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Cherwell

DISTRICT COUNCIL
NORTH OXFORDSHIRE

Committee: Shareholder Committee

Date: Wednesday 11 December 2024

Time: 6.30 pm

Venue: Bodicote House, Bodicote, Banbury, Oxon OX15 4AA

Membership

**Councillor David Hingley
(Chairman)**

Councillor Tom Beckett

Councillor Rob Pattenden

Councillor Lesley McLean (Vice-Chairman)

Councillor Nick Cotter

AGENDA

1. Apologies for Absence

2. Declarations of Interest

Members are asked to declare any interest and the nature of that interest which they may have in any of the items under consideration at this meeting.

3. Minutes (Pages 7 - 14)

To confirm as a correct record the Minutes of the meeting of the Committee held on 16 October 2024.

4. Chairman's Announcements

To receive communications from the Chairman

5. Urgent Business

The Chairman to advise whether they have agreed to any item of urgent business being admitted to the agenda.

**6. Graven Hill Village Development Company (GHVDC) - Governance Review
Action Plan Update** (Pages 15 - 20)

Report of the Shareholder Representative

Purpose of report

This report presents an update of the Governance Review Action Plan, which commenced following a request at the Shareholder Committee meeting dated 05 July 2023 to ensure oversight of the remaining actions emerging from the Governance Review, carried out by WBD Solicitors.

Recommendations

The Shareholder Committee resolves:

1.1 To approve the updated Graven Hill Governance Review Action Plan attached at Exempt Appendix A.

7. Graven Hill Village Development Company (GHVDC) - Quarter Two Business Report 2024/25 (Pages 21 - 26)

****An exempt version of this report and the exempt appendices are included on this agenda at a separate item****

Report of the Shareholder

Purpose of report

To note, comment and approve recommendations in response to the GHVDC Quarter Two Business Report.

Recommendations

The Shareholder Committee is recommended to:

1.1 To note and comment on the GHVDC Quarter Two Business Report.

1.2 To approve the GHVDC Quarter Two Business Report

1.3 To approve the Minutes, actions and agreed outputs from the 10th October Strategy Session. Appendix C

1.4 To note and comment on the GHVDC Board skills audit. Appendix E.

1.5 To note and approve that GHVDC can pursue all necessary contractual remedies to recover costs from Iconic Development Group including recourse to litigation if required. Shareholder Committee consent is sought in accordance with Clause 7.1.23 of the 6th December 2021 Shareholder Agreement Matters requiring Consent of the Council.

8. Crown House Banbury Limited - Quarter Two Business Report 2024/25 (Pages 27 - 32)

Report of the Shareholder Representative

Purpose of report

To note, comment and approve recommendations in response to Crown House Banbury Limited Quarter Two 2024/25 Business Report.

Recommendations

The Shareholder Committee is recommended to:

1.1 Note and comment on the Crown House Banbury Limited Quarter Two 2024/25 Business Report as contained in this report.

9. Exclusion of the Public and Press

The following items of business contain exempt information as defined in the following paragraphs of Part 1, Schedule 12A of Local Government Act 1972.

- 3 Information relating to the financial or business affairs of any particular person (including the authority holding that information)

Members are reminded that whilst the following items have been marked as exempt, it is for the meeting to decide whether or not to consider each of them in private or in public. In making the decision, members should balance the interests of individuals or the Council itself in having access to the information. In considering their discretion members should also be mindful of the advice of Council Officers.

Should Members decide not to make a decision in public, they are recommended to pass the following recommendation:

“That, in accordance with Section 100A(4) of Local Government Act 1972, the press and public be excluded from the meeting for the following items of business, on the grounds that they could involve the likely disclosure of exempt information as defined in paragraphs 3 of Schedule 12A of that Act and that in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.”

10. Company Board Minutes (Pages 33 - 62)

Graven Hill Village Development Company (GHVDC) have regular board meetings. The meeting minutes have been presented to the Shareholder Committee for information.

Recommendations

For the Shareholder Committee to receive Graven Hill Village Development Company's (GHVDC) board minutes for any meetings held since they were last shared at the Shareholder Committee meeting on 26 June 2024.

