

Your Ref.

Our Ref

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Date 12 November 2025

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Typetalk calls welcome

To: Members of the Management Committee of the Yorkshire Purchasing Organisation Joint Committee

Chief Executive of the Constituent Authorities (for information)

Dear Councillor

**YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE MEETING
– FRIDAY, 21 NOVEMBER 2025**

You are invited to a meeting of the Management Committee of the Yorkshire Purchasing Organisation Joint Committee which is to be held at **10:30 am on Friday, 21 November 2025** at the **YPO HQ, 41 Industrial Park, Wakefield** to consider the items set out in the agenda detailed overleaf.

Yours sincerely



Tony Reeves
Secretary to the Joint Committee

PLEASE NOTE: A buffet lunch is to be provided at the conclusion of the meeting. Please contact Kayley on the details above if you have any dietary requirements.

As a courtesy to colleagues will you please turn all electrical devices to silent prior to the start of the meeting.

**YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE -
Friday, 21 November 2025**

AGENDA

1. Members' Declaration of Interest.
2. Apologies for Absence.
3. To note any items which the Chairman has agreed to add to the agenda on the grounds of urgency.
4. To approve, as a correct record, the Minutes of the meeting held on Audit & Governance Sub-Committee meeting held on 7th November 2025 and agree the recommendations for each contained within the minutes. (Pages 1 - 6)
5. To approve as a correct record, the Minutes of the Management Committee meeting held on 18th July 2025. (Pages 7 - 14)
6. YPO Pay Policy. (Pages 15 - 27)
7. Governance Group Report. (Pages 29 - 39)
8. Management Agreement. (Pages 41 - 65)
9. Verbal update from Chair of Audit & Governance Sub-Committee.
10. Lead Authority Issues - Verbal.
11. Exclusion of the Public and Press.

In relation to reports below containing exempt information to consider, and if approved, pass the following resolution:

“That the public and press be excluded from the meeting for consideration of agenda items 12 to 16 on the grounds that they are likely to involve the disclosure of exempt information as described in Part 1 of Schedule 12A to the Local Government Act 1972, as amended.”

IN PRIVATE

12. Business Update. (Pages 67 - 82)
13. 5 Year Strategy Overview. (Pages 83 - 87)
14. Budget & Business Plan. (Pages 89 - 96)
15. Governance Review. (Pages 97 - 99)
16. Report of Non-Executive Director. (Pages 101 - 105)

Date of next meeting - 17th July 2026.

YORKSHIRE PURCHASING ORGANISATION

AUDIT & GOVERNANCE SUB-COMMITTEE

FRIDAY, 7TH NOVEMBER 2025

Present: Councillors: Rose (York), Church (Doncaster), White (North Yorkshire), Judge (Calderdale).

1.	CHAIR'S INTRODUCTION & WELCOME
	Introductions took place.
2.	ACCEPTANCE OF APOLOGIES FOR ABSENCE
	Apologies for absence were received on behalf of Councillors Anderson (Wigan), and Lonergan (Knowsley).
3.	MEMBERS DECLARATION OF INTEREST
	No declarations of interest were made.
4.	URGENT ITEMS
	No urgent items were raised.
5.	PREVIOUS AUDIT & GOVERNANCE SUB COMMITTEE MINUTES
	The minutes of the YPO Audit & Governance Sub-Committee held on 4 th July 2025 were approved by all.
6.	YPO GOVERNANCE GROUP REPORT
	<p>Simon Hill (Managing Director) shared the Governance Group update report, which summarises the group's work since June 2025.</p> <p>The group's main focus currently is on policy management and review, to track progress and establish timelines for policy updates.</p> <p>The YPO digital constitution is also being worked on. This will bring all YPO's governance documents together in one accessible place on the YPO website. This mirrors the process that is undertaken in Local Authorities.</p> <p>Simon explained that the Terms of Reference for the Audit & Governance sub-committee have been amended following recommendations from internal audit and are attached as an appendix to the report.</p> <p>Councillors asked for clarity on certain aspects of the reports and Officers provided appropriate responses.</p> <p>Resolved: (1) Audit and Governance Sub-Committee receive the report and approve the amended Terms of Reference for the sub-committee (Appendix 1).</p>

	<p>(2) Audit & Governance Sub-committee note the updated Terms of Reference for the Governance Group (Appendix 2).</p>
7.	<p>ANNUAL GOVERNANCE STATEMENT PROGRESS REPORT</p>
	<p>Simon Hill (Managing Director) shared the Annual Governance Statement progress report. At its meeting in July 2025 the Audit & Governance Sub-Committee considered a report on the Annual Governance Statement (AGS) 2024. It was proposed and agreed that an update on the progress of matters noted in the section headed ‘Significant Governance Issues’ would be brought back to this meeting. It should be noted that almost all of the issues reported reflect continuous improvement and strengthened governance arrangements and therefore many are not signed off as fully complete.</p> <p>Simon confirming that the most challenging area us currently is information security and AI. It is a challenging balance between the advantages and efficiency improvements this can offer us, compared with the risks if correct controls are not in place, particularly around GDPR and confidentiality. We are trying to work through this quickly as possible to get the benefits for the business.</p> <p>Cllr Rose asked if we have internal expertise around the carbon capture and accounting piece. Matthew explained we have a Social Value manager who does have experience of completing this type of work from previous roles. We are also evolving the and expanding the team going forward to ensure this area is well covered.</p> <p>Resolved: (1) Audit & Governance Sub-Committee noted the report.</p>
8.	<p>ASSURANCE REVIEW & UPDATE REPORT</p>
	<p>Simon Hill shared the report which provides Members with an update on the Assurance review.</p> <p>In the Annual Governance Statement (AGS) 2024 which the Audit & Governance Sub-Committee considered at its meeting in July 2025, YPO made a commitment to review its assurance arrangements. YPO has used a ‘three lines of defence’ model for several years and this is included in our Risk Management Strategy & Framework. Many of the individual sources of assurance that we rely on are also reported in the AGS itself. However, we could enhance our approach in response to recent developments in three (or four) line models and by fully implementing assurance mapping to provide a visual representation of risks, sources of assurance, and any gaps, overlaps or duplication.</p> <p>Andrea Hirst-Gee confirmed the assurance map will provide us with further clarity going forward. Our current risk management system is able to be developed to include assurance mapping in future.</p> <p>Cllr White asked if adding more complexity to the framework could have a risk of untended consequences of making things more difficult for us? Simon noted that due YPO being a commercial operation that takes more risk in the marketplace than other public sector bodies, we feel it is beneficial to ensure assurance and oversight is in place to keep up with best practice and give Members added levels of assurance.</p>

