



AGENDA

ACCESS JOINT COMMITTEE

Monday, 12th September, 2022, at 11.00 am

Ask for: **Joel Cook**

**Bevin Hall, LGA Building, 18 Smith Square,
London, SW1P 3HZ**

Telephone **03000 416892**

Membership

Chair: Cllr Mark Kemp-Gee (Hampshire CC), **Vice-Chair: Cllr Susan Barker** (Essex CC), **Cllr Vanessa Churchman** (Isle of Wight), **Cllr Gerard Fox** (East Sussex CC), **Cllr Jeremy Hunt** (West Sussex CC), **Cllr Malcolm Longley** (West Northamptonshire), **Cllr Judy Oliver** (Norfolk CC), **Cllr Charlie Simkins** (Kent CC), **Cllr Karen Soons** (Suffolk CC), **Cllr Alison Whelan** (Cambridgeshire CC) and **Cllr Andrew Williams** (Hertfordshire CC)

UNRESTRICTED ITEMS

(During these items the meeting is likely to be open to the public)

1. Apologies and Substitutes
2. Declaration of interests in items on the agenda
3. Chair's remarks
4. Minutes of the meeting held on 6 June 2022 (Pages 1 - 6)
5. Business Plan, Budget & Risk Management (Pages 7 - 24)

Motion to Exclude the Press and Public

That under Section 100A of the Local Government Act 1972 the press and public be excluded from the meeting for the following business on the grounds that it involves the likely disclosure of exempt information as defined in paragraphs 3 & 5 of part 1 of Schedule 12A of the Act.

6. Exempt Minutes of the meeting held on 6 June 2022 (Pages 25 - 28)
7. Alternative Investments (Pages 29 - 40)
8. BAU Evaluation (Pages 41 - 46)
9. Independent Third-Party Review (Pages 47 - 54)
10. Communications (Pages 55 - 68)

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| 11. Q1 2022/23 Investment Performance Report | (Pages 69 - 100) |
| 12. Annual Report & DLUHC Return | (Pages 101 - 120) |
| 13. Sub-fund Implementation | (Pages 121 - 130) |
| 14. Contract and Supplier Relationship Management | (Pages 131 - 152) |
| 15. Link Presentation | (Pages 153 - 160) |

Joel Cook
Clerk to the Joint Committee
03000 416892

Friday, 2 September 2022



ACCESS JOINT COMMITTEE

MINUTES of a meeting of the ACCESS Joint Committee held at Bevin Hall, LGA Building, 18 Smith Square, London, SW1P 3HZ on Monday, 6th June, 2022.

PRESENT: Chair: Cllr Susan Barker (Essex CC), Cllr Tom Thacker (Hampshire CC), Cllr Charlie Simkins (Kent CC), Cllr Jeremy Hunt (West Sussex CC), Cllr Judy Oliver (Norfolk CC), Cllr Andrew Williams (Hertfordshire CC), Cllr Gerard Fox (East Sussex CC), Cllr Vanessa Churchman (Isle of Wight Council), Cllr David Goldsmith (Suffolk CC)

ALSO PRESENT: Kevin McDonald (ASU), Mark Paget (ASU), Paul Tysoe (ASU), Dawn Butler (ASU), Sallie Woodward (ASU), Clifford Sims (Squire Patton Boggs), David Crum (Minerva)

PRESENT VIRTUALLY: John Wright (Hymans Robertson)

OFFICERS: Nick Buckland (Kent), Andrew Boutflower (Hampshire), Alexander Younger (Norfolk), Glenn Cossey (Norfolk), Jo Thistlewood (IoW), Jody Evans (Essex), Mark Whitby (Northamptonshire), Patrick Towey (Hertfordshire), Sian Kunert (East Sussex), Sharon Tan (Suffolk), Rachel Wood (West Sussex), Katherine Eberhart (S151 Officer - West Sussex), Kay Goldsmith (Kent) and Joel Cook (Clerk)

UNRESTRICTED ITEMS

51. Apologies and Substitutes.
(Item. 1)

1. Apologies were received from Cllr Kemp-Gee (Cllr Thacker substituting), Cllr Andre (Cllr Churchman substituting), Cllr Soons (joined virtually as a guest, Cllr Goldsmith substituting), Cllr Whelan and Cllr Longley.

