

AGENDA

ACCESS JOINT COMMITTEE

Monday, 5th June, 2023, at 11.00 am Ask for: Joel Cook

Bevin Hall, LGA Building, 18 Smith Square, London, SW1P 3HZ 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 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/Substitutes
- 2. Declaration of interests in items on the agenda
- 3. Election of Chair
- 4. Election of Vice-Chair
- **5.** Minutes of the meeting held on 6 March 2023

(Pages 1 - 6)

- 6. Chair's remarks
- 7. Business Plan, Budget & Risk Management

(Pages 7 - 20)

Motion to Exclude 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.

EXEMPT ITEMS

8. Exempt Minutes of the meeting held on 6 March 2023

(Pages 21 - 24)

9.	BAU Evaluation	(Pages 25 - 30)
10.	Link Presentation	(Pages 31 - 40)
11.	Alternative Assets	(Pages 41 - 52)
12.	Implementation Advisor – To follow	
13.	Performance update	(Pages 53 - 102)
14.	Sub-fund implementation	(Pages 103 - 108)
15.	Contract Management	(Pages 109 - 124)
16.	Internal Audit of the ASU	(Pages 125 - 142)
17.	Risk Management	(Pages 143 - 150)

Joel Cook Clerk to the Joint Committee 03000 416892

Thursday, 25 May 2023



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 March, 2023.

PRESENT: Chair: Cllr Mark Kemp-Gee (Hampshire CC), Vice-Chair: Cllr Susan Barker (Essex CC), Cllr Charlie Simkins (Kent CC), Mr Jeremy Hunt (West Sussex CC), Cllr Judy Oliver (Norfolk CC), Cllr Andrew Williams (Hertfordshire CC), Cllr Paul Redstone (East Sussex CC), Cllr Vanessa Churchman (Isle of Wight Council), Cllr Colin Kreidewolf (Suffolk CC), Cllr Catherine Rae (Cambridgeshire CC), Cllr Charles Morton (Northamptonshire Council)

ALSO PRESENT: Kevin McDonald (ASU), Mark Paget (ASU), Paul Tysoe (ASU), Sallie Wilson (ASU), Dawn Butler (ASU), Clifford Sims (Squire Patton Boggs), Chris Harper (Squire Patton Boggs), John Wright (Hymans Robertson)

LOCAL PENSION BOARD OBSERVERS: Rob Thomas (Kent CC), Joe Parsons (Kent CC), Brian Wigg (Norfolk CC), Peter Baker (Norfolk CC), Ian Blofield (Suffolk CC), Eric Prince (Suffolk CC)

OFFICERS: Nick Buckland (Kent), Andrew Boutflower (Hampshire), Jo Quarterman (Norfolk), Glenn Cossey (Norfolk), Jo Thistlewood (IoW), Jody Evans (Essex), Mark Whitby (Cambridgeshire and West Northamptonshire), Patrick Towey (Hertfordshire), Sian Kunert (East Sussex), Sharon Tan (Suffolk), Paul Finbow (Suffolk), Rachel Wood (West Sussex), Ben Barlow (Cambridgeshire and West Northamptonshire), Nicole Wood (Essex), Kay Goldsmith (Kent) and Joel Cook (Clerk)

UNRESTRICTED ITEMS

80. Apologies/Substitutes.

(Item. 1)

 Apologies were received from Cllr Whelan (Cllr Rae substituting), Cllr Soons (Cllr Kreidewolf substituting), Cllr Fox (Cllr Redstone substituting) and Cllr Longley (Cllr Morton substituting).

RESOLVED that the apologies be noted.

81. Declaration of interests in items on the agenda.

(Item. 2)

None were received.

82. Chair's Remarks.

(Item. 3)

- 1. The Chair formally welcomed Local Pension Board observers from Kent, Suffolk and Norfolk Authorities.
- 2. He highlighted that the Business Plan, Budget & Risk Summary item had moved to the end of the agenda. Cllr Kemp-Gee welcomed Members views on the approach following the meeting.

RESOLVED that the Chair's remarks be noted.

83. Minutes of the meeting held on 5 December 2022.

(Item. 4)

RESOLVED that the minutes from the meeting held on 5 December 2022 be signed as a true and accurate record.

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.

84. Independent Third Party Review.

(Item. 5)

 Mr McDonald provided an update on the third-party review of the effectiveness of the pool. The framework procurement had concluded and Barnett Waddingham were identified as the preferred bidder to undertake the independent review.