	<p>Helen Lisle noted that YPO has done well previously with accommodating SMEs within tenders. This is now part of the law under the new regulations, however YPO have been consistently good at this prior to the new regulations coming into place.</p> <p>Resolved – (1) Audit & Governance Sub-Committee note the proposals to refresh our ‘Three Lines’ approach to governance, and to develop more robust assurance mapping.</p>
9.	DRAFT INTERNAL AUDIT PLAN 2026
	<p>Consideration was given to the report of the Head of Internal Audit & Counter Fraud (Wakefield Council) the purpose of which is to share the draft internal audit plan with the Audit and Governance Sub-Committee as part of the approval process. This will help to ensure that effective engagement has taken place throughout the planning process.</p> <p>Julie Cousins (Head of Internal Audit & Counter Fraud - Wakefield Council) explained that the objectives and priorities of YPO, findings from previous audits, and risk areas to focus on have all been considered when setting this plan.</p> <p>YPO’s strategic priorities from 2026 onwards and any high/ very high risks from risk register have been key focus areas.</p> <p>Simon noted that YPO work in a collaborative way with internal audit to agree the plan.</p> <p>It was noted if things evolve it can be picked up with internal audit. The audits are broadly enough scoped that things can be amended if required.</p> <p>Resolved – (1) The Audit and Governance Sub-Committee reviewed and provided comments on the draft Internal Audit Plan for 2026, as set out in Table Four (Appendix A provides further detail).</p>
10.	INTERNAL AUDIT – VERBAL UPDATE TO MEMBERS
	<p>The Head of Internal Audit & Counter Fraud (Wakefield Council) provided a verbal update on the status of internal audit activity to Members.</p> <p>Julie Cousins shared the 2025 audit is currently ongoing. One audit is concluded, one is in draft report, and one has commenced.</p> <p>All other remaining audits have been scoped out, and testing and planning meetings are booked in. Julie confirmed she cannot foresee any issues to completing the 2025 audit, and the Head of Internal Audit annual opinion will be brought to the July committee meeting.</p> <p>Resolved – (1) That the verbal update be noted.</p>
11.	EXCLUSION OF THE PUBLIC AND PRESS

	<p>Resolved – That the public and press be excluded from the meeting during consideration of agenda items 12 - 16 on the grounds that they are likely to involve the disclosure of exempt information as described in Part 1 of Schedule 12A to the Local Government Act 1972, as amended.</p>
<p>12.</p>	<p>ANTI-BRIBERY POLICY STATEMENT AND RISK ASSESSMENT</p>
	<p>Consideration was given to the report presented by the Head of Finance (Matthew Hirst), the purpose of which is to provide assurance to the Audit & Governance Sub-committee that anti-bribery and corruption arrangements are in place and working effectively. The Sub-Committee will receive a separate report on counter-fraud measures at this meeting.</p> <p>Matthew explained there are no significant changes to the anti-bribery policy since it was last brought to committee for review.</p> <p>Matthew shared the key headlines of the latest assessment, and shared the issues flagged as amber within the assessment. This assessment has been reviewed by the YPO Board.</p> <p>It was noted that we follow best practice relating to the gifts & hospitality policy. The policy is reviewed on an annual basis, declaration forms are completed, and there is a process in place for auditing these.</p> <p>Cllr Church asked if we have any evidence of any activity that has raised concern? Matthew confirmed we have not had anything concerning recently.</p> <p>Andrea Hirst-Gee explained that we had an incident a few years ago which was thoroughly investigated with internal audit. We now have a process in place to ensure all international suppliers sign up to our YPO anti-bribery policy.</p> <p>Helen Lisle noted that as part of the introduction of the new procurement regulations, there will be a government central database to capture activity, and new ways of removing companies from tendering processes if issues arise.</p> <p>Resolved – (1) The Audit & Governance Sub-Committee considered the report, including the YPO Board’s review comments, the updated Anti-Bribery Policy Statement 2025 (Appendix 1), and the bribery risk register (Appendix 2).</p>
<p>13.</p>	<p>COUNTER-FRAUD FRAMEWORK</p>
	<p>Matthew Hirst (Head of Finance) shared the Counter-Fraud framework report.</p> <p>It was noted that new legislation provides a good opportunity for YPO to undertake a more in-depth review of its Counter Fraud measures. The starting point for this is to bring all current measures together under a new Counter Fraud Strategy (attached at Appendix 1).</p> <p>In keeping with best practice, we will also develop a Counter Fraud Plan of work to be done to further improve our resilience to fraud and bring this Plan back to future Audit & Governance Sub-Committee meetings for input and oversight. The starting point for this is the FFCL 2020 checklist, which has been completed and attached at Appendix 2.</p>

	<p>Cllr Rose asked if we feel we have an appropriate level of internal expertise in this area?</p> <p>Andrea Hirst-Gee explained we have good levels of support from internal audit at Wakefield, who have a counter-fraud specialist team. We are able to use this team if required which works well.</p> <p>Resolved – (1) Audit & Governance Sub-Committee considered the report, the Counter Fraud Strategy, and the completed FFCL checklist that will form the basis of the Counter Fraud Plan.</p>
14.	BUSINESS CONTINUITY UPDATE
	<p>Matthew Hirst (Head of Finance) talked through the Business Continuity Update Report.</p> <p>It was noted that following the review work done in 2024 and 2025 we are now developing an online solution for BCM on Smartsheet which will help us to realise a number of benefits. These are summarised in the report and expanded on in Appendix 1.</p> <p>It was noted that scenario testing has taken place with Board & SLT Members.</p> <p>Cllr Rose asked if there is anything we know we need to improve, beyond how we manage and capture things?</p> <p>Andrea Hirst-Gee explained the process is strong now, especially since the plans and scenario planning have taken place. It was noted that the IT team have their own way of dealing with things and plans in place.</p> <p>The aim of the business continuity plans is to provide a framework that would enable us to work as efficiency as possible if there was an issue, and is designed to keep the business going in the event of a physical loss or situation where we would be without IT.</p> <p>Cllr White asked if we are confident that if a system issue was to occur, we would be comfortable with dealing with this based on previous learnings we have made?</p> <p>Simon confirmed we have changed the way in which we do things relating to big business changes based on lessons learned from previous instances. This includes introducing a business change function made up of project managers. This provides independent oversight relating to projects.</p> <p>Cllr Rose noted the work completed around business continuity is impressive and good to see and thanked the team for the work on this.</p> <p>Resolved – (1) That Audit & Governance Sub-Committee note progress on BCM arrangements and the development of a BCM system on SmartSheet.</p>
15.	YEAREND CLOSEDOWN TIMETABLE

