty to provide day services but does have a legal duty to meet the assessed needs of adults requiring care and support.

#### **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

6.1 There are no implications arising directly from this report.

#### **7.0 RELEVANT RISKS**

7.1 Should the transition funding be refused Wirral Evolutions Limited would operate at a loss which affects the company's going concern status.

7.2 Slippage against the agreed contract value 2021/22 would result in a budget pressure for Adult Social Care and Public Health.

#### **8.0 ENGAGEMENT/CONSULTATION**

8.1 Wirral Evolutions Limited submitted a report on 30<sup>th</sup> July 2021 detailing the current financial pressures on the business with a request for transitional support from the Local Authority as set out in Appendix 1.

## 9.0 EQUALITY IMPLICATIONS

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.
- 9.2 There are no equality implications arising specifically from this report.

## 10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS

- 10.1 The Wirral Plan includes five themed areas. One of which is focused on creating a 'Sustainable Environment', which outlines our ambitions and priorities for tackling the climate emergency. These are based on developing and delivering action plans that will improve the environment for Wirral residents. The performance report will include information on key areas where environment and climate related outcomes are delivered.
- 10.2 No direct implications. The content and/or recommendations contained within this report are expected to have no impact on emissions of Greenhouse Gases.

**REPORT AUTHOR:** **Sara Morris**  
Senior Finance Business Partner (Acting)  
telephone: 0151 666 3412  
email: saramorris@wirral.gov.uk

## APPENDICES

Appendix 1 Wirral Evolutions Limited report to Wirral Council Shareholder Officer group re budget pressure updated 30<sup>th</sup> July 2021

## BACKGROUND PAPERS

- Wirral Evolutions Limited Shareholder Agreement
- Minutes of Adult Social Care and Public Health Committee - 18<sup>th</sup> January 2021
- Minutes of Adult Social Care and Public Health Committee - 7<sup>th</sup> June 2021

## SUBJECT HISTORY (last 3 years)

Council Meeting	Date
Adult Social Care and Public Health Committee	18 <sup>th</sup> January 2021
Adult Social Care and Public Health Committee	7 <sup>th</sup> June 2021



# Wirral Evolutions

Enriching Lives of People with Disabilities & Maximising Potential

#OneLifeLetsLiveIt

Nature of the report	CONFIDENTIAL ITEM
To	Wirral Council Shareholder Board: Officers Group
From	Jean Stephens, Managing Director, Wirral Evolutions Sue Gormley, Finance Manager, Wirral Evolutions
Date	30/07/2021
Purpose of the report	To find a solution to alleviate the budget pressures the company will face during 2021-2022 and 2022-2023 These include: - A. Transitional impact of the changes to locations already implemented, and the cost of transitional pay during 2022-2023. B. Change in rent costs due to locations remaining open, RPI increase on rent and service charge C. Forecasted loss of income due to covid-19 and other associated costs
Background Information	<ul style="list-style-type: none"> <li>• Wirral Evolutions submitted in November 2020, a saving proposal to meet the financial challenge of £0.5M reduction for 2021-2022 to Wirral Council Adult &amp; Care Commissioning Director, subsequently, the savings proposal was accepted and initially approved through the Councils Governance and Committee process on the 18<sup>th</sup> of January 2021</li> <li>• The £0.5M formed part of the Councils public budget consultation, subsequently, finally approved on the 1<sup>st</sup> of March 2021 by the annual Council's Budget Committee</li> <li>• The savings proposal detailed several assumptions and risks, of which transition funding and the impact of covid-19 would need to be funded outside of the £0.5M savings</li> <li>• The restructure will result in transitional pay costs in line with terms and conditions of employment. A delay in the restructure to April 2022 will incur charges to keep two locations open. This budget pressure will be outlined in this report.</li> </ul>
Current Risks / Constraints	The company will operate within the contract value for 2021-2022, however it is <b>the transition to the new model and cost base within a changing timeframe alongside ever changing covid restrictions that are the concerns for 2021-2022 and 2022-</b>

	<p><b>2023, thus creating the budget pressure.</b> This budget pressure which was identified within the proposal is outside of the company's control, the company is forecasting a retained loss of -£230,707 which affects the company's going concern status.</p> <p>See financial breakdown and assumptions in appendix A for the Company to maintain a balanced budget in this transitional year.</p>
Benefits	<p>Income recovered for areas outside the company's control (transitional pay and the impact of covid) would:</p> <ul style="list-style-type: none"> <li>• Present a balanced budget</li> <li>• Operate the service within the contract value of £5.015M for 2021-2022 and 2022-2023</li> <li>• Achieve the £0.5M savings challenge</li> <li>• Modernise the workforce structure</li> <li>• Consolidate assets</li> </ul>
Financial implications/impact	<p>2020-2021 summary</p> <ul style="list-style-type: none"> <li>• Carry forward balance sheet prior year's loss to 2021_2022 = (-£151,991)</li> <li>• Estimated profit at the end of 2020_2021 = £132,405 (this profit will reduce prior balance sheet losses, to reduce retained loss)</li> <li>• Therefore: Retained loss into budget year 2021_2022</li> <li>• (-£19,586)</li> </ul> <p>2021-2022 £98k</p> <ul style="list-style-type: none"> <li>• Rent RPI applied for 21/22, service charge applied for first time since 2015 (budget did not transfer, additional cost of rents for 2 locations. Total impact to budget £77k</li> <li>• The impact of Covid is £13k – the loss of income offset by savings already realised due to reduced service</li> <li>• Transitional pay closure of catering service 31/8/21 £9k (7 months)</li> </ul> <p>2022-2023 £132k</p> <ul style="list-style-type: none"> <li>• Transitional pay relating to the closure of two locations and the residual transitional pay from the closure of a catering service during 2021-2022.</li> </ul> <p>Total transitional costs and loss of income not yet recovered is forecasted at (-£230,707k)  Note: <i>This assumes additional Covid costs may not be required beyond September 2021</i></p>
Governance & legal Implications	<ul style="list-style-type: none"> <li>• Company will be a financial going concern if the above is recovered for areas outside the company's control</li> </ul>
Details of any alternative's options considered, with reasons for rejection	<p>Discussions have been explored with Wirral Council officers: -</p> <ul style="list-style-type: none"> <li>• Invest to save option given the transformation reduces annual costs by circ £500k</li> </ul>

	<ul style="list-style-type: none"> <li>• 0.5m reduction split over two years 2021-2022 and 2022 – 2023 to due covid pandemic preventing progress in 2020_2021</li> <li>• Capital receipts and capitalisation of loan</li> <li>• Covid – 19 impact funding for 2020_2021 &amp; 2021-2022 or carry forward from 2020-2021</li> </ul> <p>To date the Company have received two Infection control grants totalling £50,400</p>
Any relevant background information.	<p>Relevant background documents</p> <ul style="list-style-type: none"> <li>• Wirral Evolutions Savings proposal</li> <li>• Wirral Council project board issues and risk log</li> <li>• Wirral Evolutions draft annual business plan for 2021-2022</li> </ul>
Recommendations	<p>For the Shareholder/Council to provide financial support to the company with a way forward to alleviate the budget pressures the company will face as described within this document</p>

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## Appendix A – Financial Model and Assumptions

During 2021-2022, Wirral Evolutions Ltd, focus will be Transforming the Company through a **'transition and modernisation programme of works'** to enable it to operate within the reduced commissioned contract value of £5,015M, providing annual savings of £0.5M from 2020-2021 financial year. The reduction of £0.5M is split between operational staff 30.46%, corporate services (staff and non-staff), 37.09% and locations 32.46%.

Transition from the existing restructure will create a financial pressure on the company of £140,040 for implementing the saving proposal (this assumes the restructure will be finalised on 31/03/2021). The HR and Legal protection of salary for an 18 month period (extended by the closure of 1 catering service). Rent costs will increase in year by £77,130. This is a combination of additional rent associated with the deferred restructure and rent RPI and service charges. The effect of Covid is a loss of income and increased costs for infection control. We have also been granted £50,400 grants for infection control. Taking covid related savings and the grants into account the shortfall relating to Covid-19 is 2021-2022 is £13k. The total impact this year and next is £230k (2021-2022 £98k, 2022-2023 £132k)

**The commissioned contract does not include inflation**, which has been an ongoing challenge since 2015, however, initial discussions with the commissioner for a 5-year contract, including inflation and index links is committed from 2022 onwards. This will enable the company to focus on growth areas, which will be driven by a new post: Head of strategy, business, and performance as part of the restructure.

- A. The Company's 5-year cash forecast illustrated in the below table and assumes the following: -
- 21/22 at 0% inflation indexed linked
  - 22/23 at 2.5% inflation indexed linked, subject to confirmation from government guidelines
  - All other at years 3% inflation indexed linked, subject to confirmation from government guidelines
  - Recovery of transitional pay £140,040, additional rent costs £77,130 and Covid related costs £13k, total of £230,707 from Wirral Council
- B. Head of Strategy, Business and Performance charged through revenue from September 2023, with income generation from this post commencing from April 2023
- C. NON DASS Income for 2023/2024 £350K, 2024/2025 £500K, 2025/2026 £500K
- D. All income generation will be subject to additional cost in the organisation - assumed economies of scale will apply, therefore, 80% (direct costs) allocated against these income targets

Year			Annual	Cumulative	% profit
Base	2020-2021	Retained losses B/F	-£19,586		
Year 1	2021-2022		£18,693	- £893	
Year 2	2022-2023		£1,401	£508	0.03%
Year 3	2023-2024		£41,562	£42,070	0.74%
Year 4	2024-2025		£48,724	£90,793	0.83%
Year 5	2025-2026		£47,186	£137,979	0.77%



## SHAREHOLDER BOARD

Wednesday 1 September 2021

<b>REPORT TITLE:</b>	<b>APPLICATION FOR DEFERRAL OF BUY BACK SERVICES AND PENSION STRAIN COSTS PAYMENTS</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF RESOURCES</b>

### REPORT SUMMARY

This report sets out the request from Wirral Evolutions Limited to apply for a deferral of the payment for pension strain costs and the costs of support services bought from Wirral Council relating to 2020/21.

This affects all Wards but is not a key decision.

### RECOMMENDATION/S

The Shareholder Board is requested to:

1. Note the request to defer payment of the pension strain costs and the cost of support services bought from Wirral Council relating to 2020/21.
2. Recognise the decision in respect to the deferred payment is a decision for the Adult Social Care and Public Health Committee
3. Note the request to defer payment will support the cashflow of Wirral Evolutions Limited

## **SUPPORTING INFORMATION**

### **1.0 REASON/S FOR RECOMMENDATION/S**

- 1.1 Wirral Evolutions Limited will present a negative cash flow statement by November 2021 should the Local Authority request payment of the outstanding invoice for pension strain and buy back services.
- 1.2 By November 21 Wirral Evolutions Limited will not meet its reserve position. Delays in payment, or further increased costs will compromise the company's ability to meet monthly payments to staff. This would affect the company's going concern status.

### **2.0 OTHER OPTIONS CONSIDERED**

- 2.1 Refuse the request to defer payment.
- 2.2 Enter into a short-term loan agreement between Wirral Evolutions Limited and the Local Authority.

### **3.0 BACKGROUND INFORMATION**

- 3.1 Wirral Council established Wirral Evolutions Limited in December 2015 as a private company limited by shares with Wirral Council as the sole shareholder. The company was originally set up to deliver adult social care services in Merseyside.
- 3.2 Since Wirral Evolutions Limited has been operational the Local Authority has provided support services which form part of the contractual agreement for which the Authority has requested payment along with the pension strain costs on a yearly basis.
- 3.3 The value of these recharges has remained unchanged each year.
- 3.4 The funding for the recharges is included within the contract value that the Local Authority pays to Wirral Evolutions Limited on a monthly basis. There is an understanding between the Local Authority and Wirral Evolutions Limited that the cost of pension strain and buyback services should be paid back on a monthly basis.
- 3.5 The charge for the financial year 2020/21 was raised in January 2021 and to date the Local Authority has reported the charge as unpaid.

### **4.0 FINANCIAL IMPLICATIONS**

- 4.1 If regular payments are not received this means the Local Authority will not have the funds available to use for its own purposes.

## **5.0 LEGAL IMPLICATIONS**

- 5.1 Wirral Evolutions Limited was established with the appropriate Certificate of Incorporation for a Private Limited Company. The shareholder agreement was agreed on the formation commencement of the company.
- 5.2 Wirral Council does not have a legal duty to provide day services but does have a legal duty to meet the assessed needs of adults requiring care and support.
- 5.3 The provision of support services and the buyback arrangement by the Local Authority to the company is on an arms length commercial basis as is required to comply with state aid/subsidy control obligations.

## **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

- 6.1 There are no implications arising directly from this report.

## **7.0 RELEVANT RISKS**

- 7.1 Should the deferred payment be refused Wirral Evolutions Limited is projected to report a deficit within its cashflow status by November 2021. This would prejudice the ongoing commercial viability of the company which in turn would expose the Local Authority to reputational risk or pressure to fund the cashflow shortfall.

## **8.0 ENGAGEMENT/CONSULTATION**

- 8.1 Wirral Evolutions Limited submitted a report on 10<sup>th</sup> May 2021 detailing its cash flow status and the implications of paying the outstanding bill in full prior to November 2021 as set out in Appendix 1.

## **9.0 EQUALITY IMPLICATIONS**

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.
- 9.2 There are no equality implications arising specifically from this report.

## **10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS**

- 10.1 The Wirral Plan includes five themed areas. One of which is focused on creating a 'Sustainable Environment', which outlines our ambitions and priorities for tackling the climate emergency. These are based on developing and delivering action plans that will improve the environment for Wirral residents. The performance report will include

information on key areas where environment and climate related outcomes are delivered.

10.2 No direct implications. The content and/or recommendations contained within this report are expected to have no impact on emissions of Greenhouse Gases.

**REPORT AUTHOR: Sara Morris**  
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## APPENDICES

Appendix 1 Wirral Evolutions Limited report to Wirral Council Shareholder Officer group re deferred payment 10/5/2021

## BACKGROUND PAPERS

- Wirral Evolutions Limited Shareholder Agreement

## SUBJECT HISTORY (last 3 years)

Council Meeting	Date
Adult Social Care and Public Health Committee	18 <sup>th</sup> January 2021
Adult Social Care and Public Health Committee	7 <sup>th</sup> June 2021



# Wirral Evolutions

Enriching Lives of People with Disabilities & Maximising Potential

#OneLifeLetsLiveIt

Nature of the report	CONFIDENTIAL ITEM
To	Wirral Council Shareholder Board: Officers Group
From	Jean Stephens, Managing Director, Wirral Evolutions
Date	10 <sup>th</sup> May 2021
Title	Wirral Evolutions Ltd: deferred payment of buy back services and pension strain
Purpose of the report	To provide a substantiated justification for deferred payment of traded services and pension strain
Background Information	Retained losses held on the balance sheet reduce the Company's ability to settle all liabilities. This was raised as a concern in 2018. A letter of comfort was issued by the Council Finance Director, on behalf of the Shareholder, in February 2019. <b>See Appendix A</b>
Financial implications/impact/risks	As an insolvent organisation we are unable to guarantee repayment of all liabilities. 17% of total costs are repaid back to the Council, 77% is payroll and 6% other. If the Company repays Council debt timely it would need to take further action.
Governance & legal Implications	Undue pressure on the company to a point of potential insolvency
Details of any alternative's options considered, with reasons for rejection	Alternatives to delayed repayment of services would be to: <ul style="list-style-type: none"> <li>• obtain shareholder investment or</li> <li>• enter in to a short-term loan agreement with the shareholder</li> </ul>
Any relevant background information.	Wirral Evolutions Ltd Cashflow statement for cash flow to November 21. The cashflow statement assumes immediate payment of all WMBC liabilities – <b>see Appendix B.</b>
Recommendations	It is recommended that we have an agreement to defer payment to aid cashflow, this avoids the additional cost of financing

## Appendix A – Letter of Comfort



**Councillor Phil Davies**  
**Leader of the Council**

Wirral Council  
PO Box 290,  
Brighton Street  
Wallasey,  
Wirral CH24 9FQ  
[phildavies@wirral.gov.uk](mailto:phildavies@wirral.gov.uk)

0151-691-8540

## Comfort letter: non-binding

Jean Stephens  
Managing Director  
Wirral Evolutions  
The Grange  
Grove Road  
Wallasey  
CH45 0JA

19 February 2019

Dear Jean,

### Letter of Comfort

As you are aware there are currently outstanding invoices to Wirral Evolutions from Wirral Council for the buy-back of Council support services that were agreed on the inception of Wirral Evolutions.

You have alerted the Council that the current financial position and cash flow of Wirral Evolutions would be at significant risk if the Council demanded payment of these invoices during the immediate term.

We are currently in the process of reviewing the support services charges to Wirral Evolutions which include the amount and value of services that Wirral Evolutions buys back from the Council. These are currently not consistent with the original support services transfer agreement.

As Wirral Evolutions is 100% owned by Wirral Council, it would not be conducive to demand payment of these invoices while this review is ongoing and we would not wish to put undue pressure on the company to a point of potential insolvency especially as the Council is aware, from your business plan, that the company has plans to support the long term financial sustainability of the company.

As such Wirral Council will not demand immediate payment of these invoices until such time as the review has been completed and Wirral Evolutions can demonstrate that its financial situation means that it is able to meet these liabilities with no detrimental consequence on the outcomes required from the contract.

This letter is not intended to be a legally binding guarantee and is given by way of comfort only.

The situation will be monitored through the established shareholder board meetings where regular updates are provided by Wirral Evolutions on the performance of the company.

Yours sincerely

A handwritten signature in black ink that reads "Phil Davies." The signature is written in a cursive style and is underlined with a single horizontal line.

Councillor Phil Davies

Chair of the Shareholder Board

*We confirm that we agree that nothing express or implied in the letter a copy of which is set out above creates any legally binding obligations on Wirral Council*

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## Appendix b

### Cashflow statement to November 21

#### Wirral Evolutions Cash Flow Forecast to Nov 21

	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21
<b>INCOME (Incl. VAT)</b>							
Block Contract Income (incl. Recharge Recovery)	486.5	494.6	511.1	511.1	494.6	511.1	494.6
Other Income	8.4	8.4	8.4	8.4	25.2	25.9	25.2
WBC Contract Variation (20/21)							
<b>Total</b>	<b>494.9</b>	<b>503.0</b>	<b>519.5</b>	<b>519.5</b>	<b>519.8</b>	<b>537.1</b>	<b>519.8</b>
<b>EXPENDITURE (Incl. VAT)</b>							
Payroll	(308.0)	(308.0)	(308.0)	(308.0)	(323.0)	(323.0)	(323.0)
Supplier Payments (incl. Bank charges)	(107.1)	(106.9)	(106.9)	(106.9)	(106.9)	(106.9)	(106.9)
VAT (Net Payment to HMRC)	(164.1)			(80.7)			(183.4)
WBC Recharges (prior years)	(1,085.9)	(77.6)	(77.6)	(77.6)	(77.6)	(77.6)	(77.6)
<b>Total</b>	<b>(1,665.1)</b>	<b>(492.5)</b>	<b>(492.5)</b>	<b>(573.2)</b>	<b>(507.5)</b>	<b>(507.5)</b>	<b>(690.9)</b>
Opening Bank Balance	1,519.6	349.3	359.9	386.9	333.2	345.5	375.1
Net Cash Movement in Month	(1,170.3)	10.5	27.0	(53.7)	12.3	29.6	(171.1)
<b>Closing Bank Balance</b>	<b>349.3</b>	<b>359.9</b>	<b>386.9</b>	<b>333.2</b>	<b>345.5</b>	<b>375.1</b>	<b>204.0</b>
<b>Sub-total before reserves</b>	<b>349.3</b>	<b>359.9</b>	<b>386.9</b>	<b>333.2</b>	<b>345.5</b>	<b>375.1</b>	<b>204.0</b>
Reserves	(299.7)	(303.8)	(312.0)	(312.0)	(312.2)	(320.8)	(312.2)
<b>Total after reserves</b>	<b>49.6</b>	<b>56.1</b>	<b>74.9</b>	<b>21.2</b>	<b>33.3</b>	<b>54.3</b>	<b>(108.2)</b>

By November 21 Wirral Evolutions will not meet its reserve position. Delays in payment, or further increased costs will compromise the ability to meet our monthly payments to staff and suppliers.