Minutes of the 09 May 2024, 27 June 2024, 22 August 2024 and 26 September 2024 are attached

11. Graven Hill - Governance Review Action Plan Update - Exempt Appendix (Pages 63 - 66)

12. **Graven Hill Village Development Company (GHVDC) - Quarter Two Business Report 2024/25** (Pages 67 - 148)

Councillors are requested to collect any post from their pigeon hole in the Members Room at the end of the meeting.

Information about this Meeting

Apologies for Absence

Apologies for absence should be notified to democracy@cherwell-dc.gov.uk or 01295 221586 prior to the start of the meeting.

Declarations of Interest

Members are asked to declare interests at item 2 on the agenda or if arriving after the start of the meeting, at the start of the relevant agenda item.

Local Government and Finance Act 1992 – Budget Setting, Contracts & Supplementary Estimates

Members are reminded that any member who is two months in arrears with Council Tax must declare the fact and may speak but not vote on any decision which involves budget setting, extending or agreeing contracts or incurring expenditure not provided for in the agreed budget for a given year and could affect calculations on the level of Council Tax.

Evacuation Procedure

When the continuous alarm sounds you must evacuate the building by the nearest available fire exit. Members and visitors should proceed to the car park as directed by Democratic Services staff and await further instructions.

Access to Meetings

If you have any special requirements, such as a large print version of these papers or special access facilities to view a meeting online or attend a meeting in person, please contact the officer named below, giving as much notice as possible before the meeting.

Mobile Phones

Please ensure that any device is switched to silent operation or switched off.

Queries Regarding this Agenda

Please contact Kerry Wincott, Law and Governance kerry.wincott@cherwell-dc.gov.uk, 01295 221586

Shiraz Sheikh
Monitoring Officer

Published on Tuesday 3 December 2024

Cherwell District Council

Shareholder Committee

Minutes of a meeting of the Shareholder Committee held at Bodicote House, Bodicote, Banbury, Oxon OX15 4AA, on 16 October 2024 at 6.30 pm

Present:

Councillor David Hingley (Chairman)
Councillor Lesley McLean (Vice-Chairman)
Councillor Tom Beckett
Councillor Nick Cotter
Councillor Rob Pattenden

Also Present:

Nicola Riley, Non-Executive Director

Also Present Virtually:

Adrian Unitt, Operations Director, Graven Hill
Sue Smith, Company Director, Graven Hill
Phillip Kassiram, Finance and Governance Director
Elizabeth Rapoport, Non-Executive Director
Terry Fuller, Non-Executive Director
David Gelling, Non-Executive Director

Officers:

Stephen Hinds, Corporate Director Resources and Transformation
Kerry Wincott, Law & Governance Officer

Officers Attending Virtually:

Michael Furness, Assistant Director Finance & S151 Officer
Shahin Ismail, Interim Head of Legal Services & Deputy Monitoring Officer

15 **Declarations of Interest**

Councillor Pattenden announced that he was the interim Director for Crown House. The Committee confirmed that this would not prevent Councillor Pattenden from speaking freely.

16 **Minutes**

The minutes of the meeting of the Committee held on 26 June 2024 were confirmed as a correct record and signed by the Chairman.

17 **Chairman's Announcements**

The Chairman welcomed Councillor Cotter to the meeting and introduced the participants.

The Chairman highlighted the increase in public sessions to promote transparency.

18 **Urgent Business**

There were no items of urgent business.

19 **Crown House Banbury Limited - Quarter One Business Report 2024/25**

The Committee considered a report from the Shareholder Representative, which detailed Crown House Companies' in-year key performance, financial update and operation delivery for Quarter One 2024/25.

The Company Director acknowledged an oversight in the accounting data and confirmed that a written revision be presented at the upcoming Committee meeting

Resolved

- (1) That Crown House Banbury Limited Quarter One 2024/25 Business Report be noted and commented on.
- (2) That the temporary appointment of Councillor Rob Pattenden as a Director of the Crown House companies be noted. This position will be reviewed at the end of the financial year to assess the recruitment of an independent NED, as this is best practice.