	<p>Matthew Hirst (Head of Finance) shared the report which informed Members of the contents of the provisional 2025 Closedown Timetable and preparation of accounts.</p> <p>Matthew explained that YPO are not legally obliged to complete an external audit, however we do this in line with CIPFA best practise in order to provide additional assurance to members.</p> <p>External audit services are provided by Forvis Mazars.</p> <p>Matthew confirmed the audited accounts are planned to be submitted to the Management Committee in July for sign off.</p> <p>It was noted that the timings for the yearend closedown mirror what has taken place in previous years.</p> <p>Resolved – (1) That the provisional timetable shown in Appendix 1 is approved.</p>
16.	TREASURY MANAGEMENT PROGRESS REPORT
	<p>Saf Nawaz (S151 Officer) talked through the Treasury Management Progress report, which provides information on treasury management activities up to 30th September 2025, and confirms that those activities comply with the 2025 Investment Strategy which was approved by this Committee on 8th November 2024.</p> <p>Saf Nawaz noted that the Wakefield Council loan has been paid in full. The draft 2026 investment strategy remains unchanged.</p> <p>Matthew Hirst shared that now the loan has been fully paid, this allows us to work with Wakefield to complete investments to get the best returns from our cash reserves, and this is working well.</p> <p>Cllr Rose noted we are currently in an interesting position regarding interest rates. Do we see our approach changing on how we manage cash?</p> <p>Matthew explained we are fairly comfortable with where we are. Moving forward, our focus is on our investments alongside managing the risk. We are ensuring that anything we do is not to the detriment of our operations.</p> <p>Resolved – (1) Members noted the positive assurances provided through this report in respect of treasury management for the period 1st January 2025 to 30th September 2025 in accordance with the agreed strategy.</p> <p>(2) Members considered and approved the proposed investment strategy for 2026 (as detailed at appendix 2).</p> <p>(3) Members note that the outturn report will be presented to this Committee in July 2026.</p>
17.	DATE AND TIME OF NEXT MEETING
	<p>Resolved – (1) That the next meeting of the YPO Audit & Governance Sub Committee is to be held on 3rd July 2026, 10.30am.</p>

YORKSHIRE PURCHASING ORGANISATION MANAGEMENT COMMITTEE

Friday 18th July 2025

Present:

Barnsley
Councillor Frost

Calderdale
Councillor Judge

Doncaster
Councillor Church

Kirklees
Councillor Turner

North Yorkshire
Councillor White
Councillor Bastiman (Substitute)

Wigan
Councillor Anderson

Wakefield
Councillor Pickersgill

York
Councillor Rose

1:	Members Declaration of Interest
	No declarations of interest were made.
2:	Apologies for Absence
	Apologies for absence submitted prior to the meeting were accepted on behalf of Councillors Lonergan (Knowsley), Thornton (Bradford), Bond (St Helens), and Baker-Rogers (Rotherham).
3:	Election of Chair
	The Monitoring Officer requested nominations for the position of Chair of the Management Committee who in turn would become the Chair of the Joint Consultative Committee/Appointments Sub-Committee for the year 2025/26. A nomination was received and seconded on behalf of Councillor Turner (Kirklees).

	<p>Resolved – (1) That Councillor Turner of Kirklees Council be elected Chair of the Management Committee of the Yorkshire Purchasing Organisation for 2025/26.</p>
4:	Election of Vice Chair
	<p>The Chair requested nominations for the position of Vice Chair for 2025/26.</p> <p>A nomination was received and seconded on behalf of Councillor Frost (Barnsley).</p> <p>Resolved – (1) That Councillor Frost of Barnsley Council be elected as Vice Chair of the Management Committee of the Yorkshire Purchasing Organisation for 2025/26.</p>
5:	Election of Audit & Governance Sub-Committee Chair
	<p>The Chair requested nominations for the position of Audit & Governance Sub-Committee Chair for 2025/26.</p> <p>A nomination was received and seconded on behalf of Councillor Rose (City of York).</p> <p>Resolved – (1) That Councillor Rose of York Council be elected as Chair of the Audit & Governance Sub-Committee of the Yorkshire Purchasing Organisation for 2025/26.</p>
6:	Urgent Items
	No urgent items were discussed.
7:	Minutes of the Audit & Governance Sub-Committee – 4th July 2025
	<p>Resolved – (1) That the Minutes of the meeting of the Audit & Governance Sub Committee held on 4th July 2025 be accepted as a correct record, and the recommendations contained within the minutes are also agreed.</p>
8:	Minutes of the Management Committee – 22nd November 2024
	<p>Resolved – (1) That the Minutes of the meeting of the YPO Management Committee held on 22nd November 2024 be accepted as a correct record.</p>
9:	Membership of the YPO Management Committee
	<p>The Managing Director asked members to review the information contained in the report regarding Committee representation from Member Authorities.</p> <p>It was noted that since the publication of the agenda pack, there has been a change to the North Yorkshire substitute. Councillor Bastiman replaces Councillor Thompson as substitute.</p>

	<p>Resolved – (1) That the content of the report relating to Management Committee Membership be noted.</p>
<p>10:</p>	<p>Appointments to Sub Committees & Joint Consultative Committee</p>
	<p>Consideration was given to a report to receive nominations from the Constituent Authorities in relation to Membership of Sub-Committees and Joint Consultative Committee and to determine the membership for those meetings for the twelve-month period commencing July 2025.</p> <p>Simon Hill put forward a proposal for those Councillors currently Members of the Joint Consultative Committee to remain (Councillor Pickersgill (Wakefield), Councillor Thornton (Bradford), and Councillor Bond (St Helens), plus the new Chair and Vice Chair of the Management Committee (Councillors Turner and Frost). This would mean the remaining eight Members would become members of the Audit & Governance Sub-Committee.</p> <p>Resolved – (1) That the report be noted.</p> <p>(2) That the proposal around sub-committee representation was agreed by all.</p>
<p>11:</p>	<p>Terms of Reference & Work Programme 2025-2026</p>
	<p>Consideration was given to a report of the Managing Director which detailed the work of the YPO Management Committee and its associated Sub-Committees. The report also included the Meeting Schedule, Terms of Reference, and Principal Agenda Items for each Committee and Sub-Committee.</p> <p>Simon Hill explained the proposed principal agenda items are the minimum agenda items for each meeting, other items can be added as and when required or suggested by Members.</p> <p>Resolved - (1) That the terms of reference for 2025/26 for the Management Committee, Audit & Governance Sub-Committee, and Joint Consultative Committee be agreed.</p> <p>(2) That the Principal Agenda Items for 2025/26 be agreed.</p> <p>(3) That the Meeting Schedule for 2025/26 be agreed.</p>
<p>12:</p>	<p>Update from Chair of Audit & Governance Sub-Committee - Verbal</p>
	<p>Councillor Turner (Kirklees) provided a verbal update of the work undertaken by the Audit & Governance sub-committee over the past 12-month period.</p> <p>The update included work areas covered by internal and external audit, and Management items, plus reports that have been specifically requested by Members to be brought back to the sub-committee for review.</p>