The cash flow above assumes all payments are made to the Council timely. This places a strain on cash flow.

Negative cash movement Aug and Nov – VAT payments

It's assumed that cost savings, and reduced income applies from April



## **SHAREHOLDER BOARD** **Wednesday 1 September 2021**

<b>REPORT TITLE:</b>	<b>WIRRAL EVOLUTIONS ANNUAL BUSINESS PLAN FOR 2020/21 AND 2021/22</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF LAW AND GOVERNANCE</b>

### **REPORT SUMMARY**

This report seeks approval to waive the requirement under the Shareholder Agreement for Wirral Evolutions to deliver a final Annual Business Plan for the year 2020/21 and to approve the Wirral Evolutions Annual Business Plan for 2021/22.

This matter affects all wards within the Borough.

This matter is not a Key Decision.

### **RECOMMENDATION/S**

The Shareholder Board is recommended to;

1. Waive the obligation of Wirral Evolutions under the Shareholders Agreement to submit a final Annual Business Plan for 2020/21.
2. Approve the Annual Business Plan 2021/22 presented by Wirral Evolutions complying with the requirements of the Shareholder Agreement.

## **SUPPORTING INFORMATION**

### **1.0 REASON/S FOR RECOMMENDATION/S**

- 1.1 The Annual Business Plan for 2020/21 was under discussion when service delivery by Wirral Evolutions was first interrupted and/or substantially altered by the lockdown imposed by Government in response to the COVID-19 pandemic. The Draft Annual Business Plan submitted for 2020/21 became impracticable to follow and, because circumstances and the frequently and rapidly changing backdrop for service delivery meant that no meaningful revised Draft Annual Business Plan for 2020/21 could be produced.
- 1.2 In normal circumstances Wirral Evolutions in January 2021 would be submitting a Draft Annual Business Plan for the year 2021/22 to the council for review. As a consequence of the continuing COVID – 19 situation and the ongoing service delivery appraisals and consultations being undertaken by the council no meaningful Draft Annual Business Plan 2020/21 could be produced.

### **2.0 OTHER OPTIONS CONSIDERED**

- 2.1 Enforcing the Annual Plan Requirements of the shareholder agreement for 2020/21 – not considered practicable or meaningful.
- 2.2 Not approving the Annual Business Plan for 2021/22. As laid out below the Council considers the Annual Business Plan for 2021/22 as submitted by Wirral Evolutions to meet the requirements of a good company business plan.

### **3.0 BACKGROUND INFORMATION**

- 3.1 Wirral Council established Wirral Evolutions in December 2015 as a private company limited by shares with Wirral Council as the sole shareholder. The company was originally set up to deliver adult social care services in Merseyside. There was an expectation that when Wirral Evolutions was established it would grow the business, increase activity, and diversify its customer base, so that it wasn't solely depending on Council funding to enable it to be financially sustainable.
- 3.2 Approximately 97% of Wirral Evolutions' income is derived from a block contract with the Council to deliver Day Services for People with a Learning Disability. The current value of this contract with the Council is £5.015m for 2021/22. In normal circumstances the company also generates some additional vocational income which was forecasted to be £150,000 on its recent draft Annual Business Plan.
- 3.3 A shareholder agreement was agreed when the company was established which sets out how the parties have agreed to manage the affairs of the Company. This is contained in Appendix 2
- 3.4 Over the five years the company has been going, the requirement to have the Annual Business Plan approved has not happened.

- 3.5 A five year business strategy for Wirral Evolutions, Wirral Evolutions: Strategic Framework 2024, was presented to the Shareholder Board on 29<sup>th</sup> January 2020 and agreed to.
- 3.6 The follow up more detailed annual business plan for 2020/21 was in discussion between Council officers and the MD of the company when the pandemic and lockdown impacted on the country, the Council and Wirral Evolutions. It became apparent that the business plan for 2020/21 was no longer practicable or meaningful during the impact of the pandemic on the company.
- 3.7 Wirral Evolutions submitted its draft business plan for 2021/22 in May 2021 for consideration by Council officers. The plan was scrutinised and cross-referenced with the Wirral Evolutions: Strategic Framework 2024 and also compared with the draft business plan for 2020/21. Detailed feedback was provided with suggestions on how the draft plan could be improved. The verdict on the plan from officers was that, *“Overall this is annual business plan looks more like a company business plan than the 2020/21 version and is a definite improvement.”* The company on board the suggestions and amended the business plan accordingly. It has now been approved by the Wirral Evolutions Board and is contained in Appendix 1 seeking approval by the Council’s Shareholder Board.
- 3.8 If the recommendations are accepted then Wirral Evolutions will do all things necessary to implement the Business Plan.

#### **4.0 FINANCIAL IMPLICATIONS**

- 4.1 There is a current budget proposal for the Council to make a £500,000 reduction in operating service costs on the block contract it has with Wirral Evolutions for 2021/22. This is an existing budget proposal carried forward from 2020/21. Delay in the implementation of the proposed restructure would result in slippage against the current contract price for 2021/22 leading to a budget pressure for Adult Social Care and Public Health. This report does not impact on the required reduction. Save to the extent that it reflects the proposed service restructure process which is designed to bring about the required reduction in operating service costs.

#### **5.0 LEGAL IMPLICATIONS**

- 5.1 Wirral Evolutions was established with the appropriate Certificate of Incorporation for a Private Limited Company with associated articles in December 2015. The shareholder agreement was agreed on the formation commencement of the company.
- 5.2 Wirral Council does not have a legal duty to provide day services but does have a legal duty to meet the assessed needs of adults requiring care and support.

#### **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

- 6.1 There are no direct implications to staffing, ICT or Assets.

## **7.0 RELEVANT RISKS**

- 7.1 The Council as sole shareholder does not have a clear set of evidence to monitor the effectiveness of Wirral Evolutions. As such it currently has difficulty in making judgements on the company as an effective delivery model for discharging its legal duty to meet the assessed needs of adults requiring care and support and whether the company is a compliant going concern without an effective Annual Business Plan..
- 7.2 There is a risk that the current budget proposal for the Council to make a £500,000 reduction in operating costs on the block contract it has with Wirral Evolutions for 2021/22 will not be realised (as has occurred in previous years) and therefore incurring further cost for the Council.
- 7.3 There is a reputational risk for the Council over the performance of its wholly owned company.
- 7.4 An effective Annual Business Plan is an important tool in mitigating these risks.

## **8.0 ENGAGEMENT/CONSULTATION**

- 8.1 The Annual Business Plan was developed in house at Wirral Evolutions and then shared with officers of the Council for scrutiny. Following scrutiny suggestions were fed back to the company which were incorporated into the revised Business Plan.

## **9.0 EQUALITY IMPLICATIONS**

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.

There are no direct equality implications.

## **10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS**

- 10.1 There are no direct environment and climate implications.

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## **APPENDICES**

Appendix 1 – Wirral Evolutions Annual Business Plan

## **BACKGROUND PAPERS**

Wirral Evolutions Shareholder Agreement  
Wirral Evolutions:Strategic Framework 2024

Wirral Evolutions Certificate of Incorporation for a Private Limited Company with associated articles in December 2015  
Wirral Evolutions Draft Annual Report 2019/20

**SUBJECT HISTORY (last 3 years)**

<b>Council Meeting</b>	<b>Date</b>
Shareholder Board	29 <sup>th</sup> January 2020
Shareholder Board	26 <sup>th</sup> February 2020

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# Wirral Evolutions

Enriching Lives of People with Disabilities & Maximising Potential  
#OneLifeLetsLiveIt

## Annual Business Plan Financial Year 2021 – 2022 draft V2

**CONFIDENTIAL**

**This document contains commercially sensitive information  
that would be advantageous to our competitors**

Wirral Evolutions Ltd is a private company limited by shares, registered in England and Wales, no. 09589953, trading as a wholly owned Local Authority Trading Company (LATCo) on behalf of its Shareholder, Wirral Council



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# PURPOSE OF THE PLAN



## PURPOSE

- 1.0 **Purpose of the plan**
- 1.1 The purpose of this Annual Business Plan is to set out the objectives, plans and targets for the Wirral Evolutions Ltd (referred to as WE for the remainder of the document) for the financial year commencing the 1st April 2021 to 31st March 2022
- 1.2 The Annual Business Plan sets out in detail the actions WE will undertake in 2021-2022 to deliver elements of the company's 5-year Business Strategy approved by Wirral Council Shareholder Board in January 2020
- 1.3 The Annual Business Plan will be reviewed by WE Board of Directors on a quarterly basis as part of the company's performance reporting schedule. Any significant change that constitutes a reserved matter will be reported to the Shareholder Board/Officers in accordance with the Shareholder Agreement
- 1.4 The contents of the Annual Business Plan are a complete and integrated set of actions. The plan therefore needs to be approved as a single package

# KEY ACHIEVEMENT IN 2020-2021<sup>a</sup>

## 2.0 Key Achievement in 2020-2021 – ‘Our response to the Covid-19 pandemic’

2020-2021 has been an unprecedented year, operating front line services for the most vulnerable adults with a learning disability, within an unknown global pandemic – **our response was and will continue to be exceptional** - placing the people we support and our workforce’s safety and wellbeing at the heart of everything we do. We are proud that we were able to open our services during a time when many other services remained closed.

### WE:

- ✓ Produced a rigorous and comprehensive '[WE remobilisation essential criteria](#)' which was approved by WE Board and Wirral Council in August 2020
- ✓ Successfully reopened all locations, in compliance with the 'criteria' to support approx. 300 people we support in a safe environment, whilst operating an alternative week provision to accommodate the social distancing requirements
- ✓ Responded promptly and effectively with two Covid-19 cluster outbreaks resulting in two locations closing. This was in accordance with '[WE escalation process for closure](#)' in the event of an Covid-19 cluster outbreak or national lockdown
- ✓ Continued to use technology to reduce social isolation and maintain strong governance arrangements
- ✓ Provided a team of dedicated Mental Health Advisors to support the workforce when needed
- ✓ Maintained strong communications with all our workforce and stakeholders within the WE Family
- ✓ Produced easy read documents to support the physical and mental wellbeing of the people we support with complementary updates through a dedicated web page [Wirral Evolutions coronavirus updates](#)
- ✓ Responded effectively and efficiently to all national Covid-19 lockdowns and reverted to WE outreach programme
- ✓ Offered all the workforce access to take up the Covid-19 vaccination, of which approx. 90% of the workforce took up the offer
- ✓ Introduced regular Covid-19 testing for the workforce
- ✓ Maintained quality standards and assurance across the service in accordance with WE Quality Framework
- ✓ Provided compliance information to Wirral Council on all matters relating to the contract
- ✓ 78% of our workforce reported, good to excellent regarding the company’s response to the Covid-19 pandemic (139 respondents)



<sup>a</sup> : Full achievements and impacts will feature in WE annual report 2020-2021, published June 2021

# KEY CHALLENGES IN 2020-2021

## 2.1 Key Challenges in 2020-2021



Executing an annual business plan with reaching aspirations proved to become a significant challenge for the company due to the global Covid-19 pandemic throughout 2020 -2021 and into 2021-2022. Our response to this global pandemic was exceptional, placing the people we support and our workforce at the heart, ensuring safety and wellbeing was paramount.

Despite this challenge which was out of the company's control, the company as preformed successfully in many areas which has provided improved strength, determination and strong character to further success. However, the most notable challenges / negative impacts reported against the annual business plan 2020-2021 have included:-

- Reduced number of day activities provided for the people we support, due to alternative week service delivery in compliance with Government social distancing restrictions
- Workforce face to face training cancelled during three national lockdowns in compliance with Government guidelines
- Financial efficiency not gained for 2020-2021, due to the workforce restructure being paused
- Loss of income outside the DASS commissioned contract, due to three global lockdowns in compliance with Government guidelines
- Full annual satisfaction survey with wider stakeholders and partners paused (with the exception of the workforce)
- Stretched capacity within the company's leadership team with the reopening of services within Covid-19 restrictions, preparation for executing the agreed savings proposal to restructure and modernise services, whilst responding to significant requests from Wirral Council

# STRATEGIC REVIEW

## 3.0 Strategic Review

3.1 **Wirral Evolutions Ltd** Business strategy 2025 continues to evolve in the markets in which adult social care operate and change. The company remains committed to its mission, vision, values and outcomes illustrated in diagram (A), the company's Strategic Intent, which was approved in 2019, whilst being guided by its core principles illustrated in diagram (B), agreed in 2020 from the Business Strategy

As **WE** develops and matures, its key focus over the next financial year will be:-

3.2 **Pandemic** : To continue to respond and operate day services within a Covid-19 safe environment

3.3 **People (CA1)**: To provide high quality provision to all the people we support by redesigning and investing in the workforce as needed

3.4 **Place (CA3 CA4)**: To commence the modernisation and rationalisation of day service provision into the heart of the community

3.5 **Profile (CA5)** : To strive to be the provider of choice by improving innovation, market positioning and a culture of growth

3.6 **Partnerships and stakeholder management & governance (CA5)** : To maintain strong partnerships and governance that contribute to our company vision, mission and values

Diagram B : Guiding Principles

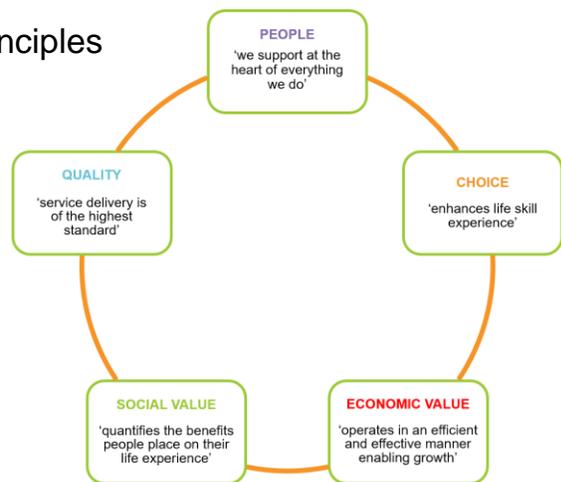
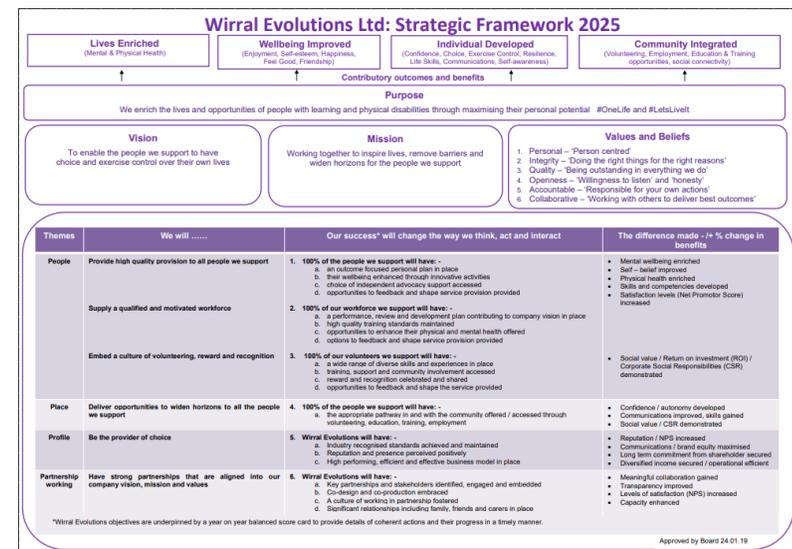


Diagram A : WE Strategic Framework 2025



<https://www.wirralevolutions.org/our-strategy>

# COMPANY OBJECTIVES

## 4.0 Company Objectives

The company objectives underpin the delivery of the overall strategic business strategy as outlined on page 6 of this document. Each outcome is monitored and reported quarterly to the company's board supported by a comprehensive balance scorecard as detailed on page 18 of this document for the financial year 2021-2022. Those actions identified with an \* are subject to capacity being in place within the organisation. The success of the outcomes may also be subject to the continual impact of Covid-19 pandemic/restrictions placed on the company

Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI cross reference
4.1	PEOPLE WE SUPPORT (P1)	High quality personalised provision for the people we support in place (CA1)	✓ Respond and operate day services within a Covid-19 safe environment, in accordance with national and local guidelines	OCM		
			✓ Enabling high quality care and meaningful 'life skills' through innovative experiences and activities, maximising potential	OCM		
			✓ Promote a culture of self advocacy enabling choice and reducing barriers people with a disability face in society	OCM		
			✓ Quantify the social value and benefit that people we support place on their experience	SBP*		
			✓ Utilise the satisfaction feedback to shape service provision and continuous improvement	OCM		
4.2	WORKFORCE (W1)	Qualified and motivated workforce in place (CA1/CA2)	✓ Implement organisational restructure based on 'people banding' criteria governed by HR and legal legislation, rules and regulations	EXEC		
			✓ Enhance leadership capacity and capability through a restructure	EXEC		
			✓ Conduct a skills analysis of all the workforce, to identify gaps and subsequently invest where needed, supporting the restructure	WC		
			✓ Embed a new performance appraisal framework	EXEC		
			✓ Maintain a comprehensive calendar of Continual Professional Development training to meet the needs of the workforce	WC		
			✓ Provide opportunities to enhance their physical and mental health offered	MC*		
			✓ Utilise the satisfaction feedback to shape service provision and continuous improvement	WC		

(\*Post holder to be recruited)

# COMPANY OBJECTIVES

Page 30

Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI reference
4.3	VOLUNTEERS (V1)	A culture of volunteering, reward and recognition embed	✓ Begin to explore resources to fund a volunteer coordinator	SPB*		
			✓ Promote volunteering framework across all the service promoting standardisation and opportunities to broader diverse skills and experiences	HRC*		
			✓ Maintain a comprehensive calendar of CPD training to meet the needs of the volunteers	WC		
			✓ Reward and recognition celebrated and shared as part of profile	MC*		
			✓ Utilise the satisfaction feedback to shape service provision and continuous improvement	HRC*		

Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI reference
4.4	PLACE (PL1)	Life skills opportunities and experiences in or within the community accessed (CA3, CA4)	✓ Engage and consolidate existing asset base by vacating from 2 locations and 1 service area, governed by the principles of 'specialist and community hubs' working towards a vision of 'service without walls'	QM/OCM		
			✓ Commence the co-design of 'younger adults and older adults offer' using the principles of 'Making It Real' and the 'supported pathways' pilot as a blueprint where appropriate	QM/OCM		
			✓ Commence the development of a second PMLD facility to meet current demands	OCM		