20 **Revisions to the Graven Hill Shareholder Agreement**

The committee agreed to postpone the item for further discussion at the upcoming Shareholder Committee meeting scheduled for December 2024.

The Shareholder Representative confirmed that executive directors had received the report, it had not then been seen by non-executive directors prior to publication. In light of this, a meeting with relevant company directors would take place, as the final revisions should be arrived at through a collaborative process.

21 **Graven Hill Village Development Company (GHVDC) - Governance Review Action Plan - Update**

The Committee considered a report from the Monitoring Officer and Assistant Director of Law and Governance presenting an update of the exempt Governance Review Action Plan. The action plan commenced following a request at the Shareholder Committee meeting dated 05 July 2023 to ensure oversight of the remaining actions emerging from the Governance Review report.

Resolved

- (1) That the updated Graven Hill Governance Review Action Plan be approved.

22 **Graven Hill Village Development Company (GHVDC) - Quarter One Business Report 2024/25**

The Committee considered a report from the Shareholder Representative, which contained confidential appendices outlining the Graven Hill Village Development Company's (GHVDC) Quarter One (2024/25) Business Report Update.

The Committee expressed gratitude to all participants for their valuable contributions during the recent Graven Hill Village Development Company (GHVDC) Strategy Day.

Resolved

- (1) That the Graven Hill Village Development Company (GHVDC) Quarter One Business Report be noted and commented on.
- (2) That the Graven Hill Village Development Company (GHVDC) Quarter One Business Report be approved.

23 **Exclusion of the Public and Press**

24 **Crown House Banbury Ltd - Quarter 1 Business Report 2024/25 - Exempt Appendix**

As set out under minute item 19.

25 **Graven Hill Village Development Company (GHVDC) - Governance Review Action Plan Update - Exempt Appendix**

As set out under minute item 21.

26 **Graven Hill Village Development Company (GHVDC) - Quarter One Business Report 2024/25**

As set out under minute item 22.

The meeting ended at 7.53 pm

Chairman:

Date:

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By virtue of paragraph(s) 3 of Part 1 of Schedule 12A
of the Local Government Act 1972.

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This report is public.	
Graven Hill Village Development Company (GHVDC) – Quarter Two Business Report 2024/25	
Committee	Shareholder Committee
Date of Committee	11 th December 2024
Portfolio Holder presenting the report	Leader of the Council, Councillor David Hingley
Date Portfolio Holder agreed report	2 nd December 2024
Report of	Steve Hinds, Shareholder Representative

Purpose of report

To note, comment and approve recommendations in response to the GHVDC Quarter Two Business Report.

1. Recommendations

The **Shareholder Committee** is recommended to:

- 1.1 To note and comment on the GHVDC Quarter Two Business Report.
- 1.2 To approve the GHVDC Quarter Two Business Report
- 1.3 To approve the Minutes, actions and agreed outputs from the 10th October Strategy Session. Appendix C
- 1.4 To note and comment on the GHVDC Board skills audit. Appendix E.
- 1.5 To note and approve that GHVDC can pursue all necessary contractual remedies to recover costs from Iconic Development Group including recourse to litigation if required. Shareholder Committee consent is sought in accordance with Clause 7.1.23 of the 6th December 2021 Shareholder Agreement Matters requiring Consent of the Council.

2. Executive Summary

- 2.1 This report sets out the in-year key strategic risks, performance, and financial update for Graven Hill Village Development Company Ltd.
- 2.2 This report will provide an overview of the company's second quarter and flash update of the performance to date in the third quarter, which have been focused on securing residential sales, seeking offers for the sale of the commercial headlease, delivering residential completions and progressing the new planning application and associated viability.
- 2.3 The GHVDC management team will attend the meeting to present the reports for comment and approval by the Shareholder Committee.