	Resolved – (1) That the verbal update be noted.
13:	Lead Authority Issues - Verbal
	<p>Gillian Marshall (Wakefield) expressed her concerns regarding attendance and quoracy levels remain. The Joint Consultative Sub-Committee was cancelled this morning due to not being quorate.</p> <p>We are looking at options around how this can be improved going forward.</p> <p>Cllr Turner reiterated the importance of attendance to ensue meetings can go ahead and to support the officers. Cllr Turner asked that attendance is prioritised.</p> <p>Councillors made numerous points around the risks of non-attendance. We need to ensure that all those involved are aware and see this as a priority.</p> <p>Officers agreed. Julie Hawley noted that as our owning members underwrite the cost of the organisation, we are doing everything we can to make YPO as successful as possible for everyone involved.</p>
14:	Exclusion of the Public & Press
	Resolved - <i>That the public and press be excluded from the meeting during consideration of Agenda Items 15 to 18 on the grounds that they were likely to involve the disclosure of exempt information as described in Part 1 of Schedule 12A to the Local Government Act 1972, as amended.</i>
	IN PRIVATE:
15:	Business Update - (Exempt Paragraph 3)
	<p>The Managing Director (Simon Hill) presented the Business Update which provided Members with an update on activities of the organisation since the last committee and provided an overview on forthcoming activities and challenges.</p> <p>Simon explained that market conditions in the education sector are tough. We are looking at our strategy to ensure we are able to grow in the future. Part of this strategy is the One YPO project, which focuses on profitable growth by ensuring that internal functions are joined up to streamline processes.</p> <p>Richard Taylor (Interim Executive Director- Commercial) shared we are working within incredibly challenging market conditions currently. Competitors have been aggressive during the peak period with various discounts, we are also seeing new competitors entering the education market. We have seen an increase in our BESA market share figures in June which is positive.</p> <p>The Commercial team have been focussing on providing customers with the best offers during peak, and looking at new incentives. The next focus is on back-to-school planning.</p>

Julie Hawley (Executive Director – Finance) shared we are current in the fourth year of our five-year strategy. We re reviewing our performance against target, and have seen a strong peak performance following a tough first 5 months of the year.

Julie Hawley shared an update around the governance of the YPO Procurement Holdings Limited company. We are looking to streamline the processes, and an update report will be coming to the Limited Company Board meeting next week.

YPO recently won an award at the Inside Out Awards for Public Sector Employer of the Year. Councillors noted this is very positive and congratulated the YPO Officers on this achievement.

Jacquie Lightfoot (Executive Director – Operations) shared an update on Operations. The Supply Chain team have won an award for exceptional availability which is very positive.

Plans are continuing to be worked on for the warehouse extension. Jacquie provided an update on timescales, it is progressing well. We will continue to keep Members updated on the progress of this and will bring back further information to a future informal members session.

We are also looking at various other process improvement options within the warehouse, including new technologies.

We recently received the ISO 27001 Information & Cyber security accreditation, which is a great business wide achievement. A lot has been done to digitally update our Health & Safety processes also, which has greatly improvement engagement across the business.

Andrea Smith (Executive Director – Procurement) shared an update on the restructure piece that has taken place across the procurement teams, the aim is to future proof the teams and ensure better working together across the categories. The Public Sector Customer Engagement team has also now been established, which will help with the support we can provide to local authorities.

Andrea provided an update on system improvements we are working on within the procurement teams.

On the trading side of procurement, we are working with suppliers on special offers for customers, and also continuing to work well with our partners.

Helen noted her thanks to the Board, there has been a considerable amount of work that has gone into all the activity taking place business wide.

Councillor Pickersgill asked a question relating to the process of hearings involving members. Julie Hawley to check this and clarify.

	<p>A discussion was held around combined authorities and YPO's involvement. Simon said this is a very current topic and we have recently engaged with Leaders and Chief Executives of various combined authorities.</p> <p>A discussion was held around furniture and storage. Andrea explained improved supplier relationships have seen an improvement with lead times, and the design element of the team has also been built up further.</p> <p>Councillors asked for clarity on certain aspects of the report, and Officers provided appropriate responses.</p> <p>Councillor Turner thanked the Board for their input. There is a lot of work going on across the business which is positive to see.</p> <p>Resolved – (1) That the report be noted.</p>
<p>16:</p>	<p>Dividend Distribution – (Exempt Paragraph 3)</p> <p>Members considered a report of the Head of Finance which sought agreement on the level and method of dividend distribution for the year 2024.</p> <p>Matthew Hirst (Head of Finance) talked through the background information and confirmed the profit figures for 2024. These figures have been externally audited and still stand. Matthew recapped the dividend distribution process and noted that Finance Directors have been involved. The dividend plan is in line with YPO's 5-year strategy.</p> <p>The dividend split between founder members and associate members is outlined in the report. The amount that will be returned to schools by way of loyalty vouchers is also confirmed within the report.</p> <p>It was noted that there is an element to support re-building our cash reserves, and YPO being financially self-sufficient.</p> <p>Matthew confirmed the EBITDA figure is used as this is more reflective of our operational performance.</p> <p>Councillor Rose raised a query around the dividend amounts and asked for clarification on this.</p> <p>Julie Hawley explained the dividend amounts have been agreed in consultation with Finance Directors at the beginning of the 5-year strategy. This also included agreement in investments back into the business.</p> <p>It was noted that investment required for the warehouse extension and associated costs has also been built into the dividend and investment strategy.</p> <p>Resolved - (1) That the Committee approve the proposed dividend amount, distribution split, and timings.</p>

	<p>(2) That the Committee note and accept the Founder Member commitment to ensure YPO continues to operate as a going concern in the medium to long term.</p>
17:	Non-Executive Director Contract - (Exempt Paragraph 3)
	<p>The Managing Director (Simon Hill) shared a report relating to the Non-Executive Director contract, and provided the background information around the review of the contract term length which took place in November 2024.</p> <p>A discussion was held around the options going forward, as detailed in the report.</p> <p>Simon Hill explained that the role of the Non-Executive Director sits between the Board and the Management Committee, and looks both ways.</p> <p>A discussion was held around the work involved, and considerations around the remuneration. We have recently benchmarked the role and it is competitive in the marketplace. It was agreed to discuss this further at a future informal members session.</p> <p>Members discussed the benefits of a Non-Executive Director, as well as possible input from External Auditors. It was noted that an Executive Director benefits from a less structured approach than auditors.</p> <p>A discussion was held around the approach to recruiting a Non-Executive Director.</p> <p>A proposal was received to recommend the extension of the current incumbent's contract for a further 3-year term.</p> <p>Resolved - (1) That Members agreed to the extension of the contract for the current incumbent for the next 3-years.</p> <p>(2) It was agreed to discuss the detail of the role of the Non-Executive Director at the next Informal Business update session, and whether a further benchmarking exercise is required.</p>
18:	Report of Non-Executive Director – (Exempt Paragraph 3)
	<p>Members gave consideration to a report of the Non-Executive Director which detailed her recent observations of the organisation. Helen Lisle talked through the key headlines of the report.</p> <p>Helen Lisle shared that a significant amount of work has taken place across the full procurement teams.</p> <p>The YPO Board have been focussing on Governance and ensuring the best utilising of resources. We are now starting to see the benefits of these improvements.</p>