(\*Post holder to be recruited)

# COMPANY OBJECTIVES

Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI reference
4.5	PROFILE (PR1)	The provider of choice (CA5)	✓ Maintain industry recognised standards achieved to maintain high quality care provision governed by the company's quality standards framework	QM		
			✓ Maintain a high performing, efficient and effective business model by achieving commissioned contract challenge running costs	FM		
			✓ Secure a 5 year contract specification, inflation indexed linked with Wirral Council	MD		
			✓ Through an agreed a set of service level agreements based on company needs with Wirral Council or appropriate providers	FM		
			✓ Explore and update the Governance and shareholder agreement between the Wirral Council and the company	MD/ BOARD/ WC		
			✓ Recruit a Head of Strategy, Business and Performance	MD		
			✓ Develop business and growth strategy for 2022-2025 aligned to Wirral Evolutions Ltd vision and values – see <i>appendix C Growth Model</i>	EXEC & BOARD		
			✓ Enhance the company's reputation and presence through an continual improved Net Promoter Score (NPS)	SBP* MC*		
			✓ Maximise brand equity and presence governed by the company's Marketing and Communications framework	MC*		

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(\*Post holder to be recruited)

# COMPANY OBJECTIVES

Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI reference
4.6	<b>PARTNERSHIPS &amp; STAKEHOLDER MANAGEMENT (PSM1)</b>	<b>Strong partnerships that contribute to our company vision, mission and values in place</b>	✓ Develop WE Family sub-committee structures	EXEC		
			✓ Stakeholder management with Wirral Council project board, strategic commissioned contract group	MD OCM		
			✓ Define and engage with a supply chain of external agencies across LCR/Cheshire	SBP*		
			✓ Foster a culture of co-designing service offers within the WE Family linked to 4.4	QM/OCM		
			✓ Utilise the satisfaction feedback to shape service provision and continuous improvement linked with 4.5 Net Promoter Score (NPS)	SBP*		
Theme		What success looks like? Outcome	How it will be achieved?	Lead	Progress Rating	BSC KPI reference
4.7	<b>GOVERNANCE AND COMPLIANCE (GC1)</b>	<b>Strong transparent governance and compliance in place</b>	✓ Compliance with Wirral Council Shareholder Agreement	MD		
			✓ Compliance with Company's Law	FM		
			✓ Compliance with internal / external audit	FM		
			✓ Explore a Working Capital Loan facility from Wirral Council to support cash flow challenges	MD/FM		
			✓ Compliance with Wirral Council adult social care and health committee reporting structure	MD		
			✓ Compliance with Wirral Evolutions Governance Framework	EXEC / BOARD		
			✓ Compliance with Wirral Evolutions Financial rules and regulations framework	FM		
			✓ Compliance with Wirral Council Commissioned Contract	OCM		
			✓ Embed new Wirral Evolutions Board / Workshop structure	MD / BOARD		

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(\*Post holder to be recruited)

# COMPANY MANAGEMENT AND LEADERSHIP

## 5.0 Board of Directors

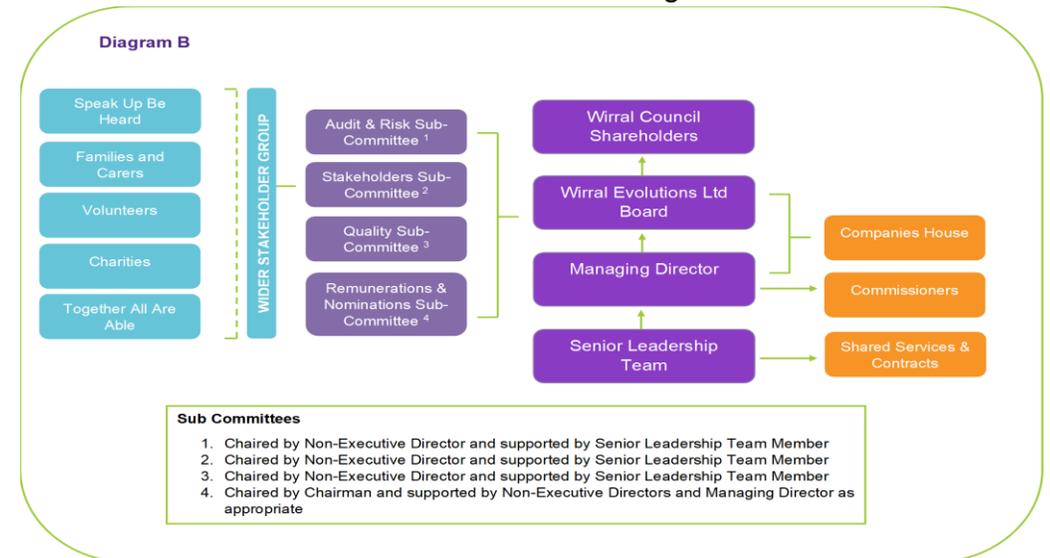
5.1 The Board of Directors operate in accordance with the requirements of the Shareholder Agreement, the Memorandum and Articles of Association and Governance Framework. The Board meets formally a minimum of ten occasions annually, together they review and ensure the company is on track to meet its objectives and in accordance with the company's comprehensive Governance Framework

5.2 The Board currently comprises of 4 directors, of which, 3 are Non-Executive roles (Chair, Audit and Social Care) and 1 Executive role (Managing Director) and adhere to the [Board of Director's Handbook](#)

5.3 The prime responsibility of the Board it to set the direction of travel for the company in terms of strategy, performance, quality standards, human resources, audit and risk, improvement and mentoring. The Board is supported by sub committees as a vehicle for engagement, communications, scrutiny and assurance, the adjacent diagram sets out the relationships and accountability between the Shareholder, the Board, Executive Team and other significant Stakeholders

5.4 The Board provides its own internal company secretary function in compliance with company law

Wirral Evolutions Ltd : Governance Diagram



## 6.0 Executive Leadership Team

6.1 The Executive Leadership Team consists of 4 members: Managing Director, Finance Manager, Operations Manager and Quality Manager

6.2 The Quality Manager will be retiring, and the post has been deleted as part of an organisational restructure

6.3 A Head of Strategy, Business and Performance post will be recruited externally during 2021-2022. The post is funded from the company's restricted transformational funds for two years, whereby it is anticipated the post will generate sufficient funds to be sustainable. The post holder will join the Executive Leadership Team

# STAFFING

## 7.0 Culture and Organisational Change

7.1 Identified in the WE business strategy 2020 – 2025, six high level coherent actions were identified to support the change required to fulfil the mission, vision and values of the company. Specifically, to the workforce, **Coherent Action 1** : To deliver safe, consistent and quality assured standard of care by utilising the ‘people banding’ analysis to restructure and invest in the workforce where needed. The whole scale restructure will:-

- ✓ Enhance and enrich life skills enabling people we support to reach their full potential
- ✓ Strengthen leadership, management, spans of control and accountability, providing clarity and purpose for all roles
- ✓ Creation of three new focused services as part of the modernisation programme : Older Adults, Young Adults and PMLD
- ✓ Maximise the company’s potential, more outward facing and community focused
- ✓ Enable the company to operate efficiently and effectively within the £0.5M reduced Commissioned Contract Price of £5,015M for 2021-2022 (excluding budget pressure of transition costs – see *finance section*)
- ✓ Introduce a commercial culture within the organisation leading to future growth and diversification of income/opportunities in subsequent years
- ✓ Enable the company to deliver against its [Business Strategy 2025](#)

## 7.2 Pay Scales & Terms & Conditions

WE has its own:-

- ✓ Pay grades, which have been in place since 2015
- ✓ Terms and Conditions for all new starters. This currently equates to approx. 30% of the workforce, who have access to the NEST pension. The 70% of the workforce remain on TUPEd terms and conditions from Wirral Council and have access to LGPS. The percentage split is forecasted to grow due to the number of staff who may leave the company through Early Voluntary Retirement / Voluntary Severance during 2021-2022

## 7.3 Pay Awards

The Annual Business Plan 2021-2022 assumes 0% pay award for all staff, 2.5% for 2022-2033 and 3% for subsequent years, subject to funding, and long term commissioned contract inflation, indexed linked

## 7.4 Living Wage

WE has adopted the ‘living wage’ since 2015/16

## 7.5 Gender Pay Gap reporting

WE will meet its Gender Pay Gap reporting requirements

## 7.6 Union Engagement

The Board of Directors is committed to maintaining a positive relationship with its workforce and Trade Union representative. To achieve this, the company’s Executive Team will meet with recognised unions 3 times per year and weekly during the initial phase of transition

## 7.7 People Performance

WE will develop a people performance process to ensure an objective approach can be followed that measures performance against key competencies. This will be a framework by which the workforce will be set objectives, their performance monitored and development encouraged. WE do not operate a performance rated pay

# SUPPLIERS/SERVICES

## 8.0 **Wirral Council buy back service provision**

- 8.1 Wirral Council has 4 different elements to its relationship with WE:- the commissioned contract, as the shareholder, the buyback service provision and as a landlord of WE buildings.
- 8.2 Since WE inception in 2015, £466K of funding from within Wirral Council Commissioned Contract has been allocated for services from the Council to the Company. Unfortunately, no signed service level agreements have been in place, causing confusion over service provided against the needs of the company. This has compounded the pressure on the company, as the overall commissioned contract has been reduced by £0.5M and the need to provide value for money and high quality traded services to enable the company to flourish
- 8.3 2021-2022 Service Level Agreements will be produced based on the needs of the company, accompanied by a performance monitoring process to ensure best value is gained

## 9.0 **Wirral Council building lease agreements and maintenance provision for assets**

- 9.1 WE does not own its own physical assets. It is a tenant in Council owned buildings, paying rent comparable with the market value. The lease agreement was up for review in November 2020
- 9.2 WE will be consolidating the number of physical assets during 2021-2022 to meet the financial challenge set by the Council and as apart of a modernisation programme
- 9.3 Wirral Council provide the maintenance provision for all owned assets in accordance with Health & Safety rules and regulations. As the tenant, WE is not funded for any building maintenance

## 10.0 **Working Capital Loan facility**

- 10.1 WE currently has no formal working capital loan facility, however, it does have a letter of comfort, provided by Wirral Council Finance Director dated 19<sup>th</sup> February 2019, on behalf of Wirral Council Shareholder Board. It was agreed WE would pay for the buy back of services in arrears to alleviate the cash flow issues through the year
- 10.2 WE in 2021-2022, will explore with Wirral Council access to a working capital loan facility

# FINANCIALS

## 9.0 Financials

- 9.1 During 2021-2022, Wirral Evolutions Ltd, focus will be on 'transition and modernisation' operating within the reduced commissioned contract value of £5,015M, a reduction of £0.5M from 2020-2021. The reduction of £0.5M is split operational staff 30.36%, corporate services 37.09% and locations 32.46%
- 9.2 Transition from the existing restructure will create a financial pressure on the company of £124,496 for implementing the saving proposal. The HR and Legal protection of salary for a 12 month period, along with the potential loss of income for the first six months of 2021-2022 as the company and society recover from COVID pandemic, is approx. £112,830, which gives a budget pressure of £237,326 at the end of this financial year
- 9.3 The commissioned contract for 2021-2022 does not include inflation, however, discussions with the Wirral Council commissioning is expected to take place with this financial year to recommission a new 5 year contract, inflation, index linked from 1<sup>st</sup> April 2022 onwards
- 9.4 The company will be able to focus on growth areas, which will be driven by a new post : Head of strategy, business and performance
- 9.5 The company remains the largest service provider for adult day services for people with a disability across Wirral. This provides advantages in economy of scale verses local competitors, however, costs from previous TUPEd workforce could hinder these opportunities
- 9.6 The largest cost to the company is its payroll at 77%, of which 70% is in the LGPS and 30% is in NEST pension. The pension split is forecast to grow due to the ageing workforce through early voluntary retirement / voluntary service. 17% recharges back to the Council and 6% other

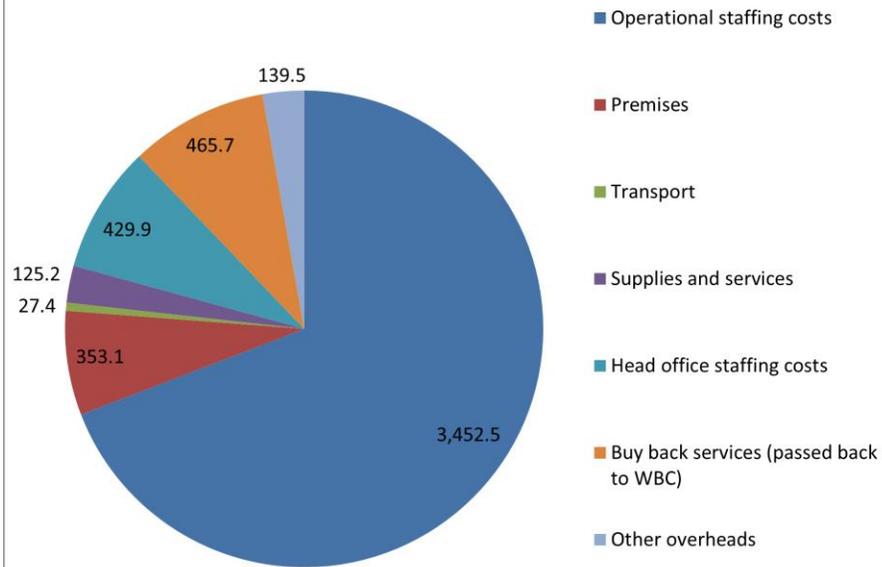
# THE BUDGET BREAKDOWN – 2021-2022

10.0

The total budget breakdown illustrated below is based on the full financial challenge on page 16 and the assumptions on pages 19-20 are fully implemented in a timely manner

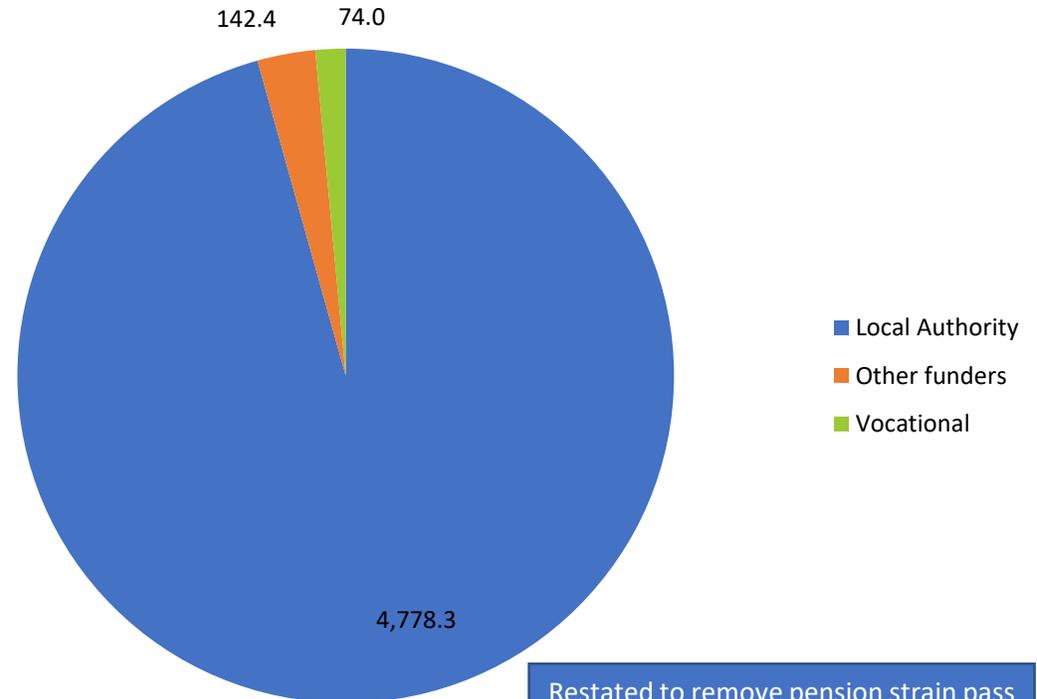
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**Budget Expenditure 2021-2022 (£'000s)**



Restated to remove pension strain pass through transaction

**Budget Income 2021-2022 (£'000s)**



Restated to remove pension strain pass through transaction

# FINANCIALS

## 11.0 Five Year Forecast

11.1 The 5 year cash forecast illustrated below assumes the following, subject to confirmation following Government guidelines:-

- 21/22 at 0% inflation
- 22/23 at 2.5% inflation
- All other at years 3% inflation
- Recovery of transitional pay (£124,496) and loss of income due to covid (£112,830) total of £237,326 from Wirral Council

11.2 Head of Strategy, Business and Performance charged through revenue from September 2023, with income generation from this post commencing from April 2023

11.3 Non DASS income for : 2023/2024 £350K, 2024/2025 £500K, 2025/2026 £500K

11.4 All income generation will be subject to additional cost in the organisation - assumed economies of scale will apply, therefore, 80% (direct costs) allocated against these income targets

Page 38

Year			Annual	Cumulative	% profit
Base	2020-2021	Retained losses B/F	-£19,586		
Year 1	2021-2022		£18,693	- £893	
Year 2	2022-2023		£1,401	£508	0.03%
Year 3	2023-2024		£41,562	£42,070	0.74%
Year 4	2024-2025		£48,724	£90,793	0.83%
Year 5	2025-2026		£47,186	£137,979	0.77%

# FINANCIAL HISTORY

## 12.0 Financial Bridge

12.1 The financial bridge adjacent indicates the additional costs placed on the company by the council which was outside company control . This resulted in the commissioned contract value increasing as shown in RED on the chart

12.2 The commissioned contract since 2015, has not included year on year inflation, which has compounded the financial pressure on the company. This has resulted in requesting contract variations. If the commissioned contract had included year on year inflations, the company would be operating efficiency and effectively within the contract value, below the rate of inflation