Implications & Impact Assessments

Implications	Commentary			
Finance	<p>There are no financial implications arising directly from this report. There is no change to the interest forecast to be paid to the council or value of loans utilised/repaid and no changes to the currently approved Stack 19 business plan which is assumed within the medium term financial strategy.</p> <p>The Graven Hill and Council finance teams are in regular contact and where changes are considered for Graven Hill's financial plan, the financial implications for the council are also modelled.</p> <p>Michael Furness, Assistant Director of Finance (S151 Officer), 26 November 2024</p>			
Legal	<p>There are no legal implications arising directly from this report. Shiraz Sheikh, Monitoring Officer & AD – Law, Governance & Democratic Services, 03 December 2024</p>			
Risk Management	<p>There are no risk implications arising directly from this report. Paragraph 4.2 Table 1 presents an update, including scores and activities, on the current strategic risks for Graven Hill. Celia Prado-Teeling, Performance Team Leader, 27 November 2024</p>			
Impact Assessments	Positive	Neutral	Negative	Commentary
Equality Impact				N/A
A Are there any aspects of the proposed decision, including how it is delivered or accessed, that could impact on inequality?				

B Will the proposed decision have an impact upon the lives of people with protected characteristics, including employees and service users?				
Climate & Environmental Impact				N/A
ICT & Digital Impact				N/A
Data Impact				N/A
Procurement & subsidy				N/A
Council Priorities	Business Plan <ul style="list-style-type: none"> • <i>Housing that meets your needs</i> • <i>An enterprising economy with strong and vibrant local centres</i> • <i>Supporting environmental sustainability</i> • <i>Healthy, resilient, and engaged communities</i> 			
Human Resources	N/A			
Property	N/A			
Consultation & Engagement	N/A			

Supporting Information

3. Background

- 3.1 This report sets out the in-year key strategic risks, performance, and financial update for Graven Hill Village Development Company Ltd.
- 3.2 This report will provide an overview of the company's second quarter and flash update of the performance to date in the third quarter, which have been focused on securing residential sales, seeking offers for the sale of the commercial headlease, delivering residential completions and progressing the new planning application and associated viability.
- 3.3 The GHVDC management team will attend the meeting to present the reports for comment and approval by the Shareholder Committee.

4. Details

- 4.1 The GHVDC 2024/25 Quarter Two Business Report is attached as Appendix A of the exempt report. This contains information on the year-end financial position, achievement against KPIs, key issues, risks, targets, and activities for quarter.
- 4.2 The strategic risk position is being well managed, and details can be found in the exempt report.

KPI Performance Indicators (KPI's)

- 4.3 The KPI's were agreed upon as part of the 2024/25 Business Plan, which was approved by the Shareholder Committee on 13 March 2024. Performance is detailed in Appendix A of the exempt report. The company is performing well against its KPIs in this quarter.

Financial Performance

- 4.4 The Shareholder Committee will receive a verbal GHVDC Quarter Two (2024/25) Update which will inform on progress on business performance and progress against the activities.
- 4.5 As part of the development of the new application, the current s106 has been reviewed with the intention of generating a deed of variation or revocation of the existing S.106 that would confirm the obligations and contributions due for Stage 1. Obligations and contributions for Stage 2 would be determined as part of the new application. This work is continuing to finalise the updated development appraisal (STACK 20) and this has been issued to our viability assessor to produce in an NPPF format. Monthly meetings with the Council and Development Company have been paused whilst a new PPA is agreed.
- 4.6 The company was asked to provide regular updates in relation to the s106 contributions paid and direct delivery contributions as part of the quarterly updates and Annex 4 of Appendix A of the exempt report provides a status overview as per current discussions.

Strategy Session 10th October 2024

- 4.7 A productive Strategy Session was held on 10th October 2024 between the Shareholder and Company. The objectives of this was to ensure all parties are aligned on the current direction of travel for Stage 2 and specifically: -
- Bring the new Shareholder Committee members and Council Officers up to speed with Graven Hill to date.
 - Explain the new design language, planning choices and STACK viability for Stage 2.
 - Agree the product options to offer in Stage 2 to create a refreshed vision for Graven Hill.