	<p>Helen Lisle provided updates on the Energy team, the Learning Box project, and differing approach within the commercial team. The new Pricing team is in the process of being established.</p> <p>Helen Lisle reiterated the message around Member attendance. The informal sessions between formal Committee meetings are also key for increased understanding and debate. We need support from Members to link back into the authorities. This will support YPO to be able to provide best value to the authorities.</p> <p>Resolved - (1) That the report of the Non-Executive Director be noted.</p>
<p>17:</p>	<p>DATE AND TIME OF NEXT MEETING</p> <p>Resolved – That the next meeting of the YPO Management Committee is to be held on 21st November 2025.</p>



YPO
MANAGEMENT COMMITTEE
TO BE HELD ON
21ST NOVEMBER 2025

TITLE: YPO PAY POLICY 2025

REPORT OF: EXECUTIVE DIRECTOR OPERATIONS

1. BACKGROUND INFORMATION

- 1.1 Sections 38 to 43 of the Localism Act 2011 require that local government employers produce a policy statement that covers several matters concerning the pay of their staff and principally senior officers. The policy statement meets the requirements of the Localism Act in this regard.
- 1.2 YPO's updated pay policy for 2025 is attached at Appendix 1.
- 1.3 The Local Government Transparency Code 2014 outlines information that each local government employer must publish and additional information that is recommended for publication, following the principle that all data held and managed by local government employers should be made available unless there are specific sensitivities e.g. protecting vulnerable people, commercial or operational considerations.
- 1.4 The information concerning staff that must be published is outlined in Appendix 1 and the information to be published by YPO is outlined Appendix B within the Pay Policy Statement.

2. STRATEGIC IMPLICATIONS

- 2.1 As one of the largest employers in Wakefield, YPO's continuing success in maintaining satisfactory pay and conditions supports the local economy.
- 2.2 Satisfactory pay and conditions also underpin the overall vision, purpose and mission of YPO, supporting and enabling the achievement of corporate priorities and are an important cornerstone of YPO's People Strategy.

3. FINANCIAL/RESOURCE IMPLICATIONS

- 3.1 Any changes to pay will have a financial impact, however the detail as outlined in the Pay Policy is fully accounted for and includes provision for agreed incremental progression and nationally agreed pay awards.

4. LEGAL IMPLICATIONS

- 4.1 Publication of a Pay Policy is a statutory requirement of the Localism Act 2011. The publication of additional information is a requirement of the Local Government Transparency Code 2014.

5. RISK IMPLICATIONS

- 5.1 These relate to financial risk if the organisation does not have a robust pay structure in place; reputational risk should there be disparities between senior and junior staff pay or lack of transparency; compliance risk should the Pay Policy fail to meet statutory requirements; and strategic risk should the Policy not support the organisation's broader workforce goals.

- 5.2 Publishing the Pay Policy and associated information mitigates against these risks.

6. CONSULTATION

- 6.1 None in relation to this report, however all changes to roles, pay, and terms and conditions are subject to consultation with staff and the recognised trade unions.

7. OPTIONS APPRAISAL

- 7.1 To accept the Pay Policy and additional transparency information as currently written.
- 7.2 To reject the policy in whole or in part and make recommendation for changes. Note that publication of a Pay Policy is a statutory requirement of the Localism Act 2011.

8. RECOMMENDATIONS

- 8.1 To agree the Pay Policy for YPO for 2025 as set out in Appendix 1.
- 8.2 To agree the information to be published in line with the revised transparency requirements as set out in Appendix A and B within the Pay Policy Statement.

9. REASONS FOR RECOMMENDATIONS

- 9.1 Agreement and publication of YPO's Pay Policy ensures compliance with the statutory requirements of the Localism Act 2011.

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APPENDIX:

Appendix 1: Pay Policy Statement 2025

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Appendix 1

YPO - Pay Policy Statement 1 January 2025 to 31 December 2025

1. Introduction

Sections 38 – 43 of the Localism Act 2011 require that local government employers produce a policy statement that covers several matters concerning the pay of their staff and principally senior officers. This policy statement meets the requirements of the Localism Act in this regard and meets the requirements of the Local Government Transparency Code 2014.

YPO is a formally constituted joint committee of 13 Local Authorities with Wakefield Council as lead authority. All YPO employees are local government officers and employed by Wakefield Council on behalf of YPO. A management agreement is in place signed by all 13 Authorities. This states that:

- (i) The Management Committee shall determine the size, scope and conditions of service of the Board of Directors of YPO, after receiving appropriate professional advice from the lead authority
- (ii) The Management Committee shall appoint annually an appointments committee with responsibility for the appointment and disciplinary procedures of the Board of Directors and appraising the performance of the Managing Director
- (iii) The Board of Directors shall make arrangements to establish and appoint all other staff in accordance with the approved budget and officer delegation scheme, and to ensure all HR policies and procedures are in accordance with best practice.

This policy is to be considered by Management Committee on the 21st November 2025 and if agreed will be made public on the first working day of January 2026.

This policy also has some connection with the data on pay and rewards for staff which is published under the Code of Recommended Practice for Local Authorities on Data Transparency and the data which is published under The Accounts and Audit (England) Regulations (2011).

It should be noted that the requirements to publish data under the Localism Act and associated guidance, the Code of Practice and the Regulations do differ. The data requirements of the Code of Practice and the Accounts and Audit Regulations are summarised at Appendix B to this policy statement.

2. Definition of officers covered by the Pay Policy Statement

This policy statement covers the following posts, which are referred to as 'Chief Officers' throughout the statement in line with the Localism Act. As YPO does not have Statutory Chief Officers this definition is expanded to include YPO Directors:

- Managing Director
- Executive Director Finance
- Executive Director Procurement Services
- Executive Director Operations
- Executive Director Commercial
- Interim Executive Director Commercial

Deputy Chief Officers (as defined in the Local Government and Housing Act 1989 as posts reporting to a Chief Officer (statutory or non-statutory) which in YPO are posts which are part of the Senior Leadership Team:

- Head of Logistics
- Head of Public Sector Customer Engagement
- Head of Education
- Head of Marketing & Digital
- Head of Finance
- Head of HR & People Services
- Head of IT
- Head of Procurement Product & Supply Solutions
- Head of Business Change and Business Intelligence
- Head of Procurement Service & Supply Solutions

3. Policy on remunerating Chief Officers

The policy on remunerating Chief Officers is set out at Appendix A at the end of this policy statement. It is YPO's policy to establish a remuneration package for each officer post that is sufficient to attract and retain staff with the appropriate skills, knowledge, experience, abilities and qualities that are consistent with the requirements of the post in question at the relevant time.