RESOLVED that the Committee note the matters highlighted within the report and the result of the procurement for a consultant.

85. Exempt Minutes of the meeting held on 5 December 2022.

(Item. 6)

RESOLVED that the exempt minutes from the meeting held on 5 December 2022 be signed as a true and accurate record.

86. BAU Evaluation.

(Item. 7)

1. Mr McDonald and John Wright (Hymans Robertson) provided an update from the Business As Usual Evaluation, including consideration of relevant Operator Procurement considerations.

RESOLVED that the Committee:

1) note the report.

- 2) approve the key features of the draft specification outlined in the table within paragraph 8.2 of the report.
- Approve the governance arrangements for any required procurement preparations and activity, in accordance with the details set out in the Exempt Report

87. Link Presentation.

(Item. 8)

Nigel Boyling and Alistair Coyle from Link Fund Solutions were present for this item.

1. Mr Boyle and Mr Coyle provided an update on Link's corporate activity and future changes, as well as current progress on key workstreams.

RESOLVED that the presentation be noted.

88. Alternative Investments.

(Item. 9)

- 1. Mr Tysoe provided an update on alternative investments.
- He confirmed that the procurement process for UK Core and Global real estate mandates had completed with CBRE identified as the winning bidder for both mandates. Each ACCESS council would need to contract individually with the company.

RESOLVED that the Committee: -

- Agree to recommend to the ACCESS Councils that they may contract with CBRE for UK core property and Global property following the conclusion of the two respective procurement exercises.
- 2) Note the issues that had occurred with MJ Hudson's financial accounts and their current position.
- 3) Decide to pause all MJ Hudson activity as ACCESS's Implementation Advisor for 3 months (and prepare for a potential re-procurement if required).
- 4) Note current progress against the agreed plan for pooling non-listed investments.

89. Responsible Investment Phase II.

(Item. 10)

- 1. Mr Whitby provided an update on the work of the ESG/RI sub-group.
- 2. Hampshire County Council were leading the procurement of advice around implementation of the RI guidelines and delivery of reporting requirements. They were hoping to confirm the preferred supplier at the June 2023 Joint Committee meeting.
- 3. Since the previous meeting, there had been considerable exploration of LAPFF membership and signing up to the stewardship code.

- 4. If ACCESS were minded to become a signatory of the Stewardship Code, a Phase 2 Advisor would be required and that submissions to the FRC may be possible in October 2024.
- 5. 9 out of 11 ACCESS authorities were already members of LAPFF, with a tenth soon to follow. There was discussion around the benefits of ACCESS joining or whether this was duplication. Membership could begin at any time.
- 6. Cllr Williams proposed, and Mr Simkins seconded that recommendations 4 and 5 in the paper (LAPFF and Stewardship Code respectively) be taken via a separate vote. That process was adopted with voting details set out below.

RESOLVED that the Committee: -

- 1) Noted the report;
- Requested each Authority approves the Responsible Investment (RI) Guidelines for formal adoption by ACCESS;
- 3) Noted the update on Phase II of the RI procurement;
- 4) Approved ACCESS becoming a Pool member of the Local Authority Pension Fund Forum (LAPFF)*; and
- 5) Agreed the preparation of a UK Stewardship Code submission targeting an October 2024 submission deadline (subject to the RI advisor gap analysis outcome)*.

*Isle of Wight Council and West Sussex requested their vote against the recommendations for ACCESS to join LAPFF and become a signatory of the UK Stewardship Code be noted.

Recommendations 1,2 and 3 agreed without vote.

90. Investment Performance Report.

(Item. 11)

 Ms Tan (Suffolk) 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 £32.742bn at the end of December 2022 (down from £34.993bn in December 2021). Pool aligned assets represented 57% of total assets.

RESOLVED that the report be noted.

91. Sub-fund Implementation.

(Item. 12)

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

RESOLVED that the Committee notes the matters highlighted within the report.

92. Contract and Supplier Relationship Management.

(Item. 13)

1. Mr Paget provided an update on Contract and Supplier Relationship Management activity.

RESOLVED that the Committee noted the matters highlighted within the report, the activity that had taken place and forthcoming plans.