RESOLVED that the apologies be noted.

52. Declaration of interests in items on the agenda.
(Item. 2)

None.

53. Chair's remarks.
(Item. 3)

1. Cllr Barker (Vice-Chair and Chair of the meeting) welcomed the efforts made by all to attend the meeting in person despite the travel disruption. She highlighted the sad situation of Cllr Kemp-Gee's recent bereavement which had prevented him from attending the meeting.

RESOLVED that the Chair's remarks be noted.

54. Minutes of the meeting held on 7 March 2022.
(Item. 4)

RESOLVED that the minutes from the meeting held on 7 March 2022 be signed as a true and accurate record.

55. Internal Audit of the ACCESS Support Unit.
(Item. 5)

Sarah Harris (Internal Audit, Essex CC) was in attendance virtually for this item.

1. Ms Harris provided feedback from the 2021 audit of the ACCESS Support Unit. The opinion given by the auditor was one of "Good Assurance".
2. Members queried the process for updating the Risk Register in relation to the risks listed in the Audit approach. This would be reviewed by the ASU.

RESOLVED that the report be noted.

56. Business Plan, Budget & Risk Management.
(Item. 6)

1. Mr McDonald provided an update on the activities undertaken since the last Joint Committee, associated spend and the risk summary. He drew attention to three activities in particular:
 - The impact of the decision from the last Joint Committee meeting in relation to representation of local pension boards and subsequent need to update the IAA.
 - Progress with the draft Governance Manual.
 - The Department for Levelling Up, Housing and Communities (DLUHC) consultation on investment related LGPS matters.
2. It was requested that the ASU respond to an enquiry from the chair of East Sussex's Local Pension Board on Joint Committee observation arrangements,
3. West Sussex County Council highlighted concerns relating to the future implications of granting additional powers to the Joint Committee with respect to recommending policies and guidance. As a consequence, they would be proposing an alternative form of words for the IAA amendments around the Joint Committee formally recommending guidelines to ACCESS Councils as part of the ongoing IAA amendment process.
4. The timescales around a DLUHC consultation on investment related LGPS matters were unclear, but should the consultation period fall between Joint Committee meeting dates, it was felt prudent to have a plan in place, as reflected in the recommendations.

RESOLVED that

- 1) The Committee note the 2021/22 Business Plan summary; 2022/23 Business Plan update; 2021/22 financial outturn; and matters highlighted on risk management.
- 2) The variations to the IAA set out in paragraphs 3.3-3.6 be noted, acknowledging that comments have been invited from Monitoring Officers by 20 June 2022.
- 3) The Committee agreed that should the deadline for responses not align with the Committee's schedule of meetings, the Director of the ACCESS Support Unit will make necessary arrangements to ensure that the Members of the Committee may consider and comment on the DLUHC Consultation; and that authority be delegated to the ASU Director to finalise and submit a response, in consultation with the ACCESS Joint Committee Chairman.

Motion to Exclude the press and public

RESOLVED that under Section 100A of the Local Government Act 1972 the press and public be excluded from the meeting for the following business on the grounds that it involves the likely disclosure of exempt information as defined in paragraphs 3 & 5 of part 1 of Schedule 12A of the Act.

57. Exempt Minutes of the meeting held on 7 March 2022.

(Item. 7)

RESOLVED that the exempt minutes from the meeting held on 7 March 2022 be signed as a true and accurate record.

58. Responsible Investment Guidelines.

(Item. 8)

1. Mr Whitby and Mr Crum (Minerva) provided an update on the development of the RI guidelines.
2. The Vice-Chair suggested the term "asset classes" be used instead of "asset types".
3. Members felt clarity was needed in the document that individual authority policies should be taken into consideration, not just the RI guidelines. Some Members were concerned there would be external confusion about the status of the RI guidelines as opposed to the individual authority's criteria. It was noted there was an expectation that each pool would have such a document.
4. Members wanted to understand how the guidelines would be updated going forward. The ASU agreed to bring proposals to the Committee's next meeting.
5. Members discussed whether an abridged version of the guidelines should be used on the website, with a link to the more detailed document. This view was generally supported.