4. Policy on publishing salaries

YPO is required to publish Chief Officer salaries on an annual basis.

YPO is also required to disclose details of salaries over £50,000 and publish the name and job title of any officer whose salary exceeds £150,000.

This information is available on the YPO website.

5. Policy on remunerating the lowest paid in the workforce

YPO applies terms and conditions of employment that have been negotiated and agreed through appropriate collective bargaining mechanisms (national or local) or because of internal decisions; these are then incorporated into contracts of employment.

The lowest pay point in YPO (not including apprentices) is Grade 1 spinal column point 2, this relates to an annual salary of £24,413 and can be expressed as an hourly rate of pay of £12.65. This pay point and salary was determined by the pay scale for employees employed on Local Government Services Terms and Conditions from 1 April 2025. The pay rate is increased in accordance with any pay settlements which are reached through the National Joint Council for Local Government Services.

6. Policy on the relationship between Chief Officer remuneration and that of other staff

The highest paid employee salary in YPO is £148,979 which is the substantive salary of the Managing Director.

The lowest pay point is £24,413.

The ratio between the highest and lowest salaries is 6.1:1

The average mean salary (not including apprenticeships) is £37,140.63

The median salary (not including apprenticeships) is £31,537

The mean pay multiple is 4:1

The median pay multiple is 4.7:1

YPO does not have a policy on maintaining or reaching a specific 'pay multiple', however we are conscious of the need to ensure that the salary of the highest paid employee is not excessive and is consistent with the needs of the organisation as expressed in this policy statement.

YPO's approach to the payment of other staff is to pay that which needs to be paid to recruit and retain staff with the skills, knowledge, experience, abilities and qualities needed for the post in question at the relevant time (in accordance with an agreed job evaluation scheme), and to ensure that YPO meets any contractual requirements for staff including the application of any local or national collective agreements, regarding pay.

7. Policy on other aspects of Chief Officer remuneration

Other aspects of Chief Officer remuneration that are appropriate to be covered by this policy statement are defined as recruitment, pay increases, additions to pay, lease car, performance related pay, earn back, bonuses, termination payments, transparency and re-employment when in receipt of an LGPS pension or a redundancy/severance payment. These matters are addressed in Appendix A of this policy statement.

8. Approval of Salary Packages for Chief Officers (Directors)

YPO will ensure that any salary package for appointment at Director level will be considered by the Appointments Committee. The salary package will be defined as base salary, any bonuses, fees, routinely payable allowances and benefits in kind that are due under the contract. Salary packages for all other senior posts will be determined via the job evaluation process.

9. Flexibility to address recruitment issues for vacant posts

In most circumstances the provisions of this policy will enable YPO to ensure that it can recruit effectively to any vacant post. There may be exceptional circumstances when there are recruitment difficulties for a particular post and where there is evidence that an element or elements of the remuneration package are not sufficient to secure an effective appointment. The Appointments Committee will have delegated powers to make decisions to increase the stated salary without referral to the full Management Committee.

10. Amendments to the policy

It is anticipated that this policy will not need to be amended during the period it covers (1 January 2025 – 31 December 2025). However, if circumstances dictate that a change of policy is appropriate during the year then a revised draft policy will be presented to the Management Committee for consideration.

11. Policy for future years

This policy statement will be reviewed each year and will be presented to Management Committee in November each year for consideration to ensure that a policy is in place for YPO prior to the start of each financial year.

Appendix A

Recruitment

All posts will be advertised and appointed to at the appropriate approved salary for the post in question level unless there is good evidence that a successful appointment of a person with the required skills, knowledge, experience, abilities and qualities cannot be made without varying the remuneration package. In such circumstances a variation to the remuneration package is appropriate under YPO's policy and any variation will be approved through the appropriate decision-making process. If the salary is to be over £100,000 then the Appointments Committee will have to approve the terms of the appointment.

Essential Car Users

YPO operate an essential car user scheme that is governed by the car user policy which defines the eligibility. This is agreed on a case-by-case basis and there is no automatic right even though existing employees undertaking the same role have may have a car or car user payment.

For a position to be deemed eligible it must comply with the following criteria:

1. The role requires regular use of a car and regular business travelling (regular is determined as more than 5000 miles per year). Regular checks of employee business mileage will be undertaken to ensure the need of the vehicle still applies.
2. Market conditions dictate high levels of competition and the inclusion of a car or car user payment as part of the overall remuneration package is required to secure candidates in a competitive market. This is a criterion that must be agreed at Board level and will be determined via a business case supported by market factor evidence and considered on a case-by-case basis.

Pay Increases

YPO will apply any pay increases that are agreed by relevant national negotiating bodies and/or any pay increases that are agreed through local negotiations.

Additions to pay

YPO do not make additional payments beyond those specified in the contract of employment.

Honoraria and Ex Gratia Payments arrangements would be in accordance with relevant terms and conditions and relevant legislation.

Performance Related Pay

YPO does not operate a performance related pay system as it believes that it has sufficiently strong performance management arrangements in place to ensure high performance from its senior officers. Any areas of under-performance are addressed rigorously.

Earn-Back (Withholding an element of base pay related to performance)

YPO does not operate an earn-back pay system as it believes that it has sufficiently strong performance management arrangements in place to ensure high performance from its senior officers. Any areas of under-performance are addressed rigorously.

Bonuses

YPO does not pay bonus payments to officers.

Termination payments

YPO applies its normal redundancy payments arrangements to senior officers and does not have separate provisions for senior officers (although on occasion there may be circumstances, as with any member of staff, where a negotiated agreement is made with an individual). YPO also applies the appropriate Pensions regulations when they apply. YPO has agreed policies in place on how it will apply any discretionary powers it has under Pensions regulations. Any costs that are incurred by YPO regarding senior officers and their termination payments are published in the authority accounts as required under the Accounts and Audit (England) Regulations 2011.

Transparency

YPO meets its requirements under the Localism Act and the Local Government Transparency Code 2014 to ensure that it is open and transparent regarding senior officer remuneration.

