

Minutes of GeoPlace LLP Board Meeting

Thursday, 10th March, 2pm

At GeoPlace office, 157-197 Buckingham Palace Road, London, SW1W 9SP

Attendees:	NAME	COMPANY
	Juliet Whitworth (JW) Chair	LGA
	John Kimmance (JK)	OS
	Will Davies (WD)	OS
In attendance:		
	Richard Mason (RM)	GeoPlace
	Matt Pillinger (MP)	OS
	Catherine Wright (CW)	GeoPlace
Apologies:		
	Claire Holloway (CH)	LGA

1. Confirmation of Chair for the meeting

1.1 It was agreed that Juliet Whitworth (JW) was the chair of the meeting

2. Quorum

2.1 The chair confirmed that there was a quorum of LLP Board Members present for the purposes of clause 10.7 of the LLP Agreement and that due notice of the meeting was given.

3. Approval of Minutes of meeting of the previous Board meeting – 17th December 2015

The minutes were agreed as a correct record of the meeting and were signed off by the Chair.

4. Business of the meeting

4.1 Items brought forward from the previous board meeting.

4.5 INSPIRE

A paper entitled “Inspire – the current state of play – February 2016” was circulated in the meeting. The required actions are now complete. Further actions are now required and these are being planned.

4.7 Update on the Data Co-Operation Agreement (DCA) and its completion

RM reported that there are two local authorities still to sign. They are being individually expedited at the moment and if this does not work LGA’s assistance may be requested in order for GeoPlace to contact their Chief Executives.

4.10 ONS update

It is understood that there will be a Budget announcement that government is supporting options for achieving an open address register and GeoPlace will continue to work with OS over the next couple of months as these options are explored. The GeoPlace process and relationship with Local Government is seen as a key ingredient in any solution, but both LGA and OS are concerned that any decision is coupled by firm guarantees on funding.

The board were concerned that there might be an increase in the levels of errors and omissions to be reviewed by local authorities and the impact that this could have on resourcing levels.

5 Winding up of LGIH

The documents have been signed by OS and are now with the LGA for signature.

9 GeoPlace lease at 157-197 Buckingham Palace Road

The OS Property Advisor had advised that a commercial rental rate is already paid so the move for government organisations to pay rent at commercial levels shouldn’t affect GeoPlace. There is due to be a rent review on 1st January 2017 and there is likely to be a price hike to reflect current open market rents. This should be taken account of in the 2016-17 budget.

The use of space by GeoPlace was discussed and it was stated by RM that GeoPlace needs more space not less and hence there is no saving to be made there. GeoPlace already have a number of home workers and this could increase in the future. OS have been approached about GeoPlace borrowing some of their hot desks.

4.2 Management Accounts to January 2016

These had been circulated prior to the meeting.

It was noted that the YTD profit is below budget. A significant shortfall in revenue against budget, primarily due to difficulties in closing new business, though this reduced in the month, is being largely offset by operating cost savings.

4.3 Revenue forecast

A separate paper had been circulated prior to the meeting.

The latest analysis indicates a year end improvement to the December forecast.

The board discussed channel sales vs direct sales and the fact that the revenue for a channel sale is recognised in full immediately whereas that for a direct sale is spread across 12 months.

4.4 Profit share payments

The board was advised that there should be no problem in making the final cash distribution in March 2016.

5. Year to date performance against the Business Plan and GeoPlace Quarterly Board report

It was noted that the two reports had been merged as per the request last meeting.

RM advised the board on the items that were not green. They were all being individually expedited.

6. Proposed Salary increases from 1st April 2016

A separate paper with supporting papers from Innecto had been circulated prior to the meeting. There was a wide ranging discussion on all aspects of this topic.

Decision - The board agreed that based upon the projected profit for next year, the proposed salary increases were affordable.

7. Executive Management Team (EMT) Performance related pay for 2016-17 and salary increases

Salary increases

A supplement sheet was provided in the meeting.

The board discussed the current salary amounts and the suggested benchmarking amounts.

Action - RM and WD to look at the Innecto report and discuss with Innecto the professional level they have used. They will share their findings with the board via email.

Decision – the board will discuss and agree the salary increases once RM and WD have completed their action as noted above. The board will aim to come to a decision by the end of the first week of April (week beginning 4th April).

Performance related pay for 2016-17 for the EMT

A separate paper had been circulated prior to the meeting.

The proposal covered 3 overall objectives:

Objective 1: Efficiency measure as against a profit level achievement. The board discussed this and whether this was clear - was it true efficiency? This to be reviewed further by WD and RM and sent to the Board for approval.

Objective 2: – Quality measure was agreed by the board

Objective 3: Management team achievements in generating new business. The board discussed this item, including whether it was the correct figure and how new business was defined.

Decision – the board will review the revised figures by phone or email and come to a decision by the end of the first week of April as for the performance pay objectives and salary increases for the EMT.

8. Central Maintenance

A paper had been circulated before the meeting. The board noted that the development cost had been built into the budget.

The board agreed that development of CM was clearly the right thing to do and would wish to monitor its progress. There was a general discussion on whether the development costs should be treated as an in year cost or capitalised.

Actions: MP to review with OS accounting colleagues as to how the development costs should be treated and advise.

RM to arrange for a presentation to be given at the next GeoPlace board meeting on Enterprise Architecture and CM

9. 2016-2017 Business Plan

The Business Plan had been circulated prior to the meeting.

It was noted that a first draft of the budget had been completed by the GeoPlace Executive Management Team and that there was a bridge that details all of the additional funds required to grow the business.

There was a wide-ranging discussion of the Plan including these points:

- That with the de-commissioning of the OS address production flowlines the total responsibility for the production of the NAG and hence the data for the AddressBase products lies solely with GeoPlace.

- The extra costs covers new roles primarily in quality control and NAG support; pay adjustments and general increases, development of the prototype for the roads data platform and the development of Central Maintenance.

Action – MP and RM to look at the financial model for generating new business

- It was further noted that the Plan:
 - included for the one-off costs of resolving legacy data issues backlog. This was estimated to be finished by March 2017.
 - allowed for the proposed head count, but that recruiting should be thought about carefully.

Action – MP and RM to finalise the budget.

10. Review of the Strategic Risk Register

A separate paper had been circulated prior to the meeting.

The change to the format was reviewed by the board and they approved the new structure. The board were challenged by the chair as to whether they were pushing hard enough to mitigate the risks appropriately.

The board was welcomed to suggest any changes to RM.

11. GeoPlace LLP Agreements

A separate set of papers had been circulated prior to the meeting.

The proposed changes to the agreements were discussed. The suggestion was made that the chair rotates between the board members on at least a yearly basis. The idea of an independent chair was rejected as this would bring unnecessary cost into the business.

Decision – The board agreed to review these proposals and make a decision at the next GeoPlace board meeting.

Action – In the meantime, GeoPlace Board members should check the agreements with their legal teams

12. AOB

RM requested agreement to sending out a press release announcing that Matthew Hancock would be speaking at GeoPlace’s annual conference. This request was made in light of the on-going open address register discussions.

The GeoPlace Marketing team will need to do some thinking about how to be involved with what he might say.

Action – RM to send the draft press release to the board for agreement before sending out.

13. Date of next meeting

Thursday 2nd June 2016, 10.00 to 12.00pm at GeoPlace's offices.

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Approved Chair.