6. The ASU and Minerva were exploring the implications of ACCESS becoming a signatory of the Stewardship Code, including whether all 11 authorities would also need to sign up. It was clarified that the decision to be taken related to exploring all implications and did not commit ACCESS Authorities to anything at this stage.
7. The Committee voted on the recommendations which were agreed by majority vote – West Sussex requested that their abstention be noted (specifically in relation to RI Guidelines).

RESOLVED that

- 1) the report be noted.
- 2) the ACCESS RI Guidelines, as set out in Annex A, be approved in principle.
- 3) the exploration of ACCESS becoming a signatory to the UK Stewardship Code and also a Pool member of the LAPFF be agreed.

59. Alternative Investments Implementation Advisor Procurement.
(Item. 9)

1. Mr Boutflower provided an update on alternative investments, focussing on the progress of the asset class Real Estate.
2. He explained that the Real Estate asset class included commercial property such as shops, industrial units, leisure complexes. Alternatives could include residential, rented and affordable housing among others.

RESOLVED that

- 1) The matters highlighted within the report be noted, including the progress on Real Estate based on the agreed strategic specification of UK Core, UK Alternatives and Global Real Estate.
- 2) OJEU procurements are undertaken for UK Core and Global Real Estate and investment manager searches for UK Alternatives.
- 3) The recommendation from Section 151 Officers that Hampshire County Council are appointed as the procurement lead authority for non-listed investment manager procurements be approved.

60. Performance Report.
(Item. 10)

1. Ms Tan provided an overview of current ACCESS performance, including reference to the Investment Performance Report, which showed that pooled assets of all ACCESS Authorities amounted to £35.152bn at the end of March 2022 (up from £34.993bn in December 2021). Pool aligned assets represented 59% of total assets.

RESOLVED that the report be noted.

61. Sub-fund Implementation.
(Item. 11)

1. Mr Tysoe provided an update on the progress with sub-funds.

RESOLVED that the report be noted.

62. Contract and Supplier Relationship Management.
(Item. 12)

1. Mr Paget provided an update on the Operator Services, including the takeover of Link.

RESOLVED that the report be noted, along with the activity that has taken place and forthcoming plans.

63. Business As Usual Evaluation.
(Item. 13)

1. Mr McDonald provided an update from the Business As Usual Evaluation.

RESOLVED that

- 1) the report be noted.
- 2) Hampshire County Council be appointed as Procurement Lead Authority for the re-procurement of Operator Services.

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Business Plan, Budget & Risk Management



ACCESS Joint Committee

Date: 12 September 2022

Report by: Director of ACCESS Support Unit (ASU)

Subject:	Business Plan, Budget & Risk Management
Purpose of the Report:	To provide an update on the activities undertaken since the last Joint Committee, associated spend and risk summary.
Recommendations:	<p>The Committee is asked to note:</p> <ul style="list-style-type: none"> • the 2022/23 Business Plan update; • the 2022/23 budget update; and • risk register.
Enquiries to:	<p>Kevin McDonald Email: kevin.mcdonald@accesspool.co.uk</p> <p>Mark Paget Email: mark.paget@accesspool.co.uk</p>

1. Background

- 1.1 The Joint Committee (JC) have a role to keep the performance against the strategic business plan agreed by the Councils under review.
- 1.2 The Section 151 Officer Group are responsible for making recommendations to the Joint Committee on budget and business plan matters, reviewing / advising on budget variations throughout each financial year and advising the Committee on the identification of, and mitigation of, any risk to the operation or success of the Pool. In response to decisions made by the Joint Committee, the Section 151 Officers should ensure appropriate resourcing, support, advice and facilitation to the Joint Committee.
- 1.3 The ACCESS Support Unit (ASU) have responsibility to manage the development and implementation of the strategy, business plan and budget including the identification and management of risks.
- 1.4 This report was prepared by the ASU following consultation with the Officer Working Group. In draft form it was presented to Section 151 Officer Group at their meeting on 17 August 2022, whose feedback has informed this final version.