- Obtain clarity on future funding direction to complete the remainder of the development

4.8 The minutes, actions and agreed outputs are included at **Appendix B** in the exempt report.

Board Skills Matrix

- 4.9 As reported at the October Committee the Graven Hill Board skills matrix has been produced and completed by all board directors and potential board appointees to assess the current skills blend of the board and to review how that skills mix is impacted by removal. These were reviewed at the October FARO and Board and are included at **Appendix C1** and **C2** in the exempt report for the Shareholders Committees information.
- 4.10 As an overview the matrix for the board as currently constructed shows a balance of skills with 31 items green and 20 amber. When the matrix is re-assessed once the current Chair and Strategic Independent Director (SID) posts have become vacant then the balance of skills reduces such that all elements become amber.
- 4.11 It is intended that these assist the Shareholder identify the necessary skill sets when recruiting independent non-executives for the new Chair and Strategic Independent Director (SID) roles.

Iconic Defects potential legal action. Matters Requiring Consent of the Council

- 4.12 Iconic Development Group constructed 15 properties under two JCT Design and Construct Contracts. A number of defects at these properties require rectification and GHVDC is seeking recovery of costs or that the contractor return to remedy these defects in accordance with Contractual Requirements.
- 4.13 Should the Contractor not comply with their contractual obligations Shareholder Committee consent is sought in accordance with Clause 7.1.23 of the 6th December 2021 Shareholder Agreement Matters requiring Consent of the Council for GHVDC if necessary to pursue all necessary contractual remedies including recourse to litigation.
- 4.14 The basis for the litigation would be a failure of the Contractor to have complied with the provisions of Clause 2.2 in respect of Materials, Goods and Workmanship and Clause 2.35 in respect of remedying defects within the Works.

5. Alternative Options and Reasons for Rejection

- 5.1 None

6 Conclusion and Reasons for Recommendations

- 6.1 Through agreeing the recommendations in this report the Council is ensuring continued oversight of the governance and strategic direction of the delivery of the Graven Hill Village development on behalf of the local communities.

Decision Information

Key Decision	N/A
Subject to Call in	N/A
If not, why not subject to call in	N/A
Ward(s) Affected	All

Document Information

Appendices	
Appendix A	No appendiced for this public report, the exempt version of the report includes exempt appendices.
Background Papers	None
Reference Papers	None
Report Author	Stephen Hinds
Report Author contact details	Email: stephen.hinds@cherwell-dc.gov.uk
Corporate Director Approval (unless Corporate Director or Statutory Officer report)	N/A

This report is public	
Crown House Banbury Limited - Quarter Two Business Report 2024/25	
Committee	Shareholder Committee
Date of Committee	11 December 2024
Portfolio Holder presenting the report	Leader of the Council, Councillor David Hingley
Date Portfolio Holder agreed report	02 December 2024
Report of	Stephen Hinds, Shareholder Representative

Purpose of report

To note, comment and approve recommendations in response to Crown House Banbury Limited Quarter Two 2024/25 Business Report.

1. Recommendations

The Shareholder Committee is recommended to:

- 1.1 Note and comment on the Crown House Banbury Limited Quarter Two 2024/25 Business Report as contained in this report.

2. Executive Summary

- 2.1 This report sets out the in-year key performance and financial update for the Crown House Companies for Quarter Two 2024/25.
- 2.2 The Crown House Companies Director will attend the meeting to present an update on Crown Apartments' operational delivery.

Implications & Impact Assessments

Implications	Commentary
Finance	There are no financial implications arising directly from this report. The council ensures that its medium term financial strategy reflects the financial implications of arrangements with Crown House. Michael Furness, Assistant Director of Finance (S151 Officer), 25 November 2024
Legal	There are no financial implications on the council arising from this report.

	Shiraz Sheikh, Assistant Director of Law and Governance and Monitoring Officer, 25 November 2024			
Risk Management	There are no risk implications arising directly from this report. Reported operational issues continue but the risk to the council of operating an arm's length housing company remains unchanged, this and other related risks are being managed through the operational risk and will be escalated to the Leadership Risk Register as and when deemed necessary. Celia Prado-Teeling, Performance & Insight Team Leader, 28 November 2024			
Impact Assessments	Positive	Neutral	Negative	Commentary
Equality Impact		x		N/A
A Are there any aspects of the proposed decision, including how it is delivered or accessed, that could impact on inequality?		x		
B Will the proposed decision have an impact upon the lives of people with protected characteristics, including employees and service users?		x		
Climate & Environmental Impact		x		N/A
ICT & Digital Impact		X		N/A
Data Impact		X		N/A
Procurement & subsidy		x		N/A
Council Priorities	Business Plan - <i>Housing that meets your needs</i> With the caveat that this is private sector housing provided by a separate, arms-length, commercial company rather than social housing provided directly by Cherwell District Council.			
Human Resources	N/A			
Property	N/A			
Consultation & Engagement	N/A			

Supporting Information

3. Background

- 3.1 In 2017 Cherwell District Council (CDC) acquired the shares of Crown House Banbury Ltd (CHB) from Brickmort Developments Ltd. The company's purpose was to redevelop the unused and dilapidated property in its ownership in the town centre of Banbury. In March 2020, Stevenage Developments Ltd completed the development (instructed by CHB). The new development comprises 49 residential units (1 and 2-bed apartments) and one commercial unit. CHB established Crown Apartments Banbury Ltd (CAB) and granted a long lease to create major interest (VAT-related) for its subsidiary company. CHB transferred the management of the 49 residential units into CAB and kept the one commercial unit under direct management.

4. Details

- 4.1 Whilst the project to effect the transition to separate meters has continued, there has been a loss of confidence in the process by Directors who have instructed the manager to begin collating paperwork to present to the Energy Ombudsman. There has been no further switchover progress, and it now appears that there is confusion about which meter belongs to whom in commercial terms and who should be billed for the energy usage. There is currently double billing and a lack of transparency over intersecting responsibilities for the switching process. None of the firms involved, nor can the National Grid progress the project with Crown House.
- 4.2 The property's support proposal has been agreed upon and will commence in December. This will kick start the re-tendering process for a management agent and considering an in-house option to act on behalf of the company. A refreshed business plan and forecast will be presented at the next Shareholder committee meeting, reflecting the new interest rate of 1% agreed by Cherwell DC Executive.
- 4.3 New regulations regarding fire doors in residential settings, such as Crown House apartments, have required a review of the current fire doors on site, and quotes are being sought for the remedial works, which are estimated to cost £20,000.
- 4.4 The performance measures for Q2 are given below:

KPI	Performance Measure	Q1 Performance	Current Performance
% of Voids (at any one time)	5% or less of total residential units	0% at end of June	4%
Voids	5	0 at end of June	0
% of Rent Arrears (excluding Utilities) for residential units	5% or less of Gross Income	2.46% of annual rent	1%

% of Rent Arrears for car parking spaces	5% or less of Gross Income	0.75%	4.35%
% of Bad Debt (Apartments)	1% or less of total income due from the 50 residential units	No debts have been written off as unrecoverable/bad debts based off the last quarter.	None for the last quarter
% of Tenant Turnover Rate	10% for the full year	10% at present stage	16%
Tenant Turnover Rate	3	1	3
Time taken to let new tenancies	20 working days – (allowing for references and works required between tenancies)	Avg 30.75 days allowing for works for units & bank holidays	23.5 days (average) allowing for works required between tenancies and bank holidays
Monthly Reports to be submitted to Client	To be submitted no later than the next working day following the 9th of each month.	9 th working day of the month.	Received 9 th working day of the month.

5. Alternative Options and Reasons for Rejection

5.1 The following alternative options have been identified and rejected for the reasons as set out below.

No alternatives have been considered

6 Conclusion and Reasons for Recommendations

6.1 The company continues to operate and provide 49 housing units in the private rented sector. The facility's operation has been brought up to a standard that will attract new tenants as units become vacant. Car parking income holds steady, and the commercial unit operates successfully. Actions taken to strengthen the management and operation of the two companies will ensure continued lawful operation.

Decision Information

Key Decision	N/A
Subject to Call in	Yes
If not, why not subject to call in	N/A
Ward(s) Affected	Banbury Wards

Document Information

Appendices	
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Appendix	None
Background Papers	None
Reference Papers	None
Report Author	Nicola Riley
Report Author contact details	Email: Nicola.riley@cherwell-dc.gov.uk
Corporate Director Approval (unless Corporate Director or Statutory Officer report)	N/A

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