Re-employment of staff in receipt of an LGPS Pension or a redundancy/severance payment

YPO is under a statutory duty to appoint on merit and must ensure that it complies with all appropriate employment and equalities legislation. YPO will always seek to appoint the best available candidate to a post who has the skills, knowledge, experience, abilities, and qualities needed for the post. YPO will therefore consider all applications for candidates to try to ensure the best available candidate is appointed. If a candidate is a former employee in receipt of an LGPS pension or a redundancy payment this will not rule them out from being re-employed by YPO.

Clearly where a former employee left YPO on redundancy terms then the old post has been deleted and the individual cannot return to the post as it will not exist. YPO will apply the provisions of the Redundancy Payments Modification Order regarding the recovery of redundancy payments if this is relevant. Pensions Regulations also have provisions to reduce pension payments in certain circumstances to those who return to work within the local government service.

Election Fees

Section 68 Electoral Administration Act 2006 amended S29 RPA 1983 details the expenses that can be paid to the returning officer, and the Charges Order specifies what constitutes a Returning Officer's services.

This role is undertaken by officers at Wakefield and therefore does not apply to any senior officer at YPO.

Expenses

Travel and other expenses are reimbursed through normal procedures and are the same for all officers regardless of grade or seniority.

Appendix B

Summary of staff data requirements of the Local Government Transparency Code

The revised code outlines information that each Local Authority must publish and additional information that is recommended for publication, following the principle that all data held and managed by local authorities should be made available unless there are specific sensitivities (e.g. protecting vulnerable people, commercial or operational considerations)

The information concerning staff that must be published is outlined below:-

Organisation Chart

Publish an organisation chart covering staff in the top three levels of the organisation. The following information must be included for each member of staff included in the chart:

- grade
- job title
- local authority department and team
- whether permanent or temporary staff
- contact details
- salary in £5,000 brackets, consistent with the details published for Senior Salaries
- salary ceiling (the maximum salary for the grade)

Senior Salaries

Local authorities must place a link on their website to the following data or must place the data itself on its website:

- the number of employees whose remuneration in that year was at least £50,000 in brackets of £5,000
- details of remuneration and job title of certain senior employees whose salary is at least £50,000
- employees whose salaries are £150,000 or more must also be identified by name.
- a list of responsibilities (for example, the services and functions they are responsible for, budget held and number of staff) and details of bonuses and 'benefits in kind',

Pay Multiple

Publish the pay multiple on their website defined as the ratio between the highest paid salary and the median salary of the whole of the authority's workforce. The measure must:

- cover all elements of remuneration that can be valued (e.g. all taxable earnings for the given year, including base salary, variable pay, bonuses, allowances and the cash value of any benefits-in-kind).

- Use the median earnings figure as the denominator, which should be that of all employees of the local authority on a fixed date each year, coinciding with reporting at the end of the financial year
- exclude changes in pension benefits, which due to their variety and complexity cannot be accurately included in a pay multiple disclosure.

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YPO
MANAGEMENT COMMITTEE
TO BE HELD ON
21ST NOVEMBER 2025

TITLE: GOVERNANCE GROUP REPORT JULY – OCTOBER 2025

REPORT OF: MANAGING DIRECTOR

1. BACKGROUND INFORMATION

- 1.1 In July 2023 Audit & Governance Sub-Committee recommended that YPO establish an officer group to provide greater assurance, to both those charged with governance and those charged with oversight, that effective governance is in place at YPO. The Governance Group was set up shortly afterwards and is now chaired by the Managing Director. The Governance Group provides a report back to the management committee sub-committee at each of their meetings. The most recent report, received in July, covered Nov 2024 to June 2025, and this report now follows on from there.
- 1.2 A key area of work for the Governance Group is policy management and review. The Group provides a standardised approach to policy development, writing and version control. The Group completes an initial review of all new and updated policies and maintains a protocol for policy approval. Since the last report we have now added a new function of policy tracking, ensuring policies overdue for renewal are proactively followed up with the relevant owners.
- 1.3 Another key area of work is development of a Digital Constitution, bringing together governance documents similar to those published by our Founder Member Authorities. We have made good progress on this and expect to publish by the end of 2025. Terms of reference for key governance bodies are also included in the Digital Constitution. Appendix 1 shows the Terms of Reference for the Audit & Governance Sub-Committee.
- 1.4 These were first presented to the Sub-Committee in 2024 and approved, but Internal Audit's report on the Effectiveness of Audit & Governance Sub-Committee, presented in July 2025, recommended the Terms of Reference be expanded to include oversight of YPO's Value For Money (VFM) work; ensuring the adequacy and effectiveness of YPO's assurance framework (note there is a separate report to this meeting on planned improvements to our assurance framework); making enquiries about External Audit's planned approach to their work; and ensuring the quality of External Audit work. These areas have been added (in italics for clarity) to the updated Terms of Reference attached at Appendix 1: VFM under 'Financial and Governance Reporting' and the remainder under 'Establish appropriate and effective risks for audit and assurance'. There are no other changes to the terms of reference.

1.5 The Governance Group's other areas of work include oversight of Anti-Bribery & Corruption, Counter Fraud, and Business Continuity and members will note reports on all of these areas at their November 2025 meeting.

1.6 The Governance Group has evolved since its inception in July 2023 and so we have also reviewed our own Terms of Reference to reflect our ways of working and areas under our remit. These are now attached at Appendix 2.

2. STRATEGIC IMPLICATIONS

2.1 The Governance Group supports YPO's commitment to good governance throughout the planning and delivery of our 5 Year Strategy, strategic objectives and deliverables.

3. FINANCIAL/RESOURCE IMPLICATIONS

3.1 There are no financial or resource implications arising directly from this report.

4. LEGAL IMPLICATIONS

4.1 There are no legal implications arising directly from this report.

5. RISK IMPLICATIONS

5.1 Governance Group's work and its oversight by Audit & Governance Sub-Committee help to strengthen YPO's system of internal control, which is a key element of our governance framework, designed to manage risk to a reasonable level.

6. CONSULTATION

6.1 The Governance Group has been consulted on this report.

7. OPTIONS APPRAISAL

7.1 We could choose not to have a report back from the Governance Group to the Management Committee and Audit & Governance Sub-Committee, but that would miss an opportunity to strengthen risk and governance arrangements.

8. RECOMMENDATIONS

8.1 Management Committee receive the report and the amended Terms of Reference for the sub-committee (Appendix 1).

8.2 Management Committee note the updated Terms of Reference for the Governance Group (Appendix 2).

9. REASONS FOR RECOMMENDATIONS

9.1 These recommendations help to strengthen YPO's governance arrangements.

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APPENDICES:

Appendix 1: Audit & Governance Sub-Committee Terms of Reference updated 2025

Appendix 2: Governance Group Terms of Reference updated 2025

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APPENDIX 1

Audit & Governance Sub-Committee Terms of Reference

Name of Committee:	Audit & Governance Sub-Committee
Date ToR published:	November 2025 (replaces November 2024)
Next review due:	June 2026 (and annually thereafter)

Authority, Accountability, Relationships

Audit & Governance Sub-Committee is an elected member committee set up by YPO and its Founder Member Authorities to meet the requirements for a local authority audit committee, as set out in the CIPFA Position Statement 2022 as far as is reasonable and practicable. The Sub-Committee retains some responsibilities of its predecessor Audit & Scrutiny Sub-Committee (and earlier Scrutiny Sub-Committee), set up in compliance with the Local Government Act 2000.