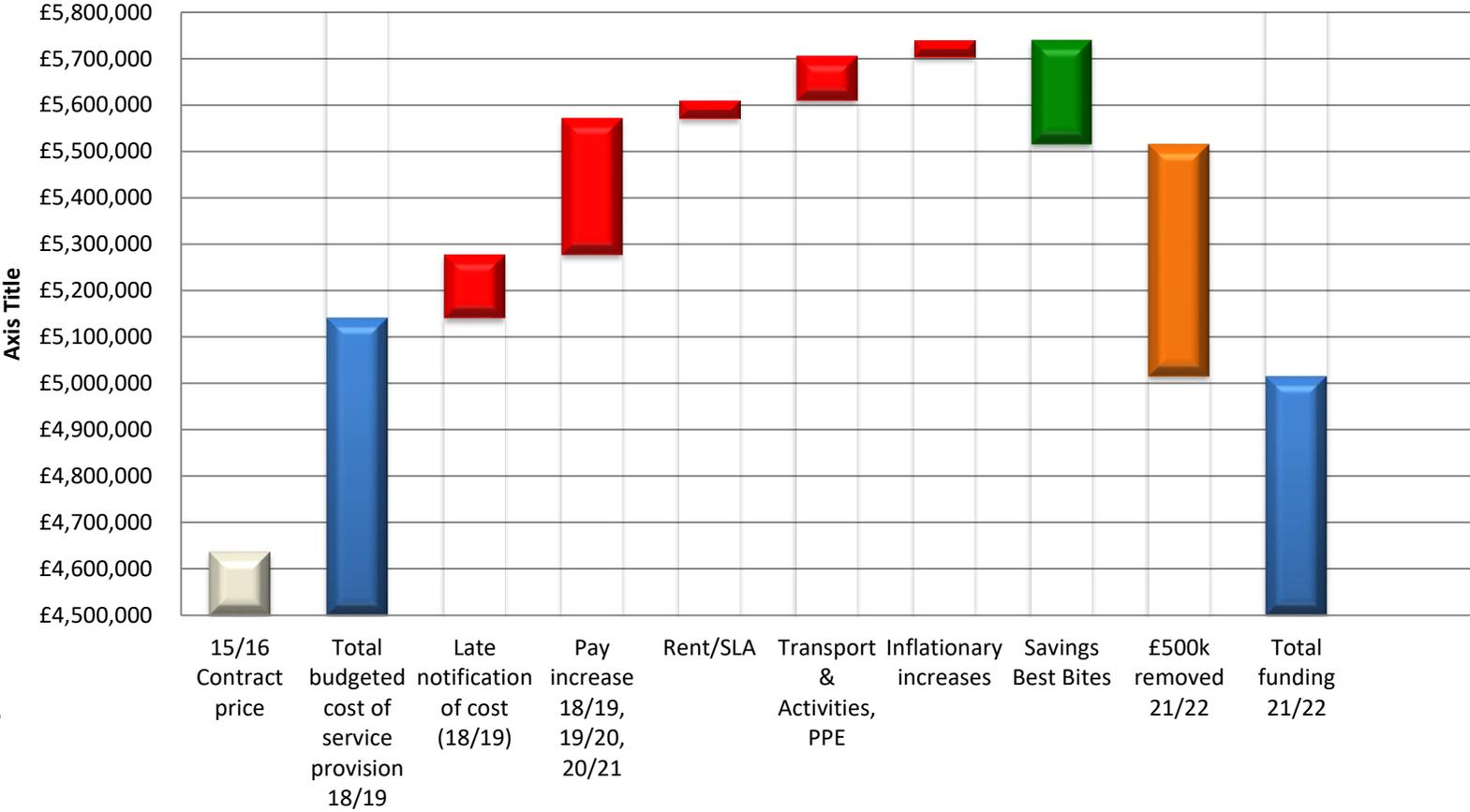
12.3 The chart also shows the financial efficiencies and reductions as shown in GREEN, however, COVID has impacted up the changes required during 2020-2021 and will remain a key risk during 2021-2022 in achieving the savings required

12.4 The company does not have a long term commissioned contract beyond 2021-2022 which places the company at risk, compromising sustainability and growth opportunities

12.5 The company financial and operating position has been dramatically effected by Covid-19 pandemic during 2020-2021 and 2021-2022

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**Movement in contract price 2015 to 2022 (Wirral Evolutions Ltd)**



# PERFORMANCE INDICATORS & TRENDS

## 13.0 **Company Performance Indicators & Trends**

13.1 WE has in place a comprehensive Performance Framework known as 'The Scorecard' to monitor, review and evaluate the company's performance by using several metrics aligned to its strategic framework. It enables the Board and its Executive Team to identify and improve various internal functions of a business, resulting in more meaningful outcomes externally.

The Scorecard has four components: - **People, Profile, Place, Partnership working**. Each of the four components has several standardised key performance indicators (KPI) to track the specific actions aligned to the strategic framework 2025 see [Wirral Evolutions Ltd - Strategic Framework 2025](#)

Data, information and trend intelligence is provided on a quarterly and annual basis which is supported by a comprehensive **Annual Report** demonstrating impact and the difference made for the people we support – published each year in June in compliance with the Shareholder Agreement in place between Wirral Council and the company

Summary of WE Performance is presented to the Shareholder, Board, Commissioner and Stakeholders on a quarterly and annual basis in accordance with the Company's Governance Framework

## 13.2 **Contractual Performance Indicators and Trends**

13.3 Monthly meetings are in place between Wirral Council Social Care Commissioned Team and the company to review and monitor KPI's in accordance with the contract in place. In addition, Strategic meetings are in place to explore longer term commissioned contract, inflation, indexed linked

# ASSUMPTIONS, RISK & MITIGATING FACTORS

Headline	Assumptions	Specific Risk [if assumptions not honoured]	Mitigating Factors
<b>Political Environment</b>	Compliance against the Shareholder Agreement between Wirral Council Shareholder Board and Wirral Evolutions Ltd in place	X Speed of decision making and approvals may effect company compliance arrangements and business development	✓ Monitor and report compliance arrangements against the Shareholder Agreement between Wirral Council and Wirral Evolutions Ltd
	Relationships with members of the Adult Social Care and Health Committee developed	X Negative political impact on Leader and Council Members from parents, carers, people we support, self-advocates and surrounding communities	✓ Wirral Evolutions to report quarterly to the Adult Social Care and Health Committee ✓ Effective engagement, openness and honesty with elected members through stakeholder engagement and visits
	Meaningful engagement with people we support, parents, carers and families of the modernisation programme to withdraw from locations	X Negative political impact on Leader and Council Members from parents, carers, people we support, self-advocates and surrounding communities	✓ Planned engagement and communications process
<b>Economic Benefit</b> Page 41	Wirral Council Health & Care Commissioned Contact, for 5 years, inflation, indexed linked in place	X Unable to plan and execute the company's business strategy	✓ Strategic meetings with senior officers of the Adult Social Care & Health commissioning team to produce a 5 year contract ✓ Report progress to Adult Social Care and Health Committee
	Existing Shareholder Agreement updated	X Lack of clarity and transparency Hinder growth and development	✓ Meetings with Head of Governance ✓ Workshop between Wirral Council and Wirral Evolutions Board
	Existing 'Buy-Back' services reviewed and robust service level agreements in place	X Lack of clarity and transparency Compromise best value principles	✓ Meetings held with Wirral Council Commercial representative
	Transitional budget pressure recovered from Wirral Council	X Cash flow of the company compromised	✓ Report produced for Wirral Council Shareholder Board / Officer group
	Loss of income due to Covid-19 restrictions recovered from Wirral Council	X Budgets overspend compromising the solvency of the company	✓ Report produced for Wirral Council Shareholder Board / Officer group
	Working capital loan facility in place from Wirral Council for the Company	X Cash flow of the company compromised	✓ Letter of comfort in place from Wirral Council Finance Director ✓ Report produced for Wirral Council Shareholder Board / Officer group
	Early Voluntary Retirement / Voluntary Severance funded by Wirral Council	X Unable to restructure, to reduce the cost price to operate within contract value for 2021-2022	✓ Engagement and confirmation of funding from Wirral Council

# ASSUMPTIONS, RISK & MITIGATING FACTORS

Headline	Assumptions	Specific Risk [if assumptions not honoured]	Mitigating Factors
<b>Social Value</b>	Social value demonstrated through WE annual report	X Unable to demonstrate capacity released in the adult care system and levels of outcomes achieved	✓ Annual survey to demonstrate social value using accredited tools and methods
<b>Technological and Operational</b>	Covid-19 restrictions removed	X Unable to deliver contract fully Loss of care support for people with a learning disability Loss of life skills and opportunities Loss of income generation	✓ Adhere to national and local COVID guidelines/road map ✓ Recover loss of income from COVID recovery fund from the Council ✓ Communicate effectively and efficiency ✓ Use technology to remain engaged within the WE Family
	Speed of organisational change is conducted a consultative, engaging and timely manner	X Demotivated workforce Loss of experience, skills and competences Resistance to change	✓ Consultation in accordance with Wirral Council HR processes ✓ Open and transparent communications ✓ Invest in training and development ✓ Engagement with Trade Unions weekly ✓ Verbal update monthly to Wirral Council Project Board
	Management Information System in place	X Inefficient paper based system	✓ Management Information system embedded ✓ Training and development provided

# APPENDIX A : Company Foundations

**Wirral Evolutions Ltd** was incorporated in 2015 as a private company limited by shares and trading as a Local Authority Trading Company (LATCo) to provide personalised Day Services and experience for adults with a wide range of learning and physical disabilities.

By placing the people we support at the heart of everything we do, we work hard to ensure that our service delivery is of the highest quality, enabling greater outcomes and benefits for the people we support. Our work ensures that:

- ✓ There is a focus on Physical and Mental Health, to enrich the lives of the people we support
- ✓ Wellbeing is improved, increasing the levels of enjoyment, self-esteem and happiness whilst promoting friendship
- ✓ Life skills are developed, encouraging confidence, choice, exercising control, communications and self-awareness
- ✓ Community integration as a way of life through volunteering, employment, education, training and social connectivity

We achieve this through a wide range of people centred services and activities across our multiple locations in the Wirral. This includes:

- ✓ Creative expression, through arts, pottery, crafts and music
- ✓ Physical Wellbeing through sports and leisure
- ✓ Hospitality and catering
- ✓ Horticulture, conservation and woodwork skills
- ✓ Beauty, sensory and relaxation experiences
- ✓ Information Technology
- ✓ Vocational Qualifications
- ✓ Education and learning
- ✓ Community volunteering and employment life skills
- ✓ Advisory and Advocacy support including travel, health and housing

# APPENDIX B: COHERENT ACTIONS

CALL TO ACTION - 2020 - 2025	
CA 1	<p><b>To deliver safe, consistent and quality assured standard of care by</b></p> <ol style="list-style-type: none"> <li>1. Utilising the 'people banding' analysis to restructure and invest in the workforce where needed</li> <li>2. Implementing Wirral Evolutions Ltd Quality Assurance Framework</li> </ol>
CA 2	<p><b>To enhance our leadership capacity and capability by</b></p> <ol style="list-style-type: none"> <li>1. Empowering a culture of leadership and enhanced competence levels across the workforce</li> <li>2. Conducting a skills analysis of all the workforce, to identify gaps and subsequently invest where needed</li> </ol>
CA 3	<p><b>To co-produce supported pathways to enhance independence by</b></p> <ol style="list-style-type: none"> <li>1. Designing and implementing an attractive and appropriate service offer for a] younger adults aged 18-24, b] adults aged 65+ and c] adults</li> </ol>
CA 4	<p><b>To modernise and rationalise day service provision into the heart of the community by enhancing independence through</b></p> <ol style="list-style-type: none"> <li>1. Utilising the asset review analysis and options appraisal to consolidate / co-locate day centres into 'specialist hubs' and 'community hubs'</li> <li>2. Co-developing and establishing new &amp; existing day experiences to sustain and widen horizons creating a 'service without walls'</li> </ol>
CA 5	<p><b>To improve innovation, competitiveness and market positioning, enabling greater sustainability by</b></p> <ol style="list-style-type: none"> <li>1. Building an effective and efficient supply chain of relationships and partnerships</li> <li>2. Identifying and generating 'social capital' value within the business community</li> <li>3. Exploring and implementing suitable options to diversify income and opportunities aligned to Wirral Evolutions Ltd vision and values</li> <li>4. Exploring potential markets for expansion and through competitive analysis provide alternative provision outside current commissioned contracts for adult social care opportunities</li> </ol>
CA 6	<p><b>To embrace a digital environment to support quality care provision by</b></p> <ol style="list-style-type: none"> <li>1. Undertaking a feasibility study of technology-enabled care (TEC), to deliver cost efficient solutions and improved care for people we support</li> <li>2. Identifying and deploying a digitalised system to improve the effectiveness of workforce administrative functions across the service</li> </ol>

# APPENDIX C: GROWTH MODEL

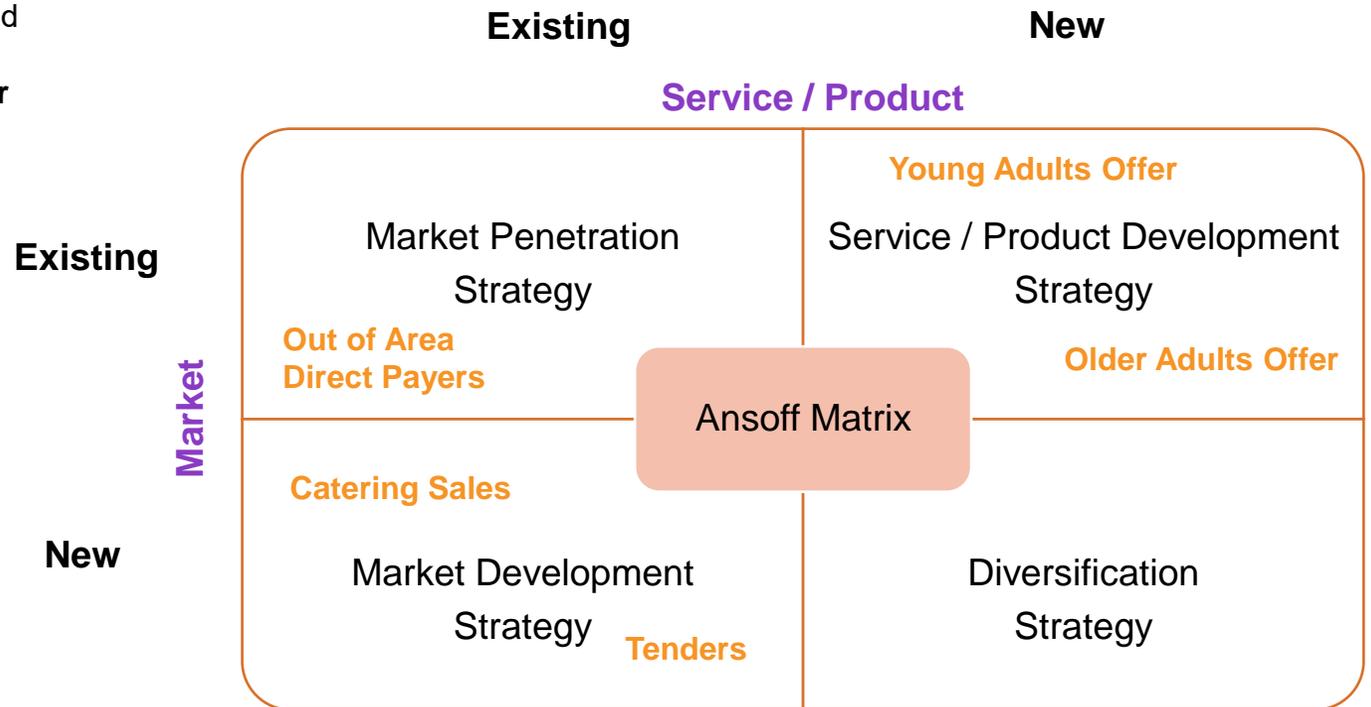
As outlined in the company's business strategy, coherent action 5 illustrated in appendix B on page 22, the strategic direction is **'to improve innovation, competitiveness and market positioning, enabling greater sustainability'**.

In doing so, the company, as part of its restructure will recruit a head of strategy and business development who will use Ansoff's product / market growth matrix (or similar model) to produce a business & growth strategy 2022-2025 underpinned by the company's vision, values and guiding principles as set out on page 6.

The insights from the competitor & stakeholder mapping and analysis exercise, will determine a series of growth plans (where appropriate) for:-

- ✓ Market penetration - growth plan where the business focuses on selling existing products/services into existing markets
- ✓ Market development - growth plan where the business seeks to sell its existing products/services into new markets
- ✓ Product development - growth plan where a business aims to introduce new products/services into existing markets
- ✓ Diversification - growth plan where a business markets new products in new markets

The diagram adjacent is for illustration purposes.



# APPENDIX E : Abbreviations

MD	Managing Director
OCM	Operational Manager (SLT Member)
QM	Quality Manager (SLT Member)
FM	Finance Manager (SLT Member)
SPB	Strategy, Performance & Business Development* (SLT Member) *new post to be recruited
WC	Workforce Coordinator
MC	Marketing Coordinator* new post to be recruited
HR	Human Resources Coordinator* new post to be recruited
EXEC	Collective term for Managing Director, Senior Leadership Team
BOARD	Board of Directors

# ACKNOWLEDGMENTS



On behalf of Wirral Evolutions Ltd, we would like to say a **BIG THANK YOU** to all our supporters:

People we support  
Parents, carers and families  
Our workforce and volunteers  
Together All Are Able  
Local charities and organisations  
Wirral Borough Council  
The communities around our settings

*'Together we enable the people we support to have choice and exercise control over their own lives'*

**#OneLifeLetsLiveIt**

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## **SHAREHOLDER BOARD** **Wednesday 1 September 2021**

<b>REPORT TITLE:</b>	<b>WIRRAL EVOLUTIONS ANNUAL REPORT FOR 2020/21</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF LAW AND GOVERNANCE</b>

### **REPORT SUMMARY**

This report presents the Annual Report for 2020/21 for Wirral Evolutions Limited, as required by the Shareholder Agreement. The report sets out the performance of the Company assessed against its Annual Business Plan, for the previous Financial Year.

As a consequence of the uncertainties and pressures of the Covid-19 pandemic no Annual Business Plan for the Company for 2020/21 was formally produced for approval.

This matter affects all wards within the Borough.

This matter is not a Key Decision.

### **RECOMMENDATION**

The Shareholder Board is recommended to note the Annual report for 2020/21 presented by Wirral Evolutions Limited in compliance with the requirements of the Shareholder Agreement.

## **SUPPORTING INFORMATION**

### **1.0 REASON/S FOR RECOMMENDATION/S**

1.1 The Annual Report for 2020/21 is a report to the Shareholder which:

- (a) Demonstrates the activities and performance of the Company in the previous year;
- (b) Highlights such issues as Internal Governance, the Company's guiding principles, values and strategies;
- (c) Identifies the principal issues that the Company has faced and how it has responded to these;
- (d) Showcases delivery and outcomes; and
- (e) Sets out Strategic Priorities for the forthcoming year.

### **2.0 OTHER OPTIONS CONSIDERED**

2.1 No other options have been considered as the Annual Report is for Shareholder information only.

### **3.0 BACKGROUND INFORMATION**

- 3.1 Wirral Council established Wirral Evolutions Limited in December 2015 as a private company limited by shares with Wirral Council as the sole shareholder. The company was originally set up to deliver adult social care services in Merseyside. There was an expectation that when Wirral Evolutions was established it would diversify and grow the business, increase activity, achieve economies and diversify its customer base, so that it was not solely depending on Council funding to enable it to be financially sustainable.
- 3.2 Approximately 97% of Wirral Evolutions' income is derived from a block contract with the Council to deliver Day Services for People with a Learning Disability. The current value of this contract with the Council is £5.015m for 2021/22. In normal circumstances the company also generates some additional vocational income which was forecasted to be £150,000 on its recent draft Annual Business Plan.
- 3.3 The Company occupies headquarters and delivery premises which are leased from the Council and buys back support services from the Council under an informal Service Level Agreement.
- 3.4 A shareholder agreement was agreed when the company was established which sets out how the parties have agreed to manage the affairs of the Company.

#### **4.0 FINANCIAL IMPLICATIONS**

- 4.1 There are no financial implications directly arising from the subject matter of this report.