2. 2022/23 Business Plan

- 2.1 The Business Plan for **2022/23** was agreed by the JC in December 2021 prior to being recommended to the Councils. At the same meeting, the JC also determined the budget necessary to implement this year's plan and to be charged to the relevant Authorities.
- 2.2 Activities within this year's 2022/23 Business Plan (Annex A) that are also the subject of separate items on the Committee's agenda include:
 - alternative / non listed assets
 - BAU Evaluation
 - third-party procurements
 - investment performance
 - Annual Report & annual DLUHC return
 - sub-fund implementation
 - contract management

3. Inter-Authority Agreement (IAA)

- 3.1 At the Committee's March 2022 meeting the Committee agreed a proposal on Local Pension Board observation which would require a change to the IAA.
- 3.2 At the June 2022 meeting, it was highlighted that a proposal from Suffolk County Council to amend the IAA was circulated to Authority Monitoring Officers on 22 April with a deadline of 20 June. The Suffolk proposal, if agreed, would:
 - a) introduce an express provision for the Joint Committee to have the ability to make recommendations to the Councils about the adoption and content of guidelines for the Pool;
 - b) allow for observers from nominated Local Pension Boards to attend the Joint Committee meetings; and
 - c) make the rules around Councils nominating substitutes for Joint Committee members and s101 Committee Member attendance more flexible.
- 3.3 It was noted that comments had been received from one Council in relation to the proposed wording for 3.2 a) above.
- 3.4 By the 20 June deadline, no other substantive comments had been received. It is therefore considered that in relation to points b) and c) above all Councils are in agreement.
- 3.5 It was noted at the June meeting that the ASU was exploring what informal options were open to the Committee in order for the September Committee meeting to commence the Local Pension Board observation arrangements. On the basis of advice from the Secretary to the Committee and Squire Patton Boggs and following consultation in July, Joint Committee Members agreed to Chairman Cllr Kemp-Gee's invitation to the practical commencement, on an informal basis, for Local Pension Board observation at the Committee's 12 September meeting.
- 3.6 A proposal from West Sussex in relation to 3.2 a) above was circulated to Authority Monitoring Officers on 12 August. The proposed wording is as follows:

"In consultation with the Councils, the Joint Committee shall have the ability to produce advisory guidelines for the Pool which describe the collectively aligned guidelines or policies of the Councils for engagement with existing and potential Pool Assets and Pool Aligned Asset providers and communication with other interested parties. Such guidelines will be periodically reviewed and updated by the Joint Committee in consultation with the Councils. Before consulting with the Councils on the guidelines, the Joint Committee shall consult with and consider the advice of the Section 151 Officers Group and, where requested, the Monitoring Officers and from appropriate professional advisers. Any guidelines for the Pool must not go beyond the policies already in place by each Administering Authority and will not supersede or replace the Investment Strategy Statement or policies of each Administering Authority."

- 3.7 This does require a further 60 business day consultation period, however Councils were advised that comments returned by the end of August would be of considerable assistance. A verbal update will be given at the meeting.