93. Business Plan, Budget & Risk Management. (Item. 14)

- 1. Mr McDonald provided an update on the Business Plan and Budget. Key points included:
 - i. All 11 ACCESS authorities had signed the revised Inter Authority Agreement (IAA).
 - ii. The government's pooling consultation had still not been launched.
 - iii. The re-procurement of a communications partner had not proceeded as intended therefore the contract with MHP Mischief was to be extended until 30 June 2023 with a re-procurement being undertaken during that time.
 - iv. Overspends on "legal and governance" in the current year budget reflected additional contract related work.
- 2. Mr Paget provided an update on the risk register summary, highlighting those risks which had changed, been added, or removed.

RESOLVED that:-

- 1) the 2022/23 Business Plan update be noted.
- 2) the 2022/23 budget update be noted.
- 3) the risk register be noted.
- 4) the existing arrangements with MHP Mischief as Communication Partner be extended until 30 June 2023.



Business Plan, Budget & Risk Management



ACCESS Joint Committee

Date: 5 June 2023

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:	The Committee is asked to note the: • 2022/23 Business Plan summary; • 2022/23 financial outturn; • 2023/24 Business Plan update; and • matters highlighted on risk management. The Committee is asked to agree to: • extend the existing arrangements with MHP Mischief as Communication Partner until 31 December 2023.		
Enquiries to:	Kevin McDonald Email: kevin.mcdonald@accesspool.co.uk Mark Paget Email: mark.paget@accesspool.co.uk		

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 12 May 2023 and their feedback has informed this final version.

2. 2022/23 Business Plan

- 2.1 The Business Plan for **2022/23** (last year) was agreed by the Joint Committee (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 The activities within last year's **2022/23** Business Plan, along with commentary on the status of each milestone at the end of the year are shown in the table below. The ongoing nature of a number of areas result in milestones spanning different years.

Theme / Milestone	2022/23 activity	2022/23 Joint Cttee report reference	Year-end status	2023/24 milestone
Actively managed listed assets				
Launch of Tranche 5b	3 Fixed income sub-funds) Item 11, 6 June	In progress	Yes
Launch of Tranche 5c	2 Fixed income sub-funds; 1 global equity sub-fund) Item 12, 6 Oct	Complete	-
Launch of Tranche 6	2 Emerging Market sub-funds) Item 14, 5 Dec	In progress	Yes
Launch of Tranche 7a	2 Fixed income sub-funds) Item 12, 6 Mar	In progress	Yes
Launch of Tranche 7b	1 Fixed income sub-fund; 1 global equity sub-fund)	Complete	Yes
Scheduled BAU evaluation	Ongoing dialogue	Item 13, 6 June; Item 14, 6 Oct; Item 7, 5 Dec; Item 7, 6 Mar	In progress	Yes
Actively managed non-listed assets				
Implementation of approach	Procurement for property mandates	Item 9, 6 June; item 9, 5 Dec; Item	Complete	Yes
Passively managed assets				
Ongoing monitoring of passive assets	Ongoing dialogue with UBS		Complete	Yes
Governance				
Meetings and oversight	3 Joint Committees held; 3 Member briefings held		Complete	Yes
e 9	5 ACCESS s151 Officer meetings held		Complete	Yes
Operational protocols	Review of Governance Manual completed	Item 6, 6 June	Complete	-
	Revisions to IAA Completed	Item 6, 6 June; item 5, 6 Oct; item 5 5 Dec;	Complete	-
	Third party review commissioned	Item 8, 6 Oct; Item 10, 5 Dec;	In progress	Yes
Engagement with HM Government	Annual Report to DLUHC submitted Autumn 2021	Item 11, 6 Oct;	Complete	Yes
	Response submitted to TFCD consultation	Item 12, 5 Dec	Complete	Yes
Joint Polices & guidelines				
Communications	Comms partner re-procurement commenced	Item 9, 6 Oct; item 11, 5 Dec; item 14, 6 Mar	In progress	Yes
ESG / RI	Revised RI guidelines recommended to Councils	Item 8, 6 June; item 12, 5 Dec; item 10, 6 Mar	Complete	Yes
ASU				
ACCESS Support Unit	Third Party Review commissioned	Item 8, 6 Oct; Item 10, 5 Dec;	In progress	Yes
	Internal Audit undertaken	Item 5, 6 June	In progress	Yes

3. Business Plan

- 3.1 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.
- 3.2 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:
 - BAU Evaluation
 - Alternative / non-listed assets
 - Implementation Advisor update
 - Investment performance
 - Sub-fund implementation
 - Contract and supplier relationship management