#### **5.0 LEGAL IMPLICATIONS**

- 5.1 Wirral Evolutions was established with the appropriate Certificate of Incorporation for a Private Limited Company with associated articles in December 2015. The shareholder agreement was agreed on the formation of the company.
- 5.2 Wirral Council does not have a legal duty to provide day services but does have a legal duty to meet the assessed needs of adults requiring care and support.

#### **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

- 6.1 There are no direct implications to staffing, ICT or Assets arising from the subject matter of this report.

#### **7.0 RELEVANT RISKS**

- 7.1 Without a detailed Annual Report the Council as sole shareholder does not have a clear set of evidence to monitor the performance and effectiveness of the Company generally and in particular against the Shareholder Agreement, the Annual Plan, the Company's Corporate Strategy 2020/25. As such it currently has difficulty in making judgements on the company as an effective delivery model for discharging the Council's legal duty to meet the assessed needs of adults requiring care and support and whether the company is a viable going concern.
- 7.2 There is a reputational risk for the Council over the performance of its wholly owned company.
- 7.3 A comprehensive Annual Report is an important tool in mitigating these risks.

#### **8.0 ENGAGEMENT/CONSULTATION**

- 8.1 The Annual Report was developed in house by Wirral Evolutions Limited without reference to officers of the Council.

#### **9.0 EQUALITY IMPLICATIONS**

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.
- 9.2 There are no direct equality implications arising from the subject matter of this report.

## 10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS

10.1 There are no direct environment and climate implications arising from the subject matter of this report.

**REPORT AUTHOR:** Steven Krempel, Senior Solicitor  
email: stevenkrempel@wirral.gov.uk

## APPENDICES

Appendix 1 – Wirral Evolutions Annual Report

## BACKGROUND PAPERS

Shareholder Agreement

## SUBJECT HISTORY (last 3 years)

Council Meeting	Date

# Annual Report 2020-2021



*'Celebrating a year of progress, impact and achievements'*



Enriching Lives of People with Disabilities & Maximising Potential

#Page53 Livelt

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# WELCOME

2020-2021 has been an unprecedented year, operating front line services for the most vulnerable adults with a learning disability, within an unknown global pandemic – **our response was and will continue to be exceptional** - placing the people we support and our workforce safety and wellbeing at the heart of everything we do.

## Highlight of our Covid-19 response included:-

- ✓ Produced a rigorous and comprehensive '[WE remobilisation essential criteria](#)' which was approved by WE board and Wirral Council in August 2020
- ✓ Successfully reopened all locations, in compliance with the 'criteria' to support approx. 300 people we support in a safe environment, whilst operating an alternative week provision to accommodate the social distancing requirements
- ✓ Responded promptly and effectively with two Covid-19 cluster outbreaks resulting in two locations closing. This was in accordance with '[WE escalation process for closure](#)' in the event of an Covid-19 cluster outbreak or national lockdown
- ✓ Continued to use technology to reduce social isolation and maintain strong governance arrangements
- ✓ Provided a team of dedicated Mental Health Advisors to support the workforce when needed
- ✓ Maintained strong communications with all our workforce and stakeholders within the WE Family
- ✓ Produced easy read documents to support the physical and mental wellbeing of the people we support with complementary updates through a dedicated web page [Wirral Evolutions coronavirus updates](#)
- ✓ Responded effectively and efficiently to all national Covid-19 lockdown and reverted to WE outreach programme
- ✓ Offered all the workforce access to take up the Covid-19 vaccination, of which approx. 90% of the workforce took up the offer
- ✓ Introduced regular Covid-19 testing for the workforce
- ✓ Maintained quality standards and assurance across the service in accordance with WE Quality Framework
- ✓ Provided compliance information to Wirral Council on all matters relating to the contract
- ✓ 78% of our workforce reported, good to excellent regarding the company's response to the Covid-19 pandemic (139 respondents)
- ✓ WE supported other social care providers with resources throughout the pandemic

[Pages 13-14](#) show some of the key headlines and statistics of our response to the COVID-19 pandemic.

**Wirral Evolutions Ltd** remains committed to its [mission, vision, values and outcomes](#) and its [Business Strategy 2020 - 2025](#) continues to evolve in the markets in which adult social care operate and change. As **WE** develop and mature, our key focus over the next financial year will be:-

- ✓ To continue to respond and operate day services within a Covid-19 safe environment
- ✓ To provide high quality provision of service to all the people we support by redesigning and investing in the workforce as needed
- ✓ To commence the modernisation and rationalisation of day service provision into the heart of the community
- ✓ To strive to be the provider of choice by improving innovation, market positioning and a culture of growth
- ✓ To maintain strong partnerships and governance that contribute to our company vision, mission and values

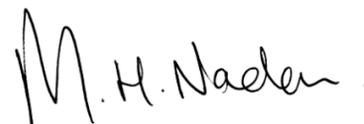
Whilst the list above is not exhaustive, the content of our annual report demonstrates a rich variety of statistical and impactful case studies which we hope you will enjoy reading.

Thank you for taking the time and helping us celebrate a year of progress, impact and achievements.



**Jean Stephens**  
Managing Director

Best wishes



**Mike Naden**  
Chair

# WHO WE ARE



# WHO WE ARE

## Our Foundations

**Wirral Evolutions Ltd** was incorporated in 2015 as a private company limited by shares and trading as a Local Authority Trading Company (LATCo) on behalf of Wirral Council, to provide personalised Day Services and experience for adults with a wide range of learning and physical disabilities.

By placing the people we support at the heart of everything we do, we work hard to ensure that our service delivery is of the highest quality, enabling greater outcomes and benefits for the people we support. Our work ensures that:

- ✓ There is a focus on Physical and Mental Health, to enrich the lives of the people we support
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- ✓ Creative expression, through arts, pottery, crafts and music
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- ✓ Advisory and Advocacy support including travel, health and housing

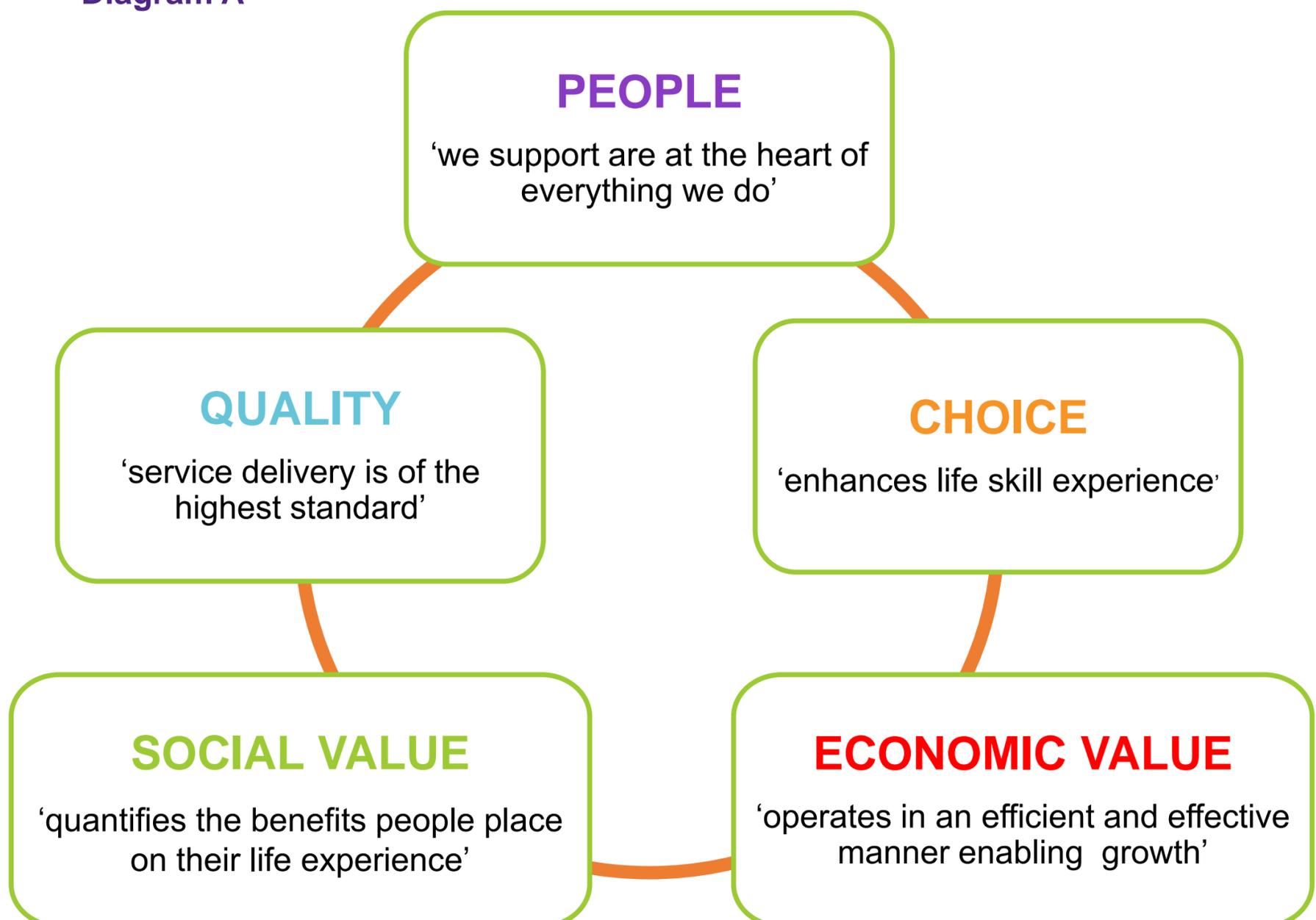
# WHO WE ARE

## Our Guiding Principles

To ensure long term continuity and success for the largest provider of adult day care services for people with learning and physical disabilities across Wirral, the company subscribes to a set of 'Guiding Principles' that underpins [Our Business Strategy 2020 – 2025](#) . In doing so our business strategy enables purposeful value for the people we support, shareholder, commission, stakeholders and community partners.

Through **personalisation**, **collaboration** and **supported pathways** our 'Guiding Principles' illustrated in diagram A below will ensure:-

Diagram A



# OUR STRATEGY



# OUR STRATEGY

## Vision

To enable the people we support to have choice and exercise control over their own lives

## Mission

Working together to inspire lives, remove barriers and widen horizons for the people we support

## Values & Beliefs

Personal  
Integrity  
Quality  
Openness  
Accountable  
Collaborative

## Purpose

We enrich the lives and opportunities of people with learning and physical disabilities through maximising their personal potential

## OUTCOMES & BENEFITS

LIVES  
ENRICHED

WELLBEING  
IMPROVED

INDIVIDUAL  
DEVELOPED

COMMUNITY  
INTEGRATED

# OUR GOVERNANCE



# OUR GOVERNANCE

## Our Ways of Working

Wirral Evolutions Ltd is a private company limited by shares, registered in England and Wales, no. 09589953, trading as a Local Authority Trading Company (LATCo) on behalf of Wirral Council.

**The Board of Directors** operate in accordance with the requirements of the Shareholder Agreement, the Memorandum and Articles of Association and Governance Framework. The board meets formally a minimum of ten occasions annually, together they review and ensure the company is on track to meet its objectives and in accordance with the company's comprehensive [Governance Framework](#).

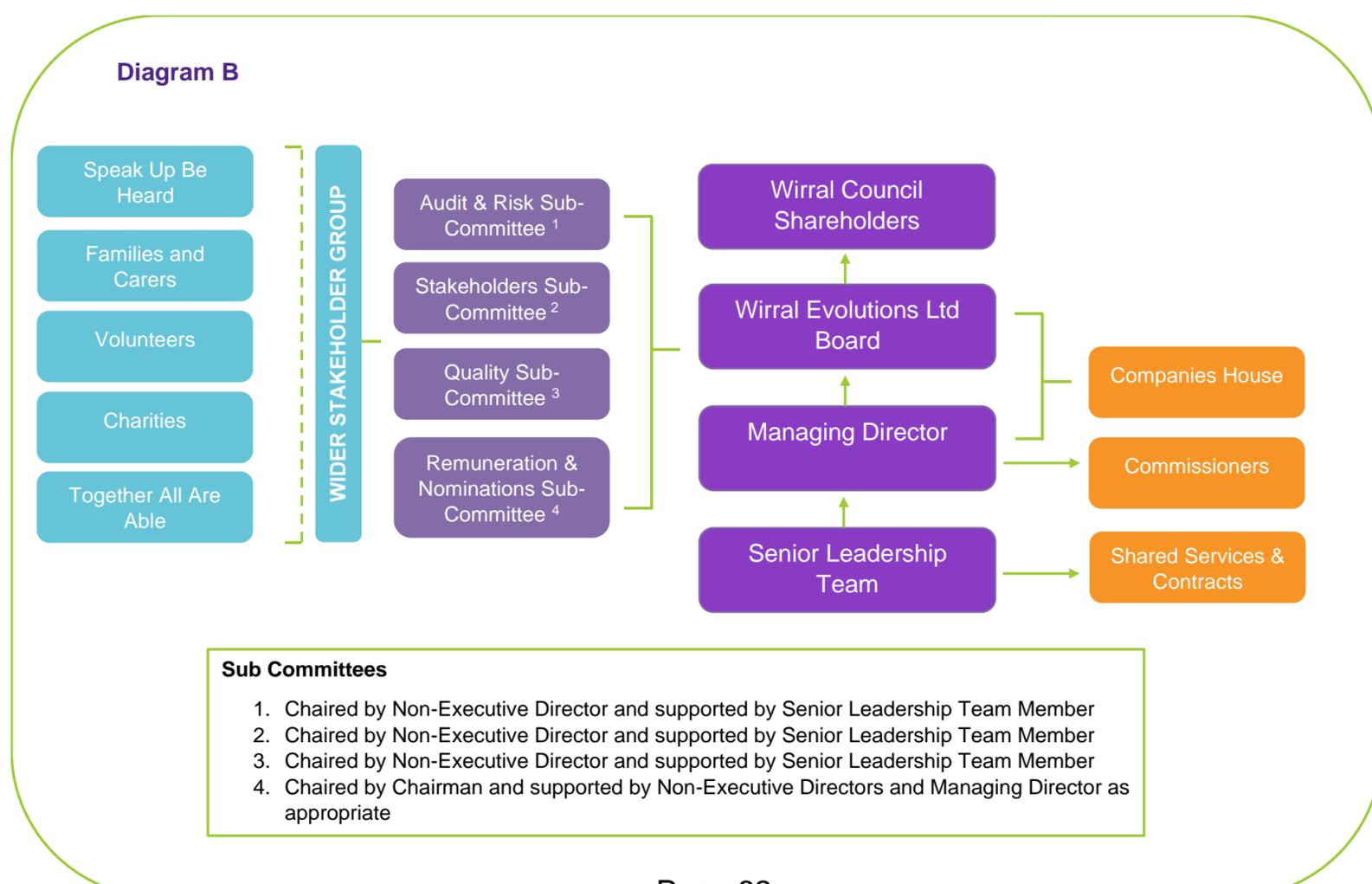
The board currently comprises of 4 directors, of which, 3 are Non-Executive roles (Chair, Audit and Social Care) and 1 Executive role (Managing Director) and adhere to the [Board of Director's Handbook](#)

The prime responsibility of the board is to set the direction of travel for the company in terms of strategy, performance, quality standards, human resources, audit and risk, improvement and mentoring. The board is supported by sub committees as a vehicle for engagement, communications, scrutiny and assurance, the diagram below sets out the relationships and accountability between the Shareholder, the Board, Executive Team and other significant Stakeholders.

The board provides its own internal company secretary function in compliance with company law.

**The Executive Leadership Team** consists of 4 members: Managing Director, Finance Manager, Operations Manager and Quality Manager.

**Diagram B** below sets out the relationships and accountability between the Shareholder, the Board, Executive Team and other significant Stakeholders



# OUR BOARD OF DIRECTORS

## **Mike Naden, Chair**

Mike has a broad range of experience as a result of roles within banking, Finance, Retail, Utilities and Engineering. He is an accomplished and experienced business expert who has significant management experience at a senior level. Mike also holds a non-executive role at the Ministry of Defence. Mike was appointed as Chair in November 2017.



## **Lisa Knight, Non-Executive Director**

Lisa has a clinical background in mental health care and over 20 years' experience of working with the public and voluntary sector within health and social care. She is the Chair of Relate Cheshire, Merseyside & Greater Manchester, a Teaching Fellow at Lancaster University and a Non-Executive Director for St Helens & Knowsley NHS Trust.

## **Pam Williams, Non-Executive Director**

Pam has a degree in Economics and is a qualified accountant and member of the Chartered Institute of Public Finance and Accountancy. Prior to her retirement in 2015, she had over 20 years experience operating at Board level in a wide range of local authorities, most recently as Executive Director of Finance at Tameside Metropolitan Borough Council. Pam also holds Non Executive Director and Audit Committee Chair positions with Mersey Care NHS Foundation Trust and Muir Group Housing Association.

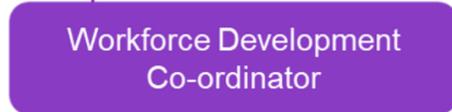


## **Jean Stephens, Managing Director**

Jean has been Managing Director at Wirral Evolutions Ltd since February 2019. She has over 25 years of experience operating as a Chief Executive and at Board level within the Public, Voluntary and Commercial sectors. Qualified in leadership, management and marketing, Jean brings innovation, excellent organisational skills and a confident persuasive leadership style.

