

# MILTON KEYNES DEVELOPMENT PARTNERSHIP (“MKDP”)

## Board Meeting

26.09.2023

10:30 – 13:00

MK College, Institute of Technology, Bletchley

### Board Members Present:

Nicola Sawford (NS) – Independent Chair of the MKDP Board

Mike Clarke (MC) – Independent Board Member

Julia Gregory (JG) – Independent Board Member

### In Attendance:

Tracey Aldworth (TA) - Managing Director, MKDP

Kath Corbett (KC) - Chief Finance Officer, MKDP – *Online*

Matthew Green (MG) - Property Development Director, MKDP

Adam Sciberras (AS) - Special Projects Director, MKDP

Ellenor Scott (ES) - Company Secretary & General Counsel, MKDP

Allison Pettifer (AP) - Secretary to the Board, MKDP

Item		Action
1	<b>Apologies:</b> Roger Bell (RB) – Independent Board Member	
	<b>Declarations of Interest:</b> No new interests were declared.	
2	<b>Previous Board Minutes &amp; Actions</b>	
2.1	The minutes of the meeting held 27.06.23 were approved. The minutes of the meeting held 25.07.23 were approved.	
2.2	<b>Matters Arising/Actions Log</b> The Board noted the completed actions and progress on the following:- <u>Actions from 27.06.23</u> Item 3.1: Lessons Learnt Paper: To be circulated by the end of October. Item 4.1: Bank Signatories: Report to be completed and shared this week. Item 6.1: Parking report. Further information on parking forms part of the board pack. Meetings with MKCC to clarify the details are ongoing. Item 6.1: KPI Report: A meeting has been held and the revised KPI's were circulated, with comments received by the Board.  <u>Actions from 25.7.23</u> An update was provided on Shenley Wood B, and it was confirmed that the legals are progressing.	<b>KC</b> <b>KC</b>
2.3	<b>Risk &amp; Audit Sub-Committee minutes:</b> The board noted the minutes of the Risk & Audit Sub-Committee held on the 04.09.23.	
3	<b>Reports</b>	
3.1	Strategy – The Next Steps: The agreed strategy formulated in July, with the LHC still being considered are: <ul style="list-style-type: none"><li>• Implement the vision and development plan for CMK and Bletchley.</li><li>• Maximise the potential returns from the land portfolio, crystallise the return with a programme of disposals.</li></ul>	

	<ul style="list-style-type: none"> <li>Reinvest returns in an expanded portfolio and manage car parking and built assets effectively to generate sustainable income.</li> </ul> <p>The proposed next steps are to arrange separate sessions for Board members to work through the following work streams: -</p> <ol style="list-style-type: none"> <li>MKDP Key Projects</li> <li>Existing Assets</li> <li>Financing &amp; Resourcing</li> </ol> <p>The Board agreed the next steps as proposed.</p> <p>It was agreed that the first of the project sessions will take place after the October Board.</p> <p>The Executive group acknowledged that further discussions on resourcing and financial reporting to support the delivery of projects is necessary and it is hoped that the workstreams will assist the creation of a robust business plan/delivery vehicle.</p>	
3.2	<p>Managing Director's update: The Board noted the content of the report. One area covered was Health &amp; Safety and the Board were reassured that there is no evidence of RAAC being present in MKDP's built assets. The report also covered performance reporting, the risks register, updates on the Open University proposal the LHC and the recruitment of the Finance Director position - interviews are planned for early November.</p> <p>With regards to the LHC, the priority is to be able to finalise the business case now that we have clarity about the correct figures that need to be used in respect of the rate of interest that needs to be applied and to be able to finalise the Subsidy Control Assessment.</p> <p>In addition, the Board were reminded that the first meeting of the Owners Advisory Group (OAG) will take place on the 13.10.23. This is the first meeting following the new governance arrangements. MKDP's Chair and Managing Director will present a report on progress to date against the current business plan. The meeting will provide the opportunity to present some of the key issues that MKDP would like the Council to confirm its position on. In addition to the OAG, it is planned to hold quarterly conversations with Senior Council Officers. A report will be provided to the Board in October.</p> <p>In addition, an engagement statement will be prepared, and this will be shared with political members.</p>	<p><b>TA</b></p> <p><b>Exec</b></p>
3.3	<p>Chair's update: The Chair updated that she had attended meetings with the Open University and meetings on the future of CMK. She attended the market relaunch and had liaised with the Executive and Non-Executives through the summer.</p>	
<b>4</b>	<b>Property &amp; Placemaking Reports</b>	
4.1	<p>Campbell Park Northside: Subsequent meetings with Urban Splash and their Development Partner Glenbrook were held to review the prospects for the site and a redesign of the scheme. The initial outcome of the review is that Phase 1 could still be a</p>	