The Sub-Committee is accountable to the YPO Management Committee. In addition to its audit committee responsibilities, and its inherited overview and scrutiny powers, it may also undertake work and take decisions delegated by the Management Committee.

The Sub-Committee is not required to be politically proportionate, but it is expected to operate in an apolitical manner and to promote apolitical discussion.

Membership

- Membership is open to eight elected members from across the 13 Founder Member Authorities, no more than one per local authority. The Chair and Vice Chair of the Management Committee cannot be members of the Sub-Committee.
- One agreed named substitute per Founder Member Authority is allowed.
- Membership is reviewed annually following Local Authority elections.
- The Chair and Vice Chair of the Sub-Committee are appointed at the YPO AGM.
- At least three Founder Member Authorities must be represented for the meeting to be quorate.

Activity and Decision Making

- The Sub-Committee will meet at least twice per year, approximately one month prior to YPO Management Committee meetings. Emergency or ad hoc meetings may be arranged by agreement between the Chairs / Vice Chairs of the Sub-Committee and Management Committee, YPO's Managing Director and the Lead Authority.
- Meetings will be managed by YPO Business Services and Wakefield Council Chief Executive's Office in accordance with Local Government Act 1972.
- Meeting agendas will include standing items, cyclical and ad hoc reports. A list of principal agenda items will be published annually.

YPO Constitution 2024 Draft (extract)

- Sub-Committee members must respect personal and commercial confidentiality of information shared.

Purpose, Role and Responsibilities

Audit & Governance Sub-Committee is a key component of YPO's governance and internal control framework. Its role is to provide an independent and high-level focus on the adequacy of YPO's governance, risk and control arrangements, and to give confidence to those charged with governance that there is sufficient control over governance, risk and control that arrangements are operating effectively. Audit & Governance Sub-Committee can also undertake overview and scrutiny functions.

Core Audit Committee Functions

Maintenance of governance, risk and control arrangements:

- Support a comprehensive understanding of governance across YPO
- Consider the effectiveness of YPO's risk management arrangements; understand YPO's risk profile; and seek assurances that risks are being actively managed
- Monitor the effectiveness of YPO's system of internal control, including financial management; standards and ethics; exposure to the risk of fraud and corruption

Financial and governance reporting:

- Be satisfied that YPO's accountability statements properly reflect the risk environment, and demonstrate how governance supports the achievement of YPO's objectives
- Support effective arrangements for YPO's financial reporting, and review the statutory statements of account and reports that accompany them
- Have oversight of YPO's Treasury Management arrangements
- *Have oversight of YPO's Value for Money work*

Establish appropriate and effective arrangements for audit and assurance:

- *Ensuring the adequacy and effectiveness of the assurance framework*
- Oversee Internal Audit independence, performance and professional standards
- Ensure Internal Audit work is planned and carried out with regard to significant risk, to provide assurance that governance, risk and controls are operating effectively
- Consider the appointment, work programme, reports, opinion, and recommendations of External Audit, and their implications for governance, risk and internal control
- *Make enquiries regarding External Audit's planned audit approach and ensure the quality of External Audit work*
- Ensure YPO Management implement audit actions and recommendations

Overview and Scrutiny Functions

- Gather information from diverse sources to conduct reviews over a range of issues
- Contribute to policy development and implementation
- Examine any decisions made or to be made

YPO Constitution 2024 Draft (extract)

Review and Report

- YPO Management Committee may request a review of the Sub-Committee.
- The Sub-Committee should undertake an annual review of how it has complied with the position statement; discharged its responsibilities; its performance; evaluated its impact; and identified any improvements, and publish the results in a public report.

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APPENDIX 2**Terms of Reference**

Name of Group:	Governance Group
Date ToR published:	November 2025
Next review due:	Annually

Authority, Accountability, Relationships

The Governance Group is a working group, set up on the recommendation of the Audit & Governance Sub-Committee in July 2023, to strengthen governance arrangements and to provide assurance to those charged with governance (YPO Management Committee) and those charged with oversight (including the YPO Audit & Governance Sub-Committee) that effective governance is in place at YPO.

The Group's remit will cover all aspects of governance, but in particular:

- The legal, regulatory and best practice governance requirements that YPO inherits from its Local Authority ownership (including but not limited to Local Government Act 1972, Accounts & Audit Regulations (2015 amended), CIPFA/SOLACE Framework for Good Governance 2016)
- Additional arrangements YPO has put in place to govern its commercial activities

The group is chaired by the Managing Director and reports to the YPO Audit & Governance Sub-Committee, and via the sub-committee, to the YPO Management Committee.

Membership

The Group is made up of employees whose day to day job roles include responsibility for key aspects of the governance framework and support for governance.

Members of the core working group are:

- Managing Director (Chair)
- Head of Finance (Deputy Chair)
- Assistant Financial Controller
- Senior Legal and Compliance Manager
- Business Services Manager
- Senior Business Services Officer

Other employees may be co-opted onto the group where their knowledge and expertise is relevant to the matters under consideration.

Responsibilities

The Group's core responsibilities include: policy review; YPO's digital constitution; engagement with Audit & Governance Sub-Committee; oversight of a number of related governance frameworks including risk management; anti-bribery and corruption; counter-fraud; business continuity management; and liaison with Internal Audit

Policy Management and Review

- The Group is responsible for providing a standardised good practice approach to policy development, writing and version control, so that policies conform to an agreed format, and are clear, concise and consistent, and for raising awareness of this requirement with policy authors.
- The Group completes an initial review of all new and updated policies. A process is in place for policy review and a protocol is in place to determine whether the group can approve a policy or whether it needs to be directed to another body for final approval (eg YPO Board or Management Committee).
- The Group tracks policy review dates on MetaCompliance and follows up policies due and overdue for review with the relevant policy owners.

Digital Constitution

- The Group is responsible for developing and maintaining a Digital Constitution for YPO (similar to those of our Founder Member Authorities) that brings together into one place all of YPO's key governance documents including: the Management Agreement; Scheme of Delegation; Standing Orders for Contracts; Financial Procedure Rules; and Terms of Reference for member committees and officer fora.
- Group members are responsible for ensuring that many of these governance documents are reviewed, updated and presented for approval on a regular basis.

Engagