



## AGENDA

### ACCESS JOINT COMMITTEE

**Monday, 4th March, 2024, at 1230pm**

Ask for: **Joel Cook**

**Bevin Hall, 18 Smith Square, London, SW19**

Telephone **03000 416892**

*Tea/Coffee will be available 15 minutes before the start of the meeting in the meeting room*

#### **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 Graham Lawman** (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/Substitutes
2. Declaration of interests in items on the agenda
3. Minutes of the meeting held on 4 December 2023 (Pages 1 - 6)
4. Chair's remarks
5. Business Plan, Budget & Risk Summary (Pages 7 - 20)

#### **Motion to Exclude Press and Public**

##### **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.

#### **EXEMPT ITEMS**

6. Exempt Minutes of the meeting held on 4 December 2023 (Pages 21 - 26)

- |     |   |                   |
|-----|---|-------------------|
| 7.  | Third Party Review                            | (Pages 27 - 38)   |
| 8.  | Operator reprourement                         | (Pages 39 - 42)   |
| 9.  | Contract and Supplier Relationship Management | (Pages 43 - 78)   |
| 10. | Alternative Investments                       | (Pages 79 - 90)   |
| 11. | Performance Report                            | (Pages 91 - 160)  |
| 12. | Sub-Fund Implementation                       | (Pages 161 - 166) |
| 13. | Risk Register                                 | (Pages 167 - 176) |

Joel Cook  
Clerk to the Joint Committee  
03000 416892

**Friday, 23 February 2024**



## ACCESS JOINT COMMITTEE

MINUTES of a meeting of the ACCESS Joint Committee held at Bevin Hall, 18 Smith Square, London, SW19 on Monday, 4th December, 2023.

PRESENT: Chair: Cllr Mark Kemp-Gee (Hampshire CC), Vice-Chair: Cllr Susan Barker (Essex CC), Cllr Vanessa Churchman (Isle of Wight), Cllr Roger Elkins (West Sussex CC), Cllr Gerard Fox (East Sussex CC), Cllr Colin Kreidewolf (Suffolk CC), Cllr Graham Lawman (West Northamptonshire Council), Cllr Judy Oliver (Norfolk CC), Cllr Charlie Simkins (Kent CC) and Cllr Andrew Williams (Hertfordshire CC).

LOCAL PENSION BOARD OBSERVERS: Adam Mitchell (Hertfordshire), Martin Doyle (Isle of Wight), Barbara Milton (Isle of Wight), Joe Parsons (Kent) and Rob Thomas (Kent).

ALSO PRESENT: Kevin McDonald (ASU), Mark Paget (ASU), Dawn Butler (ASU), Paul Tysoe (ASU), Alistair Coyle (ASU), Sallie Wilson (ASU), Clifford Sims (Squire Patton Boggs), Felix Weston (Squire Patton Boggs) and John Wright (Hymans Robertson).

OFFICERS: Andrew Boutflower (Hampshire), Glenn Cossey (Norfolk), Jody Evans (Essex), Paul Finbow (Suffolk), James Graham (Kent), Alex Younger (Norfolk), Rachel Wood (West Sussex), Sharon Tan (Suffolk), Rob Winterton (Hertfordshire), Mark Whitby (Cambridgeshire), Ben Barlow (Northamptonshire), Sian Kunert (East Sussex), Matt Dentten (Kent) and Joel Cook (Kent - Clerk).

### UNRESTRICTED ITEMS

**127. Apologies/Substitutes.**  
(Item. 1)

Apologies were received from Cllr Whelan, Cllr Hunt who was substituted by Cllr Elkins and Cllr Soons who was substituted by Cllr Kreidewolf.

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

No declarations were made.

**129. Minutes of the meeting held on 4 September 2023.**  
(Item. 3)

RESOLVED that the minutes from the meeting held on 4 September 2023 be signed as a true and accurate record.

**130. Chair's remarks.**  
(Item. 4)

1. The Chair highlighted the key items on the agenda and formally welcomed Local Pension Board observers from Hertfordshire, Isle of Wight and Kent.

RESOLVED that the Chair's remarks be noted.

**131. Business Plan, Budget and Risk.**  
(Item. 5)

1. Kevin McDonald (ASU Director) provided an update on the 2023/24 Business Plan and Budget as well as an overview of the proposed Business Plan and Budget for 2024/25. He confirmed the appointment of PIRC as phase two advisor to the pool and that PIRC had subsequently attended one RI/ESG group meeting, it was noted that there would be an update at the March 2024 meeting. He highlighted 2023/24 Budget variances and explained ASU salary costs. Concerning the underspend on procurement, he explained that it was due to several procurements which would conclude in 2024 and the pause in implementation advice. Addressing the 2024/25 Business Plan, he highlighted the planned review of sub-funds and launch of CBRE real estate mandates. Expenditure on legal and strategic partnership advice was addressed. He assured the Joint Committee that Administering Authorities' Section 151 officers had reviewed and endorsed the proposed 2024/25 Budget.
2. A Member commented that a 3-year business planning framework should be considered to support the pool's medium term financial planning. Mr McDonald reassured the Joint Committee that multiyear business planning had been discussed by officers, as part of the Third-party Review.

RESOLVED to:

- a) note the 2023/24 Business Plan update; 2023/24 budget update; and risk summary;
- b) consider the proposed Business Plan and budget for 2024/25;
- c) recommend the 2024/25 Business Plan to the ACCESS Authorities; and
- d) accept the recommendation of the s151 Officers from the ACCESS Authorities to determine the 2024/25 budget totalling £1.707m to support the proposed business plan.

**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.

**RESTRICTED ITEMS**

(Open access)

**132. Exempt Minutes of the meeting held on 4 September 2023.**  
(Item. 6)

RESOLVED that the exempt minutes from the meeting held on 4 September 2023 be signed as a true and accurate record.

**133. Waystone presentation.**

*(Item. 7)*

*Rachel Wheeler (CEO, Global Management Company Solutions), Karl Midl (Country Head, UK CEO) and Colin Jones (Relationship Manager) representing Waystone were in attendance for this item.*

1. Waystone gave a presentation on the acquisition of Link Fund Solutions completed on 9 October 2023, corporate activity, investor support and current progress on key workstreams.

RESOLVED to note the presentation.

**134. Operator Re-procurement**

*(Item. 8)*

1. Mark Paget (ASU Contracts Manager) introduced the report which updated the Joint Committee on the operator re-procurement specification and planned operator agreement start date. The approach to reporting, timing, oversight and KPIs within the specification were explained. He assured the Joint Committee that the Officer Working Group (OWG) had considered each Authorities' governance pathway, to ensure sufficient time for approval.
2. John Wright (Hymans Robertson) advised the Joint Committee on the steps taken to develop the KPIs and monitoring metrics.
3. Clifford Sims (Squire Patton Boggs) advised the Joint Committee on the specification development process.

RESOLVED to:

- a) note the activity that has taken place, the summary requirements specification and forthcoming reprocurement plans; and
- b) pending finalisation of the requirements specification and associated documentation, and sign-off from the Authorities, give the Director approval to commence the formal procurement process through to the identification of the preferred bidder.

**135. LGPS pooling consultation - Government response.**

*(Item. 9)*

1. Mr McDonald provided an update on the government's response to the Department for Levelling Up, Housing and Communities' LGPS: Next steps on investments consultation, following responses from the sector, including the pool and all member funds.
2. Members discussed the government's response and anticipated developments in 2024.

RESOLVED to:

- a) note the report; and
- b) agreed actions including the monitoring of future developments.

**136. Third-party Review.**  
*(Item. 10)*

1. Mr McDonald gave an update on the Third-party Review and corresponding report by Barnett Waddingham which was circulated to Members on 15 September. He confirmed that Jeff Houston (Barnett Waddingham) would present at the March 2024 meeting followed by Joint Committee consideration of the Review and Officer response.

RESOLVED to note the report.

**137. Communications Re-procurement.**  
*(Item. 11)*

1. Mr McDonald gave an update on the outcome of the re-procurement of the Communications Partner for the pool, including the methodology and criteria used to assess bids.
2. The Chair noted his and the Vice Chair's greater involvement with the pool's public relations.

RESOLVED to:

- a) note the outcome of the procurement process; and
- b) note the appointment of Tavistock Communications as Communications Partner for the ACCESS Pool.

**138. Pool Aligned Alternative Investments.**  
*(Item. 12)*

1. Andrew Boutflower (Hampshire) gave an update on the progress of pooling investments and recommendations for the designation of specific existing infrastructure being pool aligned.
2. Members discussed pool aligned asset types.

RESOLVED to:

- a) Note the selection of Aviva for the Long-lease real estate building block.
- b) Recommend to the ACCESS councils that they may contract with Aviva for investment in the Lime property fund if they have a requirement of Long-lease real estate in their investment strategy.

- c) Recommend to the ACCESS councils that they report investments in the JP Morgan and IFM infrastructure funds as pooled-aligned.
- d) Note the remainder of the report including progress by CBRE on the founding of pooled vehicles for the UK Core and Global Real Estate and the workstreams being progressed by ACCESS Implementation Advisor Apex for pooling other alternative assets.

**139. Investment Performance Report.**  
*(Item. 13)*

- 1. Sharon Tan (Suffolk) provided an overview of the current ACCESS performance, which showed that pooled assets of all ACCESS Authorities amounted to £35.319 billion at the end of September 2023, a decrease of £0.114 billion from the June quarter. The total pooled assets increased by £226 million.

RESOLVED to note the performance report.

**140. Sub-fund Implementation.**  
*(Item. 14)*

- 1. Alistair Coyle (ASU Client Manager) introduced the report which updated the Joint Committee on the establishment of sub-funds in the Authorised Contractual Scheme.

RESOLVED to note the report.

**141. Contract Management.**  
*(Item. 15)*

- 1. Mr Paget provided an update on contract and supplier relationship management activity.

RESOLVED to note the matters highlighted within the report, the activity that has taken place and forthcoming plans.

**142. Risk Register.**  
*(Item. 16)*

- 1. Mr Paget provided an update on the risk register, highlighting those risks which had been hardened and softened.

RESOLVED to note the matters highlighted within the report.

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# Business Plan, Budget & Risk Management



## ACCESS Joint Committee

Date: 4 March 2024

Report by: Director of ACCESS Support Unit

<b>Subject:</b>	<b>Business Plan, Budget &amp; Risk Management</b>
<b>Purpose of the Report:</b>	To provide an update on the activities undertaken since the last Joint Committee, associated spend and risk summary.
<b>Recommendations:</b>	<p>The Committee is asked to note the:</p> <ul style="list-style-type: none"> <li>• 2023/24 Business Plan update;</li> <li>• 2023/24 budget update; and</li> <li>• risk summary.</li> </ul>
<b>Enquiries to:</b>	<p>Kevin McDonald                      Email: <a href="mailto:kevin.mcdonald@accesspool.co.uk">kevin.mcdonald@accesspool.co.uk</a></p> <p>Mark Paget                      Email: <a href="mailto:mark.paget@accesspool.co.uk">mark.paget@accesspool.co.uk</a></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 a 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 (OWG). In draft form, it was presented to Section 151 Officer Group at their meeting on 9 February 2024 and their feedback has informed this final version.

## **2. 2023/24 Business Plan**

2.1 The Business Plan for **2023/24** was agreed by the JC in December 2022 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 2023/24 Business Plan (Annex A) that are also the subject of separate items on the Committee's agenda include:

- Third-party review
- Operator re-procurement
- Alternative / non-listed assets
- Investment performance
- Sub-fund implementation
- Contract and supplier relationship management
- Risk Register

## **3. Responsible Investment**

3.1 At its last meeting on 4 December 2023, the Joint Committee were made aware PIRC colleagues had initiated the work for Phase II of the Pool's Responsible Investment workstream. Four main themes have been identified:

- I. Reporting Framework;
- II. Review of the ACCESS RI Guidelines;
- III. Voting Guidelines update; and
- IV. Stewardship Code Submission.

A verbal update on the projected schedule of the four themes will be given at the meeting.

3.2 The ESG/RI sub-group have been meeting monthly and held discussions on the following:

- The structure and draft content of a stewardship code submission on behalf of the ACCESS Pool;
- The existing and potential future arrangements for quarterly stewardship reporting;
- A review and comparison of the current voting guidelines; and
- Initial conversations in relation to the ACCESS RI Guidelines.

3.3 PIRC colleagues are meeting with individual Authorities outside of the ESG/RI sub-group to discuss requirements at an Authority Fund level.

#### **4. Communications**

- 4.1 At its last meeting on 4 December 2023, the Joint Committee noted the appointment of Tavistock as Communications Partner for the ACCESS Pool. Since that meeting contractual arrangements have been finalised on a six-year contract (four years plus an option to extend for up to two years).
- 4.2 A series of initial meetings were held between colleagues at Tavistock and the ASU. These principally focussed on induction arrangements, background to the development of the ACCESS pool and the current LGPS environment. A further session was also held including Cllr Kemp-Gee and Cllr Barker, the Committee's Chairman and Vice-Chairman.
- 4.3 Tavistock have been undertaking the press office / media liaison function since the start of 2024 and have been involved in the press releases covering the Pool's recent activity on alternative assets including:
- [Global Timberland manager search 12 January](#)
  - [IFM and J.P. Morgan Infrastructure Funds 17 January](#)
  - [Social & Affordable Housing manager search 19 January](#)
- 4.4 Anticipated upcoming activity includes dialogue with spokespeople, review of messaging and preparations for a Progress Update.

#### **5. Review of arrangements for Local Pension Board (LPB) Observers at Joint Committee meetings**

- 5.1 In March 2022, the Joint Committee agreed to invite two LPB observers from each Authority to join the meetings in person approximately once a year on a rotational basis. The requisite changes to the Inter-Authority Agreement (IAA) were agreed in principle by Summer 2022 and the observer attendance started informally from Autumn 2022. The revised IAA was approved in early 2023 and the observer attendance became formal from March 2023 onwards.
- 5.2 The original Joint Committee decision was to conduct a review of the LPB observer arrangements after one year of formal implementation, which is due now. As a result, each Authority will be approached in late March 2024 seeking opinion and asking for feedback on the LPB arrangements. Following receipt of feedback, a report will be brought back to the Committee.

## **6. ACCESS Support Unit staffing**

- 6.1 Mark Paget, Contracts Managers has indicated his intention to retire by the end of the current calendar year. Mark was the ASU's first recruit having been appointed in November 2018. He has been fundamental to shaping how the Pool has conducted supplier relationship in addition to making significant contributions across multiple workstreams. Arrangements to fill the eventual Contracts Manager vacancy will be taken forward by the ASU Director in liaison with s151 Officers.

## **7. Officer Working Group**

- 7.1 Paul Finbow (Head of Pensions, Suffolk) is retiring in early June 2024. Paul has represented Suffolk at OWG since the formation of ACCESS in 2016. From 2020, Paul has chaired OWG and been instrumental to that group's participation in the progressing milestones within the Business Plan agreed by the Joint Committee. He has regularly attended Joint Committee meetings in addition to deputising as Suffolk's representative at s151 Officer Group when required.
- 7.2 Jo Thistlewood (Pension Fund Manager, Isle of Wight) has accepted the position of Head of Pension Fund at Berkshire and is understood to commence her new post in April 2024. Jo has represented IoW at OWG and the s151 Officers Group since the formation of ACCESS in 2016. She has regularly attended Joint Committee meetings and on many of those occasions has done so as representative of the s151 Officers Group.
- 7.3 Both Paul and Jo have played key roles in both representing their own Authorities and the development of the ACCESS pool. Their respective contributions are greatly valued.

## 8. 2023/24 Budget

8.1 At its December 2022 meeting, the Committee determined a budget of **£1,559,033** to support the 2023/24 business plan. Details are shown within the following table.

	Budget 2023/2024 £	Actual Costs as at 31 Jan 24 2023/2024 £	Estimated 01-Feb-24 to 31-Mar-24 £	Actual Costs Jan plus Forecast 2023/2024 £	Overspend / (Underspend) 2023/2024 £
<b>ASU</b>					
ASU Salaries (incl. on cost)	499,833	438,612	79,373	517,985	18,152
ASU Operational	23,000	11,606	5,484	17,090	(5,910)
ASU Host Authority Recharge	35,700	29,750	5,950	35,700	0
Technical Lead Recharge Costs	40,000	39,284	14,000	53,284	13,284
<b>ASU Total</b>	<b>598,533</b>	<b>519,252</b>	<b>104,807</b>	<b>624,059</b>	<b>25,526</b>
<b>Professional Costs</b>					
<i>Internal Professional Costs</i>					
JC Secretariat	23,100	16,599	5,936	22,535	(565)
Procurement	145,000	19,000	22,000	41,000	(104,000)
<i>Internal Professional Costs</i>	168,100	35,599	27,936	63,535	(104,565)
<i>External Professional Costs</i>					
Strategic & Technical	602,000	385,500	172,457	557,957	(44,043)
Legal & Governance	190,400	284,337	74,500	358,837	168,437
<i>External Professional Costs</i>	792,400	669,837	246,957	916,794	124,394
<b>Professional Costs Total</b>	<b>960,500</b>	<b>705,436</b>	<b>274,893</b>	<b>980,329</b>	<b>19,829</b>
<b>Total Costs for the Financial Year</b>	<b>1,559,033</b>	<b>1,224,688</b>	<b>379,700</b>	<b>1,604,388</b>	<b>45,355</b>
<b>Cost Per Authority</b>	<b>141,730</b>	<b>111,335</b>	<b>34,518</b>	<b>145,853</b>	<b>4,123</b>

8.2 The following matters are highlighted:

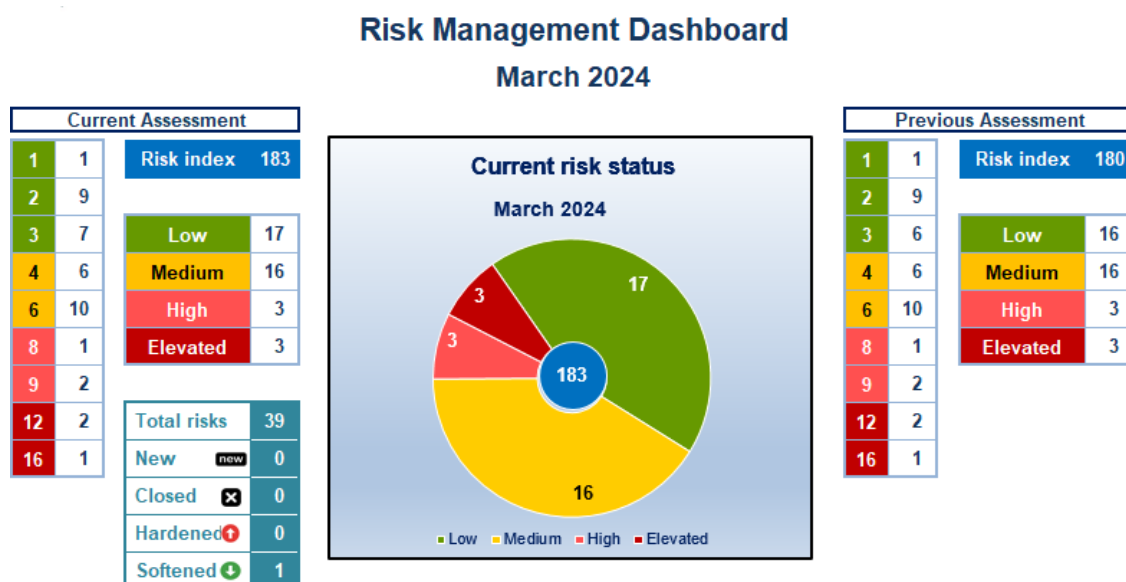
- ASU staffing: Between 1 May 2023 and 31 January 2024 Paul Tysoe worked as an additional Client Manager, on a part time basis. In undertaking this role, Mr Tysoe assisted Alistair Coyle commence his role as full time Client Manager and supported the work of the ASU across listed asset, non-listed asset and Responsible Investment workstreams. An overspend of £18,152 is estimated on this budget line.
- The ASU Host Authority recharge includes finance, information, technology, human resources and property services.
- Technical Lead Recharge: increased workload particularly in respect of the range and scope of reporting has contributed to an estimated overspend of £13,284.
- Procurement: a number of processes originally planned to conclude in 2023/24 will now conclude in 2024/25. The associated costs will now fall into 2024/25 resulting in an estimated underspend of £104,000.

8.3 Further detail in relation to External Professional costs have been provided and shown in the Part II Annex B to this report.

8.4 The Independent Third-Party Review appears elsewhere on this agenda. Any resourcing implications arising from the Third-Party Review will form part of the budget considerations of the s151 Officer Group, which in turn will be brought to the Joint Committee as in-year recommendations during 2024/25.

## 9. Risk Summary

9.1 A summary of the current risk profile is shown below. A more detailed report appears within the Part II Annex C to this report.



## **10. Recommendations**

10.1 The Committee is asked to note the:

- 2023/24 Business Plan update;
- 2023/24 budget update; and
- risk summary.



Theme	Milestone	2023/24 activity	February 2024 comment
<b>Actively managed listed assets</b>	Launch of Tranche 5b	Two fixed income sub-funds.	An update on this matter appears elsewhere on this agenda.
	Launch of Tranche 6	Two Emerging Market sub-funds.	Launched Summer 2023.
	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-fund.	An update on this matter appears elsewhere on this agenda.
	Launch of Tranche 8	One sustainable Global Equity sub-fund.	An update on this matter appears elsewhere on this agenda.
<b>Scheduled BAU Evaluation</b>	2023/24 is the penultimate year of the Operator Agreement	Preparation for, and the commencement of, the re-procurement of operator services.	An update on this matter appears elsewhere on this agenda.
<b>Alternative / non-listed assets</b>	Implementation of approach to pool illiquid assets	Commencement of property mandates.	An update on this matter appears elsewhere on this agenda.

Theme	Milestone	2023/24 activity	February 2024 comment
<b>Passively managed assets</b>	Ongoing monitoring of assets managed on a passive basis.	Further engagement and exploration with UBS will continue throughout the year.	UBS presented to the Investor User Group on 12 June 2023.  An update on the value of Authorities' passive holdings appears elsewhere on this agenda.
<b>Governance</b>	Meetings and oversight  Operational protocols  Engagement with HM Government	<p>Arrangements will be made to support meetings of the Joint Committee (usually each quarter).</p> <p>Meetings of s151 Officers will also be held.</p> <p>The implementation of the outcomes of the Third-Party Review.</p> <p>ACCESS will liaise with the Scheme Advisory Board (SAB) as appropriate.</p> <p>Periodic reports will be provided to DLUHC as required.</p>	<p>This is the Committee's final scheduled meeting of 2023/24.</p> <p>S151 Officers met on both 31 January and 9 February 2024.</p> <p>An update on this matter appears elsewhere on this agenda.</p> <p>Sian Kunert, East Sussex, participates on the SAB's Cross Pool Working Group on TCFD measures. Kevin McDonald, ASU participates on the SAB's RI Advisory Group.</p> <p>The annual DLUHC return was submitted in September 2023.</p>

Theme	Milestone	2023/24 activity	February 2024 comment
<b>Governance</b> continued	Engagement with HM Government (contd.)	The Pool will actively participate in any Cabinet Office/DLUHC pooling-related consultations.	An ACCESS response was submitted in September 2023 and subsequent developments continue to be monitored.
	Joint Policies & guidelines	The commencement of RI reporting support for the Pool.	An outline of the work undertaken by PIRC is included within section 3 of this report.
		An annual review will be conducted of the Pool's RI Guidelines.	Scheduled for 2024/25.
		The Pool's second Communications support contract will commence.	An outline of the initial engagement with Tavistock is included within section 3 of this report.
		Continued activity will take place on implementing the Communications plan.	The Annual Report was published to Authorities in September 2023.
<b>ACCESS Support Unit (ASU)</b>	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 field work has been completed and the Annual Audit report will be presented to the Committee at its June 2024 meeting.

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