

ACTION PLAN

<i>Action</i>	<i>Steps</i>	<i>Date</i>	<i>Responsible Officer/Involved parties</i>	<i>Update</i>
<i>Review of the Shareholder Agreement.</i>	The Council should review the Shareholders' Agreement in light of its intention to focus in greater depth on the Companies' activities. Areas for review should include the required frequency of board meetings and reporting obligations and the extension of the scope of the reserved matters to limit the authority of the directors to approve both remuneration and contract awards above a specified sum.	March 2025	SH Rep/ MO/ S151	<p>The shareholder agreement is to be revised to ensure the approval of a remuneration scheme and that any payments under it are fully reserved for the shareholder.</p> <p>A review of the Shareholder agreement will be presented at this Shareholder Committee meeting.</p>
<i>Review of the Loan Agreement</i>	Areas of focus are the terms and compliance with Subsidy Control requirements.	June 2025	MO / S151	<p>The Company's interim MD and Finance director met with the S151 and Deputy S151 officers on 27 March 2024 to discuss the proposed amendment to the repayment dates of all outstanding loans. Given that Stack 20 is currently being developed, it has been agreed to await the outcome of that model before formally requesting an amendment to the repayment schedule for some or all the loans.</p> <p>Following the outcome from the Strategy Day held on 7 February, it is necessary for the Monitoring Officer to undertake follow-up actions regarding this action.</p>
<i>Ensuring proper procurement is in place for the Company.</i>	The Council should identify whether there is a current procurement policy with which the Companies are required to comply and ensure that it is fit for purpose and consistent with recent legislative changes; if no such policy is in place, then the Council should ascertain the reasons for this (in the context of previously given advice), consider the development and introduction of a policy (e.g., by incorporation in the Shareholders' Agreement), and take steps to assure compliance with any such policy.	On-going	Procurement	<p>The company is updating the strategy to take into account changes to procurement law through the Procurement Act 2023, and it will be submitted to the MO for review.</p> <p>The Council will provide the company with a Procurement Act Briefing on January 31st, 2025, to assist with updating its strategy.</p>

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<i>Strong Governance and Reporting.</i>	Consolidate and develop a governance framework.	June 2025	MO / Law and Governance Officer	The amended shareholder agreement (first action) requires approval prior to progressing this action. A draft Governance Framework along with an explanatory note will be presented at June's Committee meeting.
<i>Review provision of Council's Shareholder Representative.</i>	The Council should ensure that the role of the Shareholder Representative is clearly defined and that an appropriate job description and role profile are developed. The postholder should have sufficient commercial and financial expertise to support the Council in obtaining and interpreting such information as the Council may need to understand the options and risks sufficiently well. It is a much more involved role requiring considerable time and dedication.	June 2025	Chair, CEO and Shareholder Representative.	This work has been subsumed into the Transformation Programme to ensure that the Shareholder Representative's role is suitably skilled and at the relevant level in the organisation. A job description is in place to assist in this work. The Shareholder Rep's roles and responsibilities will be incorporated into the Governance Framework, which will be presented at June's committee meeting.
<i>Review the Shareholder Committee's role.</i>	The Council should review and update the description of the Shareholder Committee's role and terms of reference.	June 2025	DMO	A draft Governance Framework will be presented at June's committee meeting to include the role of the Shareholder Committee.
<i>Risk Management</i>	The Council should view risks relating to its companies as part of its overall risk management processes, with appropriate escalation and reporting. As a further action, the Council should establish work-by-work programmes for the Council's internal auditors and the Council's Overview and Scrutiny Committee.	Ongoing	All	The Overview and Scrutiny Committee will consider how they wish to carry out the oversight role at their meeting in January 2025
<i>Going Concern</i>	The Council should consider the appropriateness of the current operating model and business case under review and may deem it prudent to undertake an updated options appraisal (including a legal review) concerning the delivery models for the remainder of the site.	Complete	SH Rep/SH Committee	During the recent Strategy Day held on February 7th, members of the Shareholder Committee reached a consensus to refrain from conducting a company valuation. This decision was based on the realisation that the valuation would likely fall below the lowest option that had been rejected during the Strategy Day discussions.