# STAFFING STRUCTURE

## Our People



**Notes:**

-  Denotes Executive Leadership Team
-  Responsible for Team Leaders, Service Co-ordinators, Service Support & Volunteers at the locations
-  Denotes Business Support Functions

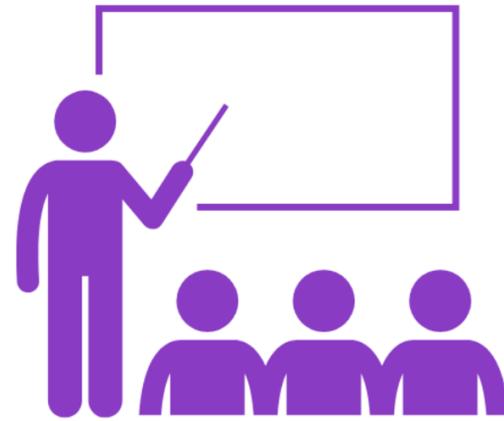
# HEADLINE STATISTICS AND IMPACT



# OUR RESPONSE TO COVID-19: HIGHLIGHTS

3,897

Hours of staff training delivered



11

Easy Read documents/guidance produced

120

Members in the Wirral Evolutions Community Facebook Group



51

Members in the Wirral Evolutions Staff Facebook Group



78%<sup>1</sup>

Of the workforce reported a good to excellent response from Wirral Evolutions to the COVID-19 pandemic over the last 12 months

# OUR RESPONSE TO COVID-19: HIGHLIGHTS

## People We Support

6695

Welfare telephone/video calls delivered to people we support, their parents/carers by our workforce in



70,109<sup>1</sup>

Enrichment activities hours provided in-centre for those identified as most vulnerable

4,380

Volunteer hours provided



9

Speak Up Be Heard meetings held (via Zoom)

# HEADLINES: PEOPLE

## People We Support

Providing a high quality provision to all people we support

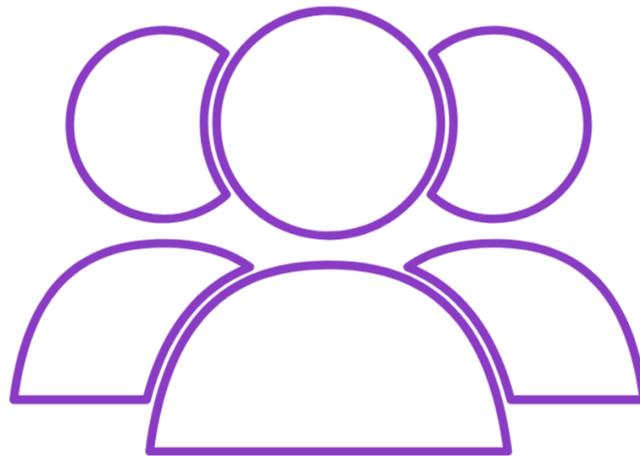
**70,109**<sup>1</sup>

hours of enrichment/life skills activities and personal care provided



**7**

People we support gaining qualifications -  
4 Level 1 and 3 Level 2



**100%**

of personalised outcome plans quality assured



AVERAGE OF

**365**

People with disabilities supported through enriched activities

1. Data extrapolated from 4 week snapshots = total of week x 12

# PEOPLE

## BL's Story

### Why BL needed our support

- ✓ BL has a Learning Disability and Autism. He had not visited his GP since the age of four and was invited for a Covid-19 vaccination
- ✓ Both him and his mum were extremely worried and anxious about receiving the Covid-19 vaccination and requested additional support for him throughout the vaccination process

### Steps taken to support BL

- ✓ BL was referred to the appropriate health team and social workers
- ✓ BL was provided with Easy Read guide to receiving the Covid-19 vaccination, explaining what would be involved
- ✓ Staff engaged and communicated providing ongoing reassurance to BL and his mum throughout the process
- ✓ Staff talked to BL via Zoom sessions about what would happen at the vaccination centre to help him understand and overcome his fears
- ✓ BL's Keyworker supported BL to prepare in advance for appointments, and attended appointments with him

### The difference made

- ✓ During the referred visits from the community nurse at the location and at home, BL felt much more reassured and less anxious as he had a greater understanding of the vaccine process
- ✓ A Social Worker was able to liaise with BL regarding annual health checks to ensure his wellbeing is improved
- ✓ BL mum anxiety was reduced and her mental wellbeing was supported
- ✓ BL confidence increased, enabling him to make the decision to get the vaccine himself
- ✓ BL was positive and was able to talk about the vaccine with other peers
- ✓ BL had his vaccine in March 2021 – he was calm, relaxed and happy prior, during and post vaccine (and so was his mum)

'B's mum said that she could not believe that he had the vaccine and was pleased he was so relaxed. She thanked staff for their support'

#OneLifeLetsLiveIt

# PEOPLE

## SE's Story

### Why SE needed our support

- ✓ SE lives in supported living with staff support at all times
- ✓ She enjoys the variety of home life and attending day services
- ✓ When the day services were closed due to COVID-19 she missed the activities and social interaction
- ✓ SE was also concerned about her physical health while in lockdown as she had been working hard to eat well and exercise before the pandemic

### Steps taken to support SE

- ✓ Staff called SE on a regular basis to chat to her about what she was doing at home, providing reassurance and guidance on healthy eating and physical activities options in the home and keeping her informed of each stage of the lockdown
- ✓ Before returning to the day services, staff explained any changes that would be in place to SE to minimise her anxiety
- ✓ Staff provided SE with up to date information about local leisure centres and explained that they would not be open for some time due to the pandemic, explaining the importance of local and government guidance to SE
- ✓ On return to the service, staff encouraged SE to take part in new activities in place of attending the local leisure centre, which remained closed

### The difference made

- ✓ Regular phone calls were made from the staff which enabled SE to feel supported and connected, reducing her feeling of isolation during the lockdown period
- ✓ SE felt reassured and had a greater understanding of why the changes to the new schedule that was offered to her when she returned to the service
- ✓ Smaller groups enriched SE wellbeing enabling her confidence to grow resulting in her being more engaged and interaction with her peers and staff in her service
- ✓ SE enjoyed a variety of new activities, developed new skills enabling her self esteem to improve and be more open to engaging in new opportunities

'SE is very glad to be back at the centre. She hopes the centre does not close again but understands the government guidelines'

# PEOPLE

## MP's Story

### Why MP needed our support

- ✓ MP came to Wirral Evolutions in February 2021 and when referred to us, she had no existing provision in place
- ✓ MP lives with family and was unable to access the bath/shower
- ✓ MP was in desperate need of physio input following an operation as her mobility had deteriorated and she was suffering from ongoing pain
- ✓ Her mental health was also suffering because of her deteriorating physical health

### Steps taken to support MP

- ✓ Staff liaised with the social work team to arrange taster sessions for MP
- ✓ MP was offered a 5 day service following the taster sessions
- ✓ MP was referred to a physiotherapist
- ✓ Input was requested from the SALT team for guidance around food/fluids and weight, and also for a communication aid
- ✓ Staff supported MP to have a shower each day
- ✓ Staff signposted MP's parents to other organisations for support around wheelchairs and support appliances

### The difference made

- ✓ Daily physio helped MP improve physically and build core muscles
- ✓ The physio sessions also helped MP gain some confidence and increased her independence
- ✓ The support from staff to shower helped maintain MP's wellbeing and dignity
- ✓ MP has improved wellbeing due to the resources that have been put in place
- ✓ Being in a stimulating environment has aided MP's wellbeing and inclusion
- ✓ MP has been enjoying new experiences and has built new friendships
- ✓ MP's independence and choice has been promoted
- ✓ Staff have built on and adapted their own skills to help support MP and break down barriers

'Everyone has gone above and beyond to help and have been extremely accommodating' – MP's parent

#OneLifeLetsLiveIt

# PEOPLE

## Supported Pathways Pilot

**Wirral Evolutions Ltd Supported Pathways Pilot** (known as 'The Pathways Pilot') was established in 2019. The purpose was to evaluate the impact of supporting a small cohort of people in our services with learning disabilities and enable their journey to become more independent through alternative activities, gaining qualifications and accessing local community volunteer/employment opportunities.

The Pathways Pilot was underpinned by the below strategies and plans:-

- ✓ [Wirral Evolutions Ltd Strategic Framework 2025](#)
- ✓ Wirral Evolutions Annual Plan 2019 - 2020
- ✓ Healthy Wirral Plan 2019 - 2020
- ✓ Wirral Council 2020 Pledges - Pledge 5: People with disabilities live independent lives
- ✓ The [Open Awards](#) scheme

[A framework was created for the Pathways Pilot](#), which focused on four distinct areas. They included: -

- ✓ **Scoping & Aspirations** – understanding the needs, motivations and desires of the people we support
- ✓ **Upskilling** – enabling skills development and confidence for both the people we support and the workforce
- ✓ **Pathway Delivery** – identifying opportunities and maximising partnership working to enable a successful pathway outcome
- ✓ **Impact** – demonstrating the value and difference made for the people we support

Within each distinct section; milestones, timescales, performance indicators and outcome measures were identified.

**Read the full  
impact report**



# PEOPLE

## Workforce Survey: Paid Staff

Supplying a qualified and motivated workforce



142 people responded to the survey, which is a return rate of 95%



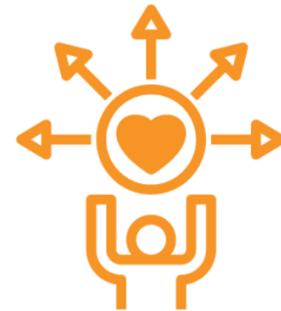
NPS Score of 22 - when asked how likely they are to recommend a company to their friends and family<sup>1</sup>



73% of respondents said they feel valued in their role<sup>2</sup>



82% of respondents said they feel they have the opportunity to feedback and help shape the support provided



79% of respondents said they were satisfied with the opportunities for training and development, with a further 11% of respondents saying they were 'delighted'



## Wellbeing Score<sup>3</sup>



1. The total NPS score is calculated by subtracting the percentage of detractors from the percentage of promoters – It is an absolute figure between -100 and 100
2. % of respondents who answered 'Mostly Valued' or 'Completely Valued'
3. To assess the wellbeing of respondents we used the recognised Short Warwick Edinburgh Mental Wellbeing Scale (SWEMWBS) which was developed to enable the monitoring of mental wellbeing in the general population and the evaluation of projects, programmes and policies which aim to improve mental wellbeing

# PEOPLE

## Staff Survey <sup>1</sup> – Feedback Highlights <sup>2</sup>

Supplying a qualified and motivated workforce

Being involved with stakeholder groups, especially with people we support and watching them develop and encouraging them to plan and develop their own services

Generally the staff teamwork approach to wellbeing and seeing the enjoyment on the faces of people we support. It is rewarding to provide a fun and fulfilling day

Providing support to people in smaller groups has had a positive impact on their health and wellbeing

Feeling useful in a time of need

Managers have been excellent with support

Working in smaller groups and the impact this has had on the people we support and the team. This has improved quality of the service.

How we have dealt with the current pandemic and being able to offer a service to the people we support has been a great achievement. The organisation should be proud of this.

1. Only staff survey was carried out due to COVID-19 restrictions  
2. Staff survey 2020/2021 carried out February 2021

# PEOPLE

## Volunteers



**4,380<sup>1</sup>**

Volunteer hours given

Which equates to

**£65,086.80<sup>2</sup>**



**4**

Volunteer Action  
Group meetings  
held

**20%**

Volunteers still  
active in the  
services during  
COVID-19



1. Volunteering hours based on average of 3.5 hours per day  
2. £14.86 per hour based on ONS figures and 59 volunteers providing services

# PEOPLE

## Volunteers – Oakenholt Garden Project

Three years ago Oakenholt started a group called ‘Mowers and Growers’ to improve the garden spaces around the centre.

Parents, carers and volunteers have been giving their time to work on the grounds at Oakenholt and create a beautiful garden space for the centre. As well as making the grounds pleasant to look at, it has given people we support an opportunity to learn about horticulture. Some of the people we support who have worked on the garden have been able to gain a recognised [Open Awards](#) qualification.

In 2020, the centre entered the [Wirral In Bloom](#) competition and were proud to be awarded a high score.

Since lockdown regulations have lifted, those working on the garden have been weeding and preparing the garden for planting in the warmer months. The team have a huge sense of pride in the work they have been doing.

The project has brought different people connected to the centre together and created a sense of community despite the restrictions of the COVID pandemic. Come rain or shine, the volunteers give their time to this rewarding project.

‘It’s good for the centre, and good for those attending the centre. I’m proud to be associated with it’

‘Those that work together learn together’

‘We couldn’t do this without the help of the local community and everyone has been so dedicated come rain or shine’



# PLACE & PARTNERSHIP WORKING

## No Child Goes Hungry – October 2020

In October of 2020, Wirral Evolutions joined like-minded organisations across the Liverpool City Region to help feed local disadvantaged children during the half term.

Our catering and hospitality locations, Best Bites and Willow Bank, which is run by people we support worked in partnership with Neo community charity and committed to provide up to 50 healthy and nutritional free lunch boxes per day to children in need across Wirral.

The people we support worked to prepare the pack lunches each day ready to be distributed in the local community by Neo. This work was divided between the two Best Bites locations so people we support at each were able to contribute.

The project was also supported by donations from local people and organisations, including staff at Willow Bank and donations from Aldi in Prenton.

As well as helping support people in the local community, the people we support felt proud to be part of a local and national campaign to help others. Many of the people we support had seen and heard information about the campaign in local and national media and had discussions with staff.

The staff at Best Bites also felt proud to be part of something so positive in the local area and to contribute during a difficult time.

‘This has been the most amazing support to us and we look forward to building on our partnership. Well done and thank you to all involved’ – NEO Catering



# PLACE & PARTNERSHIP WORKING

## 2020 'Silver Linings'

At our final Board meeting of 2020 we held a virtual stakeholder session to reflect on the 'silver linings' of a difficult year. The discussion at the meeting was really valuable and brought out some amazing stories of the good things that had happened despite the pandemic.



It made such a difference to the families we support at a difficult time. Staff were really determined to make it work.



Activities have been adapted so that people can continue to enjoy them



We are so proud to be a part of Wirral Evolutions. It makes a difference every day



I have been impressed and amazed by the staff who mobilised from the beginning of this process and delivered outreach services, allowing us to deliver a service throughout the pandemic.



Everyone has worked together more collectively, and in some ways been more connected than ever before.



Through the uncertainty we have pulled together to give the best we can offer the people we support and have moved forward with positivity



We have been so impressed and proud of the strength of character that has been shown by everyone.



The people we support are our greatest asset, their personal outcomes and safety have been at the forefront - we should all be proud of what we have achieved this year.



3 people who regularly attend Speak Up Be Heard are now going on to do further self-advocacy training, which is a huge achievement



# PROFILE

## Communication & Marketing Framework 2020-2021

Working to be the provider of choice

### The Challenge

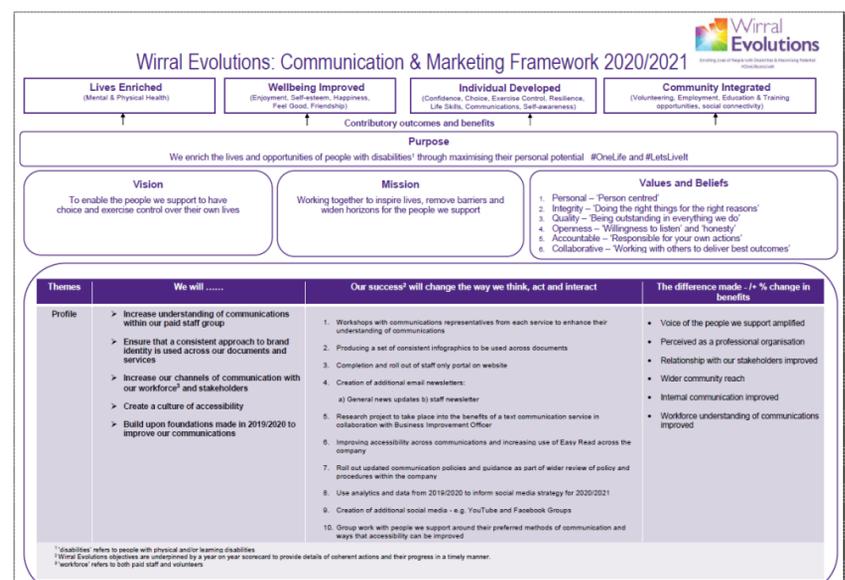
- ✓ To increase understanding of communications within our paid staff group
- ✓ Ensure that a consistent approach to brand identity is used across our documents and services
- ✓ Increase out channels of communication with our workforce and stakeholders
- ✓ Create a culture of accessibility
- ✓ Build upon foundations made in 2019/202 to improve our digital communications

### Steps taken

- ✓ Two Facebook community groups created during the first COVID19 lockdown
- ✓ WE Matter electronic newsletter created with updates and information
- ✓ Electronic mail list promoted to encourage more sign up for updates
- ✓ Use of Easy Read increased across the company and several documents related to COVID-19 created
- ✓ Data from 2019/2020 used to inform social media strategy
- ✓ Scheduling software used to increase frequency of social media posting
- ✓ YouTube account created
- ✓ Brand identity and guidelines used across the company
- ✓ First phase of website redesign rolled out
- ✓ Digital communication embraced during pandemic – e.g. new social media channels and use of Zoom for groups
- ✓ Digital survey carried out with paid workforce

### The difference made

- ✓ Audience has increased across social media platforms
- ✓ Interaction and engagement has increased across social media platforms
- ✓ More channels of digital communication available
- ✓ Communication with stakeholders has continued throughout pandemic
- ✓ New technologies and ways of communication embraced
- ✓ Increased accessibility for the people we support



# PROFILE

## Digital Communication

290,800  
twitter  
impressions<sup>1</sup>

twitter followers  
increased from  
233 to 370



Facebook followers  
increased from 717  
to 799

Facebook  
reach 68,294<sup>2</sup>

2 new Facebook  
community groups  
created



13,161 visits to  
Wirral Evolutions  
website

Programme of  
website  
improvements  
started



1. twitter impressions show how many total times people have seen your tweets – previous year 170,007  
2. Reach is the number of unique people who saw your content – previous year 33,365

# FINANCIAL HEADLINE

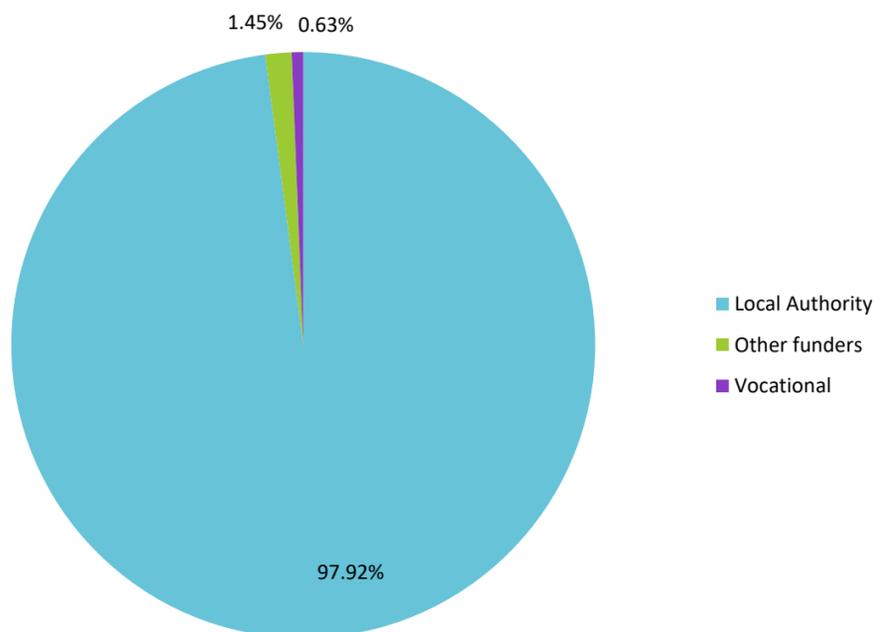
## Summary of financial statement for year ending 31<sup>st</sup> March 2021

### Introduction

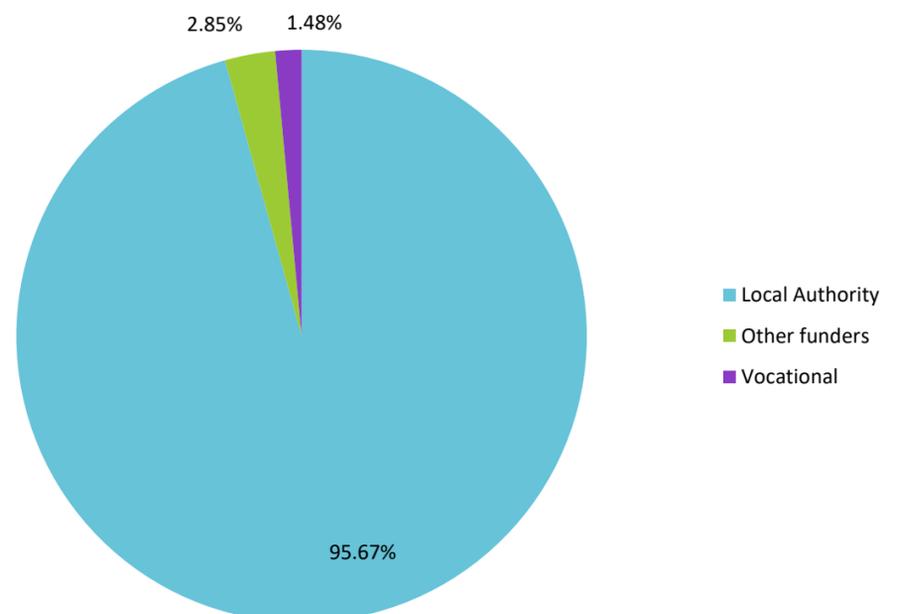
Wirral Evolution is a Living Wage employer, as a service company the majority of costs are payroll costs.

Support services such as IT, HR etc are procured through the Council in the Buy Back services. The buy back services are monitored and discussions are held with the Council to ensure we receive value for money.

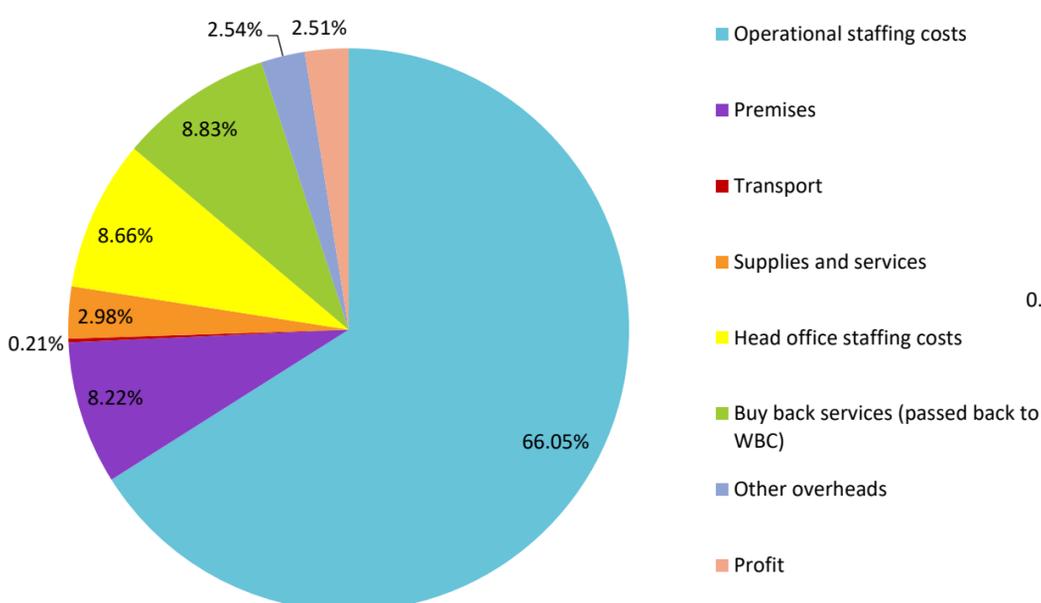
**Actual Income 20/21**



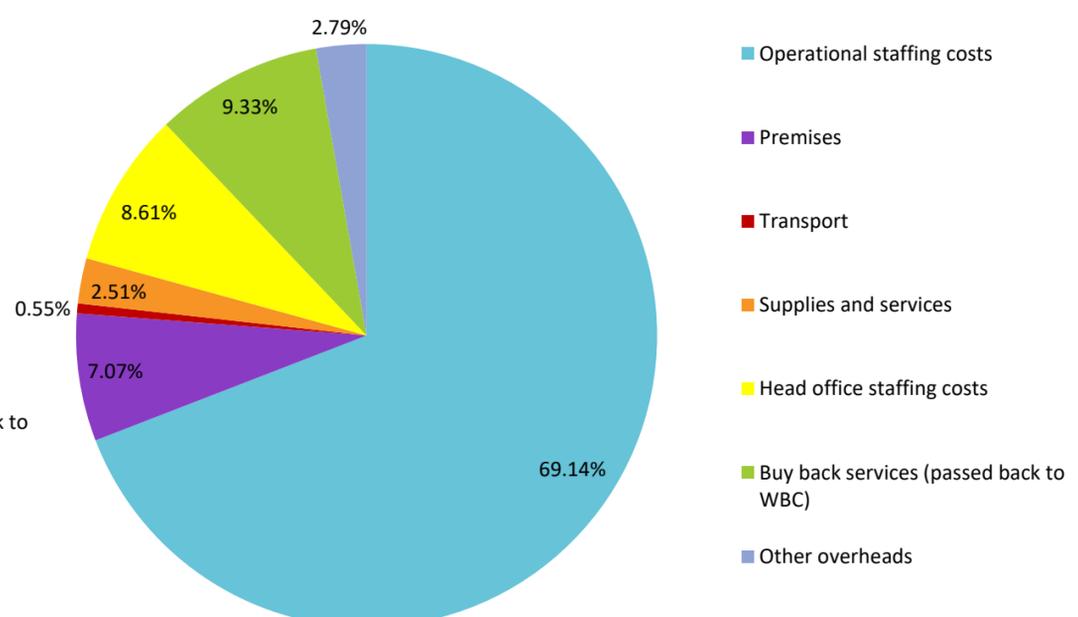
**Budget Income 20/21**



**Actual Expenditure 20/21**



**Budget Expenditure 20/21**



NOTE - Income and expenditure has been restated to remove the pension strain pass through transaction back to Wirral Council

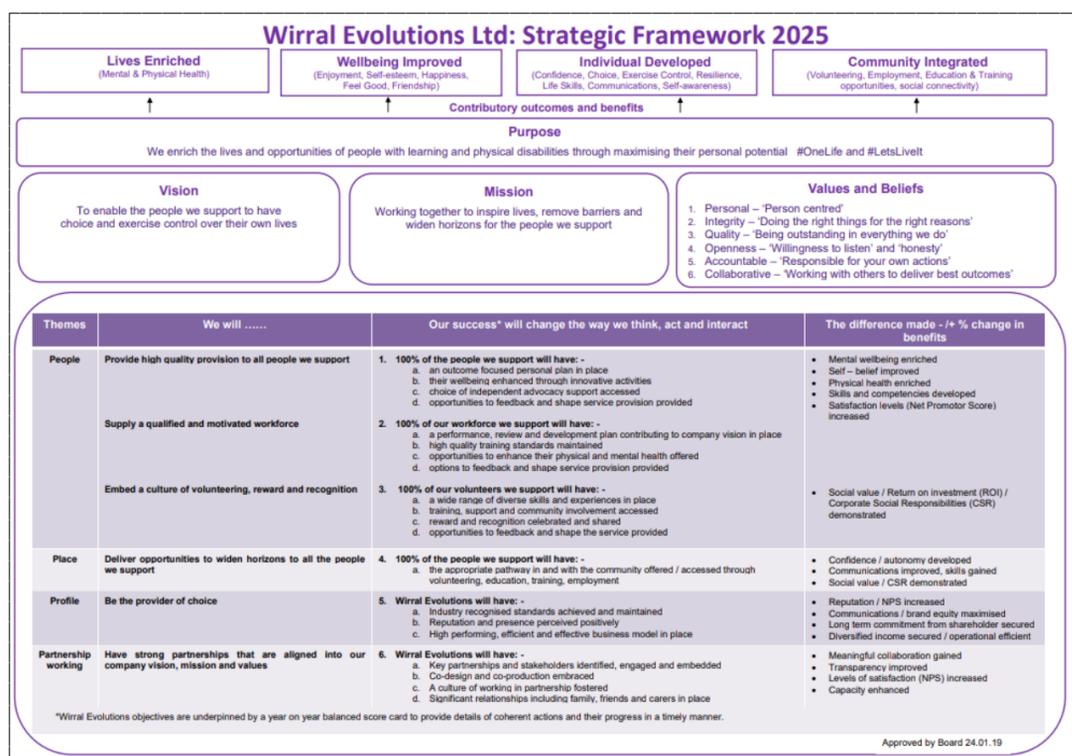
# STRATEGIC PRIORITIES 2021-2022



# STRATEGIC PRIORITIES 2020-2021

Wirral Evolutions Ltd remains committed to its [mission, vision, values and outcomes](#) and its [Business Strategy 2025](#) continues to evolve in the markets in which adult social care operate and change. As **WE** develops and matures, our key focus over the next financial year will be:-

- ✓ To continue to respond and operate day services within a Covid-19 safe environment
- ✓ To provide high quality provision to all the people we support by redesigning and investing in the workforce as needed
- ✓ To commence the modernisation and rationalisation of day service provision into the heart of the community
- ✓ To strive to be the provider of choice by improving innovation, market positioning and a culture of growth
- ✓ To maintain strong partnerships and governance that contribute to our company vision, mission and values



#OneLifeLetsLiveIt

# THANK YOU

On behalf of Wirral Evolutions Ltd, we would like to say a **BIG THANK YOU** to all our supporters:

People we support  
Parents, carers and families  
Our workforce and volunteers  
Together All Are Able  
Local charities and organisations  
Wirral Evolutions Ltd Board members  
Wirral Borough Council  
The communities around our settings

*'Together we enable the people we support to have choice and exercise control over their own lives'*



**WIRRAL  
EVOLUTIONS LTD**  
  
**2020-2021**



# CONTACT US

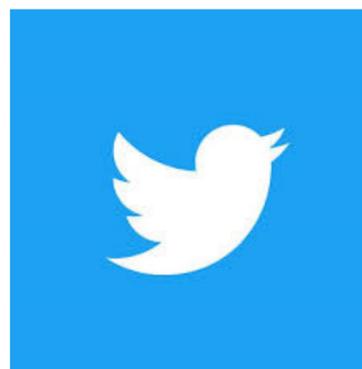
## **Wirral Evolutions Ltd**

The Grange, Grove Road, Wallasey, CH45 0JA

**E:** [admin@wirralevolutions.org](mailto:admin@wirralevolutions.org)

**T:** 0151 637 2030

**W:** [wirralevolutions.org](http://wirralevolutions.org)



**YOUR FEEDBACK  
MATTERS**

Produced by Wirral Evolutions Ltd  
2021

All photographs in this report are the property of  
Wirral Evolutions Ltd



Enriching Lives of People with Disabilities & Maximising Potential  
#OneLifeLetsLiveIt



## SHAREHOLDER BOARD

Tuesday 1 September 2021

<b>REPORT TITLE:</b>	<b>WIRRAL EVOLUTIONS – NON-EXECUTIVE DIRECTORS’ SALARY AND SERVICE COMMITMENT REVIEW</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF RESOURCES</b>

### REPORT SUMMARY

The Shareholder Board is responsible for reviewing the ‘Reserved Matters’ set out in the Shareholders’ Agreement entered into in respect of Wirral Evolutions Limited, a company wholly owned by the Council.

Wirral Evolutions Limited is seeking consent to increase the remuneration of a non-executive director and increase the remuneration and number of contracted remunerated days of the Non- Executive Chair of the board.

This matter affects all wards within the Borough.

This matter is not a Key Decision.

### RECOMMENDATION/S

The Shareholder Board is recommended to:

- (1) decline the request for remuneration increases for the Non-Executive Director and the non-executive Chair of Wirral Evolutions Limited; and
- (2) decline the request for an increase in contracted remunerated days for the Non-Executive Chair of Wirral Evolutions Limited.

## SUPPORTING INFORMATION

### 1.0 REASON/S FOR RECOMMENDATION/S

- 1.1 The recommendation not to sanction the salary increases reflects Council and national policies in respect of the remuneration of most public employees, and the Council's concerns regarding the financial uncertainties facing the company and the council.
- 1.2 The recommendation not to accede to the request for additional remunerated days for the Non-Executive Chair is made because it is felt that that suitable time management strategies can be deployed to achieve the necessary effect without any increase in remunerated days.
- 1.3 It is considered that sanctioning either or both requests would be insensitive during the current circumstances and in the context of proposals to change terms and conditions of the workforce of Wirral Evolutions Limited.

### 2.0 OTHER OPTIONS CONSIDERED

- 2.1 Paying the increased amounts and/or sanctioning the increase in remunerated days. These are not considered appropriate for the reasons set out in Paragraphs 1.1 to 1-3 above.

### 3.0 BACKGROUND INFORMATION

#### Remuneration for Directors

- 3.1 Wirral Evolutions has submitted a justification for the increases in the remuneration for the for the Non-Executive Director (attached to this report as Appendix 1) and a justification for the increase in the remuneration and remunerated days of the Non-Executive Chair (attached to this report as Appendix 2).
- 3.2 The proposal from the Company is to increase the daily rate for Non-Executive Directors Pay as follows

Role	Current remuneration	Annual Salary cost	Proposed remuneration	Annual Salary	Difference
Non-Executive Chair	£685 per day (+ pension)	£23,975	£740 per day (+ pension)	£25,900	£1,925
Non-Executive Director Chair of Audit & Risk Committee)	£400 per day (+ pension)	£8,000	£430 per day (+ pension)	£8,600	£600

- 3.3 The rationale for the increase in the remuneration is based on it being a cost of living inflation increased for the past 3 years applied in line with the Wirral Evolutions workforce.

#### Increase in remunerated days for Non-Executive Chair

- 3.4 The Company has set out the case for an increase from 35 to 40 days per year for the Non-Executive Chair role to meet the needs of the company, now and for the future as follows:

- 12 days chairing monthly board meetings;
- 6 days (12 x 0.5 days) board meeting administration and reviewing of papers
- 3 days board effectiveness and strategy development sessions;
- 5 days Keeping in Touch / review meetings with the Managing Director;
- 4 days other Non Executive Director reviews (6th monthly and annually);
- 5 days stakeholder management support; and
- 5 days business development support (funded outside the commissioned block contract)

3.5 Based on the current day rate the increased cost to the Company of additional days would be £3,425

3.6 Based on the proposed day rate set out above, the increased cost to the Company of additional days would be £3,700

3.7 The intended days listed are prescriptive and may require flexibility within the total days' allocation.

3.8 The Company also noted that in real terms, 40 days is significantly less than the Non-Executive Chair has worked in previous years due to the challenges the company has faced. In 2018-2019 this was 68.5 days (the increase was not remunerated it was given voluntary. However, this could not continue and through identified needs of the company, 40 days is considered sufficient.

#### **4.0 FINANCIAL IMPLICATIONS**

4.1 There are no direct financial implications arising as the increased funding required is stated to arise from 'additional resources secured by the company outside the Wirral Council block contract'. There is however little evidence of any such funding being forthcoming historically and details of future possibilities have yet to be received. Similarly, there is a danger that funding provided to support the Council's contractual requirements may be used to support these costs. There is potential for increased financial pressure would be exerted on the Council if sources of external funding could not be obtained to offset these increases.

#### **5.0 LEGAL IMPLICATIONS**

5.1 The reserved matters set out in the Shareholder's Agreement entered into between the Council and the Company require at clause 39.25 the Council to:-  
'agree the remuneration of Directors (including redundancy and performance related pay). '

#### **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

6.1 There are no direct implications to staffing, ICT or Assets.

#### **7.0 RELEVANT RISKS**

7.1 The Company's ability to operate effectively may be compromised if the Non-Executive Director and Non-Executive Chair decide not to renew their contracts and suitable replacements cannot be found promptly.

#### **8.0 ENGAGEMENT/CONSULTATION**

8.1 There have been no discussions between the Council and Company relating specifically to these applications.

## 9.0 EQUALITY IMPLICATIONS

9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.

9.2 There are no direct equality implications.

## 10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS

10.1 There are no direct environment and climate implications.

### REPORT AUTHOR:

**Tony Williams**     **Assistant Director of Human Resources and Organisational Development**  
email: [tonywilliams@wirral.gov.uk](mailto:tonywilliams@wirral.gov.uk)

### APPENDICES

Appendix 1: Wirral Evolutions' justification for the increases in the remuneration for the for the Non-Executive Director

Appendix 2: Wirral Evolutions' justification for the increase in the remuneration and remunerated days of the Non-Executive Chair.

### BACKGROUND PAPERS

Shareholder Agreement.

Council Meeting	Date

Appendix 1: Wirral Evolutions' justification for the increases in the remuneration for the for the Non-Executive Director

Appendix 2: Wirral Evolutions' justification for the increase in the remuneration and remunerated days of the Non-Executive Chair.



# Wirral Evolutions

Enriching Lives of People with Disabilities & Maximising Potential

#OneLifeLetsLiveIt

Nature of the report	CONFIDENTIAL ITEM
To	Steven Krempel - Wirral Council Shareholder Representative
From	Jean Stephens, Managing Director, Wirral Evolutions
Date	14 <sup>th</sup> November 2020
Purpose of the report	To seek approval to re-appoint a Non-Executive Director (Chair of Audit & Risk Committee) role for a 2 <sup>nd</sup> term of 2.5 years from 1 <sup>st</sup> February 2021 to 30 <sup>th</sup> September 2023
Name of Non-Executive Director	Pam Williams
Details of the duties discharged	Audit and Risk – see letter of appointment section 3
Current salary and benefits	<ul style="list-style-type: none"> <li>• £400 per day up to 20 days per year</li> <li>• Total cost to the business £8,000 + mileage per annum</li> </ul>
Proposed salary and benefits	<ul style="list-style-type: none"> <li>• £400 per day + inflation = £430 per day</li> <li>• Maintain contract commitment for 20 days per annum</li> <li>• Total cost to the business = £8,635 + mileage per annum</li> </ul>
Reasons for the increase	<ul style="list-style-type: none"> <li>• Cost of living inflation increase for past 3 years applied in line with Wirral Evolutions Workforce which is based on the WBC national agreement</li> </ul>
Details of any alternative's options considered, with reasons for rejection	<ul style="list-style-type: none"> <li>• A competitive and rigorous recruitment process was undertaken by Wirral Council and Wirral Evolutions for the original appointment of this Non-Executive Director in 2018. No alternative has been considered</li> <li>• Annual review has not highlighted any concerns with this appointment.</li> </ul>
Details of any consultations undertaken	<ul style="list-style-type: none"> <li>• Consultation and support were gained from the board members of Wirral Evolutions Remuneration and Nominations Sub Committee – see action notes 6<sup>th</sup> November 2020</li> </ul>

The provenance of the funds for any salary increase	<ul style="list-style-type: none"> <li>• The increase will be funded from additional resources secured by the company outside of the Wirral Council commissioned block contract</li> </ul>
Any relevant background information.	<ul style="list-style-type: none"> <li>• Non-Executive Directors letter of appointment (original)</li> <li>• Wirral Evolutions Governance Framework</li> <li>• Wirral Evolutions Articles of Association</li> <li>• Wirral Council Shareholder Agreement</li> <li>• See attached support letters</li> </ul>
Governance Implications	<p>Re-appointment the Non-executive Director (Audit &amp; Risk) will: -</p> <ul style="list-style-type: none"> <li>• Enable Wirral Evolutions to legally continue its business in accordance with the annual business and strategic plans in a proper and efficient manner and in accordance with all statutory requirements (Shareholder Agreement)</li> <li>• Retain Audit and Risk expertise within the company</li> <li>• Comply with the Shareholder Agreement Reserve Matters Clause 39.21 approval/consent required to 'enter into, or terminate any contract of an unusual or long-term nature in excess of 3 years or with a value exceeding £100000 in any financial year'</li> <li>• Provide business continuity in a period of significant change</li> <li>• Maintain the quorum for each Board meeting with a minimum of 2 Directors present</li> <li>• Remove the risk of contracts terminating at the same time in the future, improving effective succession planning and reducing the risk to the company, therefore 2.5 year term.</li> </ul>