4. Responsible Investment (RI) Guidelines – next steps

- 4.1 At its meeting in November 2020, the Committee noted that the approach to RI related procurement would involve two phases:
- phase 1 centred on the development of updated RI guidelines; and
 - phase 2 would address RI reporting requirements.
- 4.2 Minerva were subsequently appointed to undertake phase 1, which effectively concluded at the Committee's June 2022 meeting when the approval in principle was given to the ACCESS RI Guidelines. On the assumption that the changes to the IAA highlighted above will be agreed by each Council, the Committee will then be asked to agree to the Guidelines' formal publication.
- 4.3 In view of both the developments described in the above paragraph, and the requirements of phase 2, the following work is also progressing:
- a) based on the Guidelines' content, the ASU has drawn up a listing of tasks to be undertaken. Allied to this is the exploration of ACCESS becoming a signatory to the UK Stewardship Code and also a Pool member of the LAPFF as agreed by the Committee in June;
 - b) a change in the basis of the Environmental Social & Governance (ESG) officer sub-group. This group had been established on a "Task & Finish" basis in order to partner the work of Minerva in drafting the RI Guidelines. With the agreement of the s151 Officers, a revised Terms of Reference is now in place for the ESG sub-group which covers
 - the procurement of advice for phase 2; and
 - ongoing ESG / RI activity (which would include an annual review of the ACCESS RI Guidelines and subsequent reporting to OWG, s151 Officers and the Joint Committee).
- 4.4 The Department for Levelling Up Housing & Communities (DLUHC) consultation on *LGPS: Governance and reporting of climate related risks* was launched on 1 September, immediately prior to the publication of the agenda papers. The deadline for responses is 24 November and a verbal update will be given at the meeting. This consultation does not include pooling or levelling up which continue to be expected later in the current municipal year.

5. 2022/23 Budget update

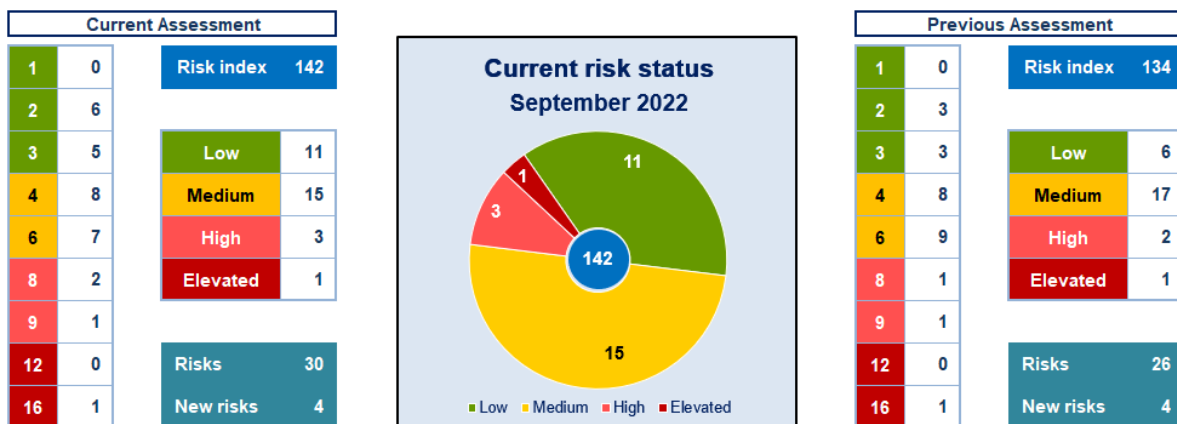
- 5.1 At its December 2021 meeting the Committee determined a budget of **£1,366,000** to support the 2022/23 business plan. Details are included within the table overleaf:

	Agreed Budget 2022/2023 £	Actual Costs as at 31 July plus forecast 2022/2023 £	Overspend / (Underspend) 2022/2023 £
ASU			
ASU Salaries (incl. on cost)	465,000	462,923	(2,077)
ASU Operational	23,000	16,675	(6,325)
ASU Host Authority Recharge	35,000	34,000	(1,000)
Technical Lead Recharge Costs	45,000	37,893	(7,107)
ASU Total	568,000	551,491	(16,509)
Professional Costs			
<i>Internal Professional Costs</i>			
JC Secretariat	22,000	22,000	0
Procurement	60,000	77,000	17,000
<i>Internal Professional Costs</i>	<u>82,000</u>	<u>99,000</u>	<u>17,000</u>
<i>External Professional Costs</i>			
Strategic & Technical	546,000	470,895	(75,105)
Legal & Governance	170,000	164,995	(5,005)
<i>External Professional Costs</i>	<u>716,000</u>	<u>635,890</u>	<u>(80,110)</u>
Professional Costs Total	798,000	734,890	(63,110)
Total Costs per 2022/2023	1,366,000	1,286,381	(79,619)
Cost Per Authority	124,182	116,944	(7,238)

- 5.2 The ASU Host Authority recharge includes finance, information technology, human resource and property services.
- 5.3 Five procurements are expected during the year, compared to the four assumed at the time the budget was set, resulting in a forecast overspend of £17,000.
- 5.4 Further detail in relation to the budget for Strategic & Technical advice has been provided in the Part II Annex B to this report.

6. Risk Summary

6.1 A summary of the risk profile is shown below, and a more detailed report appears within the Part II Annex C to this report.



7. Recommendations

7.1 The Committee is asked to note:

- the 2022/23 Business Plan update;
- the 2022/23 budget update; and
- risk register.

Theme	Milestone	2022/23 activity	September 2022 comment
Actively managed listed assets	Launch of Tranche 5b	Three fixed income sub-funds.	An update on this matter appears elsewhere on this agenda.
	Launch of Tranche 5c	Two fixed income and one global equity sub-funds were launched during 2021/22.	No action required.
	Launch of Tranche 6	Two Emerging Market sub-funds.	An update on this matter appears elsewhere on this agenda.
	Launch of Tranche 7a	Two fixed income sub-funds.	An update on this matter appears elsewhere on this agenda.
	Launch of Tranche 7b	One fixed income and one global equity sub-funds.	An update on this matter appears elsewhere on this agenda.
	Scheduled BAU Evaluation	Implementation of outcomes.	An update on this matter appears elsewhere on this agenda.

Theme	Milestone	2022/23 activity	September 2022 comment
Alternative / non-listed assets	Initial implementation of approach to pool illiquid assets	The first pooled illiquid vehicles will be launched.	An update on this matter appears elsewhere on this agenda.
Passively managed assets	Ongoing monitoring of assets managed on a passive basis	Further engagement and exploration with UBS will continue throughout the year.	Dialogue with those Authorities adopting passive management investment will take place at Investor User Group during the year. An update on the value of Authorities' passive holdings appears elsewhere on this agenda.
Governance	Meetings and oversight Operational protocols	Arrangements will be made to support meetings of the Joint Committee (usually each quarter). Meetings of s151 Officers will also be held. The implementation of the revised Governance Manual.	JC meetings during the remainder of 2022/23 are scheduled for: 5 December 2022; 6 March 2023. A virtual meeting of s151 Officers was held on 17 August 2022. Further meetings will be held in advance of future JC meetings. The revised Governance Manual was agreed by s151 Officers at a specially convened meeting on 6 May 2022 and circulated to JC Members on 7 July 2022. The ASU will update and maintain the Manual.

Theme	Milestone	2022/23 activity	September 2022 comment
Governance continued	Engagement with HM Government (contd.)	ACCESS will liaise with the Scheme Advisory Board (SAB) as appropriate.	Any SAB liaison will be brought to the Committee's attention.
		Periodic reports will be provided to DLUHC (formerly MHCLG) as required.	An update on this matter appears elsewhere on this agenda.
		The Joint Committee will actively participate in any Cabinet Office/DLUHC pooling-related consultations.	A DLUHC consultation(s), incorporating Climate Related Disclosures, LGPS Pooling and the LGPS implications of the <i>Levelling Up</i> White Paper is expected during 2022/23.
	Joint Policies & guidelines	Continued activity will take place on implementing the Communications plan.	A <i>LinkedIn</i> workshop took place on 28 July 2022 prior to the launch of the ACCESS LinkedIn page in September. Revisions to the ACCESS website are expected to be concluded in September.
		A procurement will take place for Communications Support.	An update on this matter appears elsewhere on this agenda.
		The adoption of revised Environmental Social and Governance /Responsible Investment guidelines.	See section 4 of cover report.

Theme	Milestone	2022/23 activity	September 2022 comment
		A procurement will be completed for RI reporting.	An update on this matter appears elsewhere on this agenda.
ACCESS Support Unit (ASU)	Review of ACCESS Support Unit	A third-party review of the ASU will be undertaken.	An update on this matter appears elsewhere on this agenda.
	Annual Audit	An Internal Audit of the ASU will be conducted by Essex CC.	The annual audit is expected to commence in September 2022.

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of the Local Government Act 1972.

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