4. Investment Pooling consultation by Department for Levelling Up Housing & Communities (DLUHC)

- 4.1 At the time of writing the ASU's understanding was that this consultation is likely to be published prior to the summer Parliamentary recess. A verbal update will be given at the meeting. The next JC is scheduled for 4 September 2023.
- 4.2 At its June 2022 meeting the Committee agreed the following:
 - should the deadline for responses not align with the Committee's schedule of meetings, the Director for the ASU will make necessary arrangements to ensure that the Members of the Committee may consider and comment upon the DLUHC consultation and that the authority be delegated to the ASU Director to finalise and submit a response in consultation with the ACCESS Joint Committee and the Chairman and Vice Chairman.
- 4.3 It is envisaged that if the above arrangements prove to be necessary then a virtual briefing for JC Members would be arranged to discuss a draft consultation response.

5. Third Party Review

- 5.1 A procurement using National LGPS Frameworks for a consultant to undertake this review was held, with Barnett Waddingham identified as the preferred supplier. This was reported to the Committee at its March 2023 meeting after which Jeff Houston from Barnett Waddingham was invited to observe the remainder of proceedings.
- 5.2 The review is currently in its research phase and, in order that all parties are afforded the appropriate opportunity of contributing, the intention is that the Consultant will present their final report to the Committee at its meeting on 4 September 2023.

6. Responsible Investment Phase II procurement

6.1 The procurement for Phase II of RI support to the pool (reporting) is currently underway. The outcome is expected to be brought to the Committee's meeting on 4 September 2023.

7. Communications re-procurement

- 7.1 At the Committee's December 2022 meeting it was agreed that Hampshire County Council be the Procurement Lead Authority for the communications partner re-procurement.
- 7.2 Preparations for this tender are progressing alongside the other procurement demands ACCESS is taking forward with procurement colleagues at Hampshire County Council. In view of current priorities, it is considered prudent that the planned Communications re-procurement concludes to enable the outcome to be brought to the December 2023 meeting. As a consequence, it is also necessary to request a further extension of the existing arrangements with MHP Mischief until 31 December 2023. Under this approach a progress update would be included at the September Committee meeting.
- 7.3 As highlighted to the Committee previously, it is anticipated that Officer volunteers from OWG and the ASU will participate in assessing and evaluating the submissions from prospective suppliers and any clarification interviews that might be considered necessary. Section 151 Officers and Elected Members will also be afforded the opportunity to participate in this process.

8. ACCESS Support Unit staffing

- 8.1 Alistair Coyle joined the ASU on 9 May 2023 following the recruitment process which was reported to the March 2023 meeting.
- 8.2 Paul Tysoe retired from the role of Client Manager at the end of April 2023. In view of current workloads and following dialogue with the s151 Officer Group arrangements have been made to undertake a part-time role as additional Client Manager on a temporary basis, prior to the outcomes of the Third Party Review being reported to the Committee.

9. 2022/23 Budget outturn

9.1 At its December 2021 meeting, the Committee determined a budget of £1,366,000 to support the 2022/23 business plan. Details are shown within the following table.

	Agreed Budget 2022/2023 £	Actual Costs as at 31 Jan plus forecast 2022/2023 £	Outturn 2022/2023 £	Overspend / (Underspend) 2022/2023 £	Agreed Budget 2023/2024 £
ASU					
ASU Salaries (incl. on cost)	465,000	465,736	458,404	(6,596)	499,833
ASU Operational	23,000	16,983	16,104	(6,896)	23,000
ASU Host Authority Recharge	35,000	34,000	34,000	(1,000)	35,700
Technical Lead Recharge Costs	45,000	44,599	49,357	4,357	40,000
ASU Total	568,000	561,318	557,865	(10,135)	598,533
Professional Costs Internal Professional Costs JC Secretariat Procurement Internal Professional Costs	22,000 60,000 82,000	22,768 52,000 74,768	23,028 42,000 65,028	1,028 (18,000) (16,972)	23,100 145,000 168,100
External Professional Costs Strategic & Technical Legal & Governance External Professional Costs	546,000 170,000 716,000	408,906 223,796	333,854 218,405 552,259	(212,146) 48,405 (163,741)	602,000 190,400 792,400
_		632,702	-		
Professional Costs Total	798,000	707,470	617,287	(180,713)	960,500
Total Costs for the Financial Year	1,366,000	1,268,788	1,175,152	(190,848)	1,559,033
Cost Per Authority	124,182	115,344	106,832	(17,350)	141,730

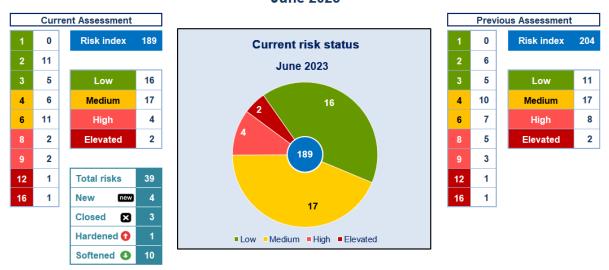
- 9.2 The ASU Host Authority recharge includes finance, information technology, human resource and property services.
- 9.3 An overspend £4,357 was incurred in relation to Technical Lead Support, primarily as a consequence of increased reporting undertakings.
- 9.4 The rescheduling of the Committee's September 2022 meeting owing to the period of national mourning following the death of HM Queen Elizabeth II overspend incurred some modest additional expenditure resulting in a small overspend of £1,028.
- 9.5 Procurement expenses were £18,000 lower than anticipated primarily due to the scheduled completion of procurements during 2023/24 (originally scheduled for 2022/23) in relation to the re-procurement of a Communications partner and RI Phase II.
- 9.6 Further detail in relation to External Professional costs have been provided and shown in the Part II Annex B to this report.

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10. Risk Summary

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

Risk Management Dashboard
June 2023



11. Recommendations

- 11.1 The Committee is asked to note the:
 - 2022/23 budget outturn;
 - 2023/24 Business Plan update; and
 - · current risk assessment.
- 11.2 The Committee is asked to agree to:
 - extend the existing arrangements with MHP Mischief as Communication Partner until 31 December 2023.



2023/24 Business Plan Annex A

	Theme	Milestone	2023/24 activity	May 2023 comment
	Actively managed listed assets	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.	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.
rage 15	J	Launch of Tranche 7b	One fixed income and one global equity sub-fund.	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.
	Scheduled BAU Evaluation	2023/24 is the penultimate year of the Operator Agreement	Preparation for, and the commencement of, the reprocurement of operator services	An update on this matter appears elsewhere on this agenda.
	Alternative / non-listed assets	Implementation of approach to pool illiquid assets	Commencement of property mandates	An update on this matter appears elsewhere on this agenda.

Т	heme	Milestone	2023/24 activity	May 2023 comment
r	assively nanaged ssets	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 the Investor User Group during the year. An update on the value of Authorities' passive holdings appears elsewhere on this agenda.
0	Governance	Meetings and oversight	Arrangements will be made to support meetings of the Joint Committee (usually each quarter).	A further two Committee meetings are scheduled during the remainder of 2023/24.
Page 1			Meetings of s151 Officers will also be held.	S151 Officers met on 12 May 2023.
6		Operational protocols	The implementation of the outcomes of the Third Party Review.	The review is in progress and expected to report to the Committee in September 2023.
		Engagement with HM Government	ACCESS will liaise with the Scheme Advisory Board (SAB) as appropriate.	Sian Kunert, East Sussex, has volunteered to join the SAB's Cross Pool Working Group on TCFD measures.
			Periodic reports will be provided to DLUHC as required.	An Autumn 2023 submission is expected.

	Theme	Milestone	2023/24 activity	May 2023 comment
	Governance continued	Engagement with HM Government (contd.)	The Pool will actively participate in any Cabinet Office/DLUHC pooling-related consultations.	A DLUHC consultation on LGPS Pooling is anticipated during 2023.
		Joint Polices & guidelines	The commencement of RI reporting support for the Pool.	The procurement for RI reporting support is underway and its outcomes are expected to be reported to the Committee in September 2023.
			An annual review will be conducted of the Pool's RI Guidelines.	Scheduled for late 2023.
rage 17			The Pool's second Communications support contract will commence.	The procurement for Communications support will be reported to the Committee in September 2023.
			Continued activity will take place on implementing the Communications plan.	The production of the second <i>Progress Update</i> is underway.
	ACCESS Support Unit (ASU)	Review of ACCESS Support Unit	A third-party review of the ASU will be undertaken.	The review is in progress and expected to report to the Committee in September 2023.
	()	Annual Audit	An Internal Audit of the ASU will be conducted by Essex CC.	An update on this matter appears elsewhere on this agenda.

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