Enriching Lives of People with Disabilities & Maximising Potential  
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Nature of the report	CONFIDENTIAL ITEM
To	Steven Krempel - Wirral Council Shareholder Representative
From	Jean Stephens, Managing Director, Wirral Evolutions
Date	14th November 2020
Purpose of the report	To seek approval to re-appoint a Non-Executive Director Chair role for a 2 <sup>nd</sup> term of 3 years from 1 <sup>st</sup> February 2021 to 31 <sup>st</sup> of January 2024
Name of Non-Executive Director	Mike Naden
Details of the duties discharged	Chair – see letter of appointment section 3
Current salary and benefits	<ul style="list-style-type: none"> <li>£685 per day up to 35 days per year = £24,000 + pension</li> <li>Total cost to the business £26,869 + mileage</li> </ul>
Proposed salary and benefits	<ul style="list-style-type: none"> <li>£685 per day + inflation = £740 per day + pension contribution</li> <li>To also increase contracted days from 35 to 40 days per annum + pension contribution</li> <li>Total cost to the business =£33,261per annum + mileage</li> </ul>
Reasons for the increase	<ul style="list-style-type: none"> <li>Cost of living inflation increase for past 3 years applied in line with Wirral Evolutions Workforce which is based on the WBC national agreement</li> <li>Increase in number of days by 5 per annum</li> </ul>
Details of any alternative's options considered, with reasons for rejection	<ul style="list-style-type: none"> <li>A competitive and rigorous recruitment process was undertaken by Wirral Council and Wirral Evolutions for the original appointments of this Non-Executive Director in 2018. No alternative has been considered</li> </ul>
Details of any consultations undertaken	<ul style="list-style-type: none"> <li>Consultation and support were gained from the board members of Wirral Evolutions Remuneration and Nominations Sub Committee – see action notes 6<sup>th</sup> November 2020</li> </ul>
The provenance of the funds for any salary increase	<ul style="list-style-type: none"> <li>The increase will be funded from additional resources secured by the company outside of the Wirral Council commissioned block contract</li> </ul>

Any relevant background information.	<ul style="list-style-type: none"> <li>• Non-Executive Directors letter of appointment (original)</li> <li>• Wirral Evolutions Governance Framework</li> <li>• Wirral Evolutions Articles of Association</li> <li>• Wirral Council Shareholder Agreement</li> <li>• See attached supporting letters</li> </ul>
Governance Implications	<p>Re-appointment the Non-executive Director (Chair) will: -</p> <ul style="list-style-type: none"> <li>• Enable Wirral Evolutions to legally continue its business in accordance with the annual business and strategic plans in a proper and efficient manner and in accordance with all statutory requirements (Shareholder Agreement)</li> <li>• Operate as the Chair of the Board and effectively lead the Board of Wirral Evolutions</li> <li>• Comply with the Shareholder Agreement Reserve Matters Clause 39.21 approval/consent required to 'enter into, or terminate any contract of an unusual or long-term nature in excess of 3 years or with a value exceeding £100000 in any financial year'</li> <li>• Provide business continuity in a period of significant change</li> <li>• Maintain the quorum for each Board meeting with a minimum of 2 Directors present</li> <li>• Remove the risk of contracts terminating at the same time in the future, improving effective succession planning and reducing the risk to the company</li> </ul>



**SHAREHOLDER BOARD**  
**Wednesday 1 September 2021**

<b>REPORT TITLE:</b>	<b>WIRRAL EVOLUTIONS GOVERNANCE WORKSHOP AND REVIEW</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF LAW AND GOVERNANCE</b>

**REPORT SUMMARY**

This report seeks approval to hold a Governance workshop with Wirral Evolutions Limited, conduct a comprehensive review of the governance of the company by the Council and present an options paper to a future meeting of Shareholder Board.

This matter affects all wards within the Borough.

This matter is not a Key Decision.

**RECOMMENDATION**

The Shareholder Board is recommended to:

1. Authorise the Director of Law and Governance to convene as soon as is reasonably practicable a governance workshop to be attended by the members of Shareholder Board, the Directors of Wirral Evolutions Limited and appropriate senior officers of the council including but not limited to the Director of Law and Governance, the Director of Adult Social Care and Public Health, Director of Resources. The purpose of the workshop is to identify and address areas of concern to the Council and Wirral Evolutions Limited regarding existing governance arrangements; and
2. Request the Director of Law and Governance, following the completion of the governance workshop session or sessions, to bring a report to the next available meeting of Shareholder Board summarising the outcome of the workshop session/s and presenting a review of the options available for the future governance of Wirral Evolutions Limited.

## **SUPPORTING INFORMATION**

### **1.0 REASONS FOR RECOMMENDATIONS**

- 1.1 To address concerns that the Council and Wirral Evolutions Limited have both expressed about the apparent lack of good quality communications between the two organisations.
- 1.2 To address concerns that the Council has:
  - (a) at the apparent reluctance of Wirral Evolutions Limited to fully adopt and observe the 7 Principles of Public Life (commonly known as the Nolan Principles) established by the Committee on Standards in Public Life and the historic reluctance of the company to offer transparency to the Council and the public around its activities; and
  - (b) about the apparent inability of Wirral Evolutions limited to secure significant third-party contracts.
- 1.3 To address concerns expressed by Wirral Evolutions Limited:
  - (a) about the confidentiality of its information shared with the Council, the commercial sensitivity of information relating to its activities and potential conflicts of interests of Members and officers engaging with the company:
  - (b) about the perceived lack of strategic input received from Shareholder Board
  - (c) that the Shareholders Agreement is, in part, unfit for purpose and inhibits the company's ability to secure external contracts and develop its business.
  - (d) about the lack of strategic support and direction from the Council.
- 1.4 To address any matters raised by the Audit Report on Wirral Evolutions Limited being prepared by the internal audit team of the Council if available at the time of the workshop.
- 1.5 To promote and facilitate an unlimited, frank and open discussion between all relevant parties around the governance of Wirral Evolutions Limited and more generally the relationship between the two organisations.
- 1.6 To identify possible mechanisms to improve and strengthen the relationship between the Council and Wirral Evolutions Limited which may include but would not be limited to:
  - (a) the establishment of regular interaction between the Directors of Wirral Evolutions Limited and Shareholder Board;
  - (b) the publication of Wirral Evolutions Limited board papers to Shareholder Board prior to board meetings so as enable Shareholder Board to offer input to the board of Wirral Evolutions Limited;

- (c) participation in Wirral Evolutions Limited board meetings by appropriate senior officers of the Council as observers or directors;
- (d) performance of board secretariat duties by officers of the Council; and
- (e) regular engagement and liaison meetings between senior officers of the Council and Wirral Evolutions Limited.

## **2.0 OTHER OPTIONS CONSIDERED**

- 2.1 Doing nothing. This option has been discounted as it fails to address the stressed relationship between the Council and Wirral Evolutions Limited. Such failure is unlikely to be rectified if direct and positive action is not taken.
- 2.2 Formal enforcement of the provisions of the Shareholder Agreement and the Council's rights under the formal constitution of Wirral Evolutions Limited (Articles of Association) and at law under company legislation. This option has been discounted, at present, as it is preferred to explore a reasonable negotiated position before resorting to more formal resolution measures.

## **3.0 BACKGROUND INFORMATION**

- 3.1 Wirral Council established Wirral Evolutions in December 2015 as a private company limited by shares with Wirral Council as the sole shareholder. The company was originally set up to deliver adult social care services in Merseyside. There was an expectation that when Wirral Evolutions was established it would diversify and grow the business, increase activity, achieve economies and diversify its customer base, so that it was not solely depending on Council funding to enable it to be financially sustainable.
- 3.2 Approximately 97% of Wirral Evolutions' income is derived from a block contract with the Council to deliver Day Services for People with a Learning Disability. The current value of this contract with the Council is £5.015m for 2021/22. In normal circumstances the company also generates some additional vocational income which was forecasted to be £150,000 on its recent draft Annual Business Plan.
- 3.3 The Company occupies headquarters and delivery premises which are leased from the Council and buys back support services from the Council under an informal Service Level Agreement.
- 3.4 A shareholder agreement was agreed when the company was established which sets out how the parties have agreed to manage the affairs of the Company.

## **4.0 FINANCIAL IMPLICATIONS**

- 4.1 There are no financial implications directly arising from the subject matter of this report, but it is anticipated that making appropriate changes to the existing governance arrangements will enhance the ability of Wirral Evolutions Limited to

perform in its market sector and thereby reduce its financial dependence on the Council, its shareholder.

## **5.0 LEGAL IMPLICATIONS**

- 5.1 Wirral Evolutions was established with the appropriate Certificate of Incorporation for a Private Limited Company with associated articles in December 2015. The shareholder agreement was agreed on the formation of the company.
- 5.2 Wirral Council does not have a legal duty to provide day services but does have a legal duty to meet the assessed needs of adults requiring care and support.
- 5.3 As a company wholly owned by the Council, Wirral Evolutions Limited is bound by the Nolan Principles and the public sector procurement regime.

## **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

- 6.1 There are no direct implications to staffing, ICT or Assets arising from the subject matter of this report.

## **7.0 RELEVANT RISKS**

- 7.1 Failure to address relationship issues between the Council and Wirral Evolutions Limited may prejudice the future performance of the company and whilst there no issue with the quality of the service delivered the failure of the company to expand into the market sector and achieve required reductions in costs may challenge the company's continuance as an economically viable operator.
- 7.2 There is a reputational risk for the Council over the performance of its wholly owned company.

## **8.0 ENGAGEMENT/CONSULTATION**

- 8.1 Regular informal interaction between the directors and senior employees of Wirral Evolutions Limited and Officers of the Council has taken place and has identified the issues referred to above in section 1 of this report, but formal discussions, engagement and consultation have not taken place.

## **9.0 EQUALITY IMPLICATIONS**

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision or activity.
- 9.2 There are no direct equality implications arising from the subject matter of this report.

## **10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS**

- 10.1 There are no direct environment and climate implications arising from the subject matter of this report.

**REPORT AUTHOR: Steven Krempel, Senior Solicitor**  
email: stevenkrempel@wirral.gov.uk

**BACKGROUND PAPERS**

Shareholder Agreement

Wirral Evolutions Limited Draft Annual Business Plan

7 Principles of Public Life (commonly known as the Nolan Principles) established by the Committee on Standards in Public Life

**SUBJECT HISTORY (last 3 years)**

<b>Council Meeting</b>	<b>Date</b>

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**SHAREHOLDER BOARD**  
**Wednesday 1 September 2021**

<b>REPORT TITLE:</b>	<b>EDSENTIAL CIC DIRECTOR APPOINTMENT</b>
<b>REPORT OF:</b>	<b>DIRECTOR OF LAW AND GOVERNANCE</b>

**REPORT SUMMARY**

The Shareholder Board is responsible for reviewing the ‘Reserved Matters’ set out in the Shareholder Agreement entered into in respect of Edsential CIC, a company wholly owned equally by the Council and Cheshire West and Chester Council.

The appointment of David McNaught was approved by Shareholder Board on the 1<sup>st</sup> July 2021, but he has not been formally appointed as a director and registered as such at Companies House because he is currently taking a sabbatical break expected to last one year.

Edsential CIC has sought consent to appoint a new Director.

This matter affects all Wards within the Borough.

This matter is not a Key Decision.

**RECOMMENDATION/S**

The Shareholder Board is recommended to:

- (1) note that David McNaught has not been appointed as a director of Edsential CIC and withdraw consent given on the 1<sup>st</sup> July 2021 for him to be so appointed;
- (2) approve the appointment of Helen Elizabeth Brackenbury as a Director of Edsential CIC; and
- (3) authorise the Director of Law and Governance to sign a written company resolution confirming appointment of Helen Elizabeth Brackenbury as a Director of Edsential CIC and request the company secretary of Edsential CIC to make the appropriate return to Companies House

## **SUPPORTING INFORMATION**

### **1.0 REASON/S FOR RECOMMENDATION/S**

- 1.1 To ensure that Cheshire West and Chester Council is appropriately represented on the Board of Edsential CIC.

### **2.0 OTHER OPTIONS CONSIDERED**

- 2.1 Helen Elizabeth Brackenbury is Cheshire West and Chester Council's nominee to sit on the Board. No alternative has been considered.

### **3.0 BACKGROUND INFORMATION**

- 3.1 David McNaught has elected to take a sabbatical year from his service with Cheshire West and Chester Council and is therefore not available to discharge the duties of Director of Edsential CIC.
- 3.2 An extract of the Companies House Register of Directors of Edsential CIC is attached at Appendix 1 to this report.
- 3.3 Helen Elizabeth Brackenbury has submitted a short Biography which is attached at Appendix 2 to this report.
- 3.4 The Shareholder Agreement requires shareholder consent to the appointment of a new Director.

### **4.0 FINANCIAL IMPLICATIONS**

- 4.1 There are no direct financial implication arising from the proposals set out within this report.

### **5.0 LEGAL IMPLICATIONS**

- 5.1 The Council, Cheshire West and Chester Council and Edsential CIC are parties to a Shareholder Agreement dated 1 December 2015. This provides that the Board of Edsential CIC shall consist of:
- (a) at least two, but no more than 3 Executive Directors who shall not be employed by, or an elected member of any shareholder;
  - (b) two Executive Directors (in total), one such Executive Director being employed by Cheshire West and Chester Borough Council, and one being employed by Wirral Borough Council;
  - (c) three non-Executive Directors who shall be head or deputy head teachers employed as such in the administrative area of each of the Shareholders;
  - (d) one non-Executive Director who shall be a governor of a school located in the area of each of the Shareholders and not be employed by or an elected member of a Shareholder or a head or deputy head teacher.

5.2 The proposals within this report are in accordance with the relevant Shareholder Agreement.

## **6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS**

6.1 There are no direct implications to staffing, ICT or Assets arising from the proposals within this report.

## **7.0 RELEVANT RISKS**

7.1 The Company's ability to operate effectively may be compromised if a suitable Director to the Board of Directors is not appointed.

## **8.0 ENGAGEMENT/CONSULTATION**

8.1 Helen Elizabeth Brackenbury is an employee of Cheshire West and Chester Council. As is customary in such circumstances no discussion took place between shareholder representatives regarding the appointment of a nominee.

## **9.0 EQUALITY IMPLICATIONS**

9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision, or activity.

9.2 There are no direct equality implications arising from the proposals set out within this report.

## **10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS**

10.1 There are no direct environment and climate implications arising from the proposals set out within this report.

**REPORT AUTHOR:** Steven Krempel, Senior Solicitor  
email: [stevenkrempel@wirral.gov.uk](mailto:stevenkrempel@wirral.gov.uk)

## **APPENDICES**

Appendix 1: Extract of the Companies House Register of Directors of Edsential CIC

Appendix 2: Helen Elizabeth Brackenbury Biography

## **BACKGROUND PAPERS**

Shareholder Agreement dated 1 December 2015

**SUBJECT HISTORY (last 3 years)**

<b>Council Meeting</b>	<b>Date</b>
Shareholder Board	1st July 2021

Appendix 1: Extract of the Companies House Register of Directors of Edsential CIC

EDSENTIAL COMMUNITY INTEREST COMPANY - Officers (free information from Companies House) (company-information.service.gov.uk):

<https://find-and-update.company-information.service.gov.uk/company/09550258/officers>

- **People** for EDSENTIAL COMMUNITY INTEREST COMPANY (09550258)

## 10 officers / 2 resignations

### BEER, Joanne Helen

Correspondence address

**Lymm Business Centre, Davies Way, Lymm, England, WA13 0SR**

Role **ACTIVE**

**Director**

Date of birth

**July 1974**

Appointed on

**28 February 2019**

Nationality

**British**

Country of residence

**England**

Occupation

**Director**

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### MCGRADY, Ian Philip

Correspondence address

**Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England,  
CH65 6QY**

Role **ACTIVE**

**Director**

Date of birth

**November 1969**

Appointed on

**12 October 2015**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**None**

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## **MCGUNIGALL, Elaine**

Correspondence address

**Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England,  
CH65 6QY**

Role **ACTIVE**

**Director**

Date of birth

**September 1965**

Appointed on

**1 September 2017**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Headteacher**

---

## **OWENS, Jane Helen**

Correspondence address

**Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England,  
CH65 6QY**

Role **ACTIVE**

**Director**

Date of birth

**May 1953**

Appointed on

**8 August 2016**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Education Consultant**

---

## **PARKINSON, Mark**

Correspondence address

**Council Offices 4, Civic Way, Ellesmere Port, England, CH65  
0BE**

Role **ACTIVE**

**Director**

Date of birth

**April 1959**

Appointed on

**12 October 2015**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Head Of Service Legal Government**

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**WETTON, Nicola**

Correspondence address

**Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England,  
CH65 6QY**

Role **ACTIVE**

**Director**

Date of birth

**August 1976**

Appointed on

**8 September 2017**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Headteacher**

---

**WHITE, Simone**

Correspondence address

**Legal Department, Wallasey Town Hall, Brighton Street,  
Wallasey, United Kingdom, CH44 8ED**

Role **ACTIVE**

**Director**

Date of birth

**January 1962**

Appointed on

**4 November 2019**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Local Government Officer**

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## **WHITELEY, Adrian Francis**

Correspondence address

**Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England,  
CH65 6QY**

Role **ACTIVE**

**Director**

Date of birth

**October 1963**

Appointed on

**1 September 2017**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Head Teacher**

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## **ARMSTRONG, David**

Correspondence address

**Hamilton Building, Conway Street, Birkenhead, Wirral,  
United Kingdom, CH41 4FD**

Role **RESIGNED**

**Director**

Date of birth

**May 1953**

Appointed on

**12 October 2015**

Resigned on

**9 June 2019**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Council Manager**

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## **JONES, Gary**

Correspondence address

**100 Old Hall Street, Liverpool, United Kingdom, L3 9QJ**

Role **RESIGNED**

**Director**

Date of birth

**September 1964**

Appointed on

**20 April 2015**

Resigned on

**12 October 2015**

Nationality

**British**

Country of residence

**United Kingdom**

Occupation

**Director**

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## **Appendix 2: Helen Elizabeth Brackenbury Biography**

Helen is currently Director of Children and Families for Cheshire West and Chester Council (Statutory DCS) and has been in this post since 1<sup>st</sup> April 2021. Prior to this role Helen was the Director of Early Help and Commissioning for Cheshire West and Chester Council with responsibilities for services for children, young people and families who require early help and support. Helen also had commissioning and contracting responsibilities across Cheshire West and Chester Council's peoples directorate from Care homes to speech and language services.

Prior to working in the above roles Helen has worked across Childrens services in both preventative services, early years and children's social care. Prior to this Helen worked for Hertfordshire County Council in their Childrens Social care department.

The above positions have allowed Helen to work in key areas with a focus on:

- Community safety
- Domestic Abuse services
- Family support across the continuum
- Childrens centres and Early Years
- Young Peoples service
- Commissioning and Contracting across Adults service and Childrens services

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