	<p>standalone element, but with reduced height, and a revised masterplan is being proposed for the wider site area.</p> <p>The Executive received a request from Urban Splash for more time to complete the review. The Executive is happy with the new direction of travel and believe giving the developer more time is appropriate. It is likely that new contractual timescales will be agreed which will deliver the project in the most appropriate way. The Executive has requested a very clear communication plan by Urban Splash.</p> <p>An update is to be presented to Board in October.</p> <p>Board confirmed they were supportive of the actions taken by the Executive and the direction of travel.</p>	<b>MG</b>
<b>5</b>	<b>Finance &amp; Governance Reports</b>	
5.1	<p>Financial Statements for the Year Ending 31.03.23. The Board reviewed the Letter of Support from MKCC and confirmed that with the cashflow forecast they were happy to approve MKDP as a going concern.</p> <p>The Board received the Financial Statement to 31.03.23. The Board approved the following:</p> <ol style="list-style-type: none"> <li>1. The Financial Statements to 31.03.23.</li> <li>2. Delegated the agreement of any non-material amendments proposed by the Auditors to the Chair. The Letter of Representation and delegated signature of the letter to the Chair.</li> </ol>	
5.2	<p>Working Capital Loan Renewal: The Board received the renewal of the working capital loan facility and noted the contents.</p> <p>For clarity it was confirmed that the interest rate is fixed on each tranche based on a % above SONIA and the rate on each tranche drawn will be refixed on the same basis at the end of the first and second years of the loan term.</p> <p>Confirmation was given that the arrangement fee was for the term of the loan.</p> <p>A request was made to the CFO to request some flexibility on the negative pledge statement. The Board approved the renewal of the loan facility even if the negative pledge could not be changed.</p> <p>The Board approved the following:</p> <ol style="list-style-type: none"> <li>1 The renewal of the working capital loan facility agreement with Milton Keynes City Council</li> <li>2 Delegated the final legal documentation and signing of the agreement to the Managing Director.</li> <li>3 Delegated the approval of the monthly draw down or repayment to the Managing Director.</li> </ol>	
5.3	<p>Power of Attorney: The objective of the paper is to make the process of signing documents more efficient by revising the Power of Attorney for the Managing Director so that she has the same powers as Board Members. It was confirmed that the</p>	

	<p>practice of keeping the signing memo and keeping a register of signings would remain. It was also confirmed that 2 signatures would still be required for deeds. DocuSign is being considered for contracts.</p> <p>The Board approved and recommended the Power of Attorney for the Managing Director to the LLP Members.</p>	
5.4	<p><b>Gifts &amp; Hospitality Policy &amp; Procedure:</b> The Board received the gifts and hospitality policy and procedure. Risk &amp; Audit committee have recommended them for approval.</p> <p>The Board approved the policy.</p>	
5.5	<p><b>Expenses Policy for Officers:</b> The Board received the Expenses Policy for Officers. Risk &amp; Audit have recommended them for approval.</p> <p>The Board approved the policy.</p>	
<b>6</b>	<p><b>AOB</b> No matters arising.</p>	
	<p><b>NEXT MEETINGS:</b> 24 October 2023: 10:30 – 12:30, room 1.01 28 November 2023: 10:30 – 12:30, room 1.01 16 January 2024: 10:30 – 12:30</p>	

Confirmed as a true extract of the meeting of the Board held on 26<sup>th</sup> September 2023 and published in accordance with the Freedom of Information Act 2000.

**Nicola Sawford**

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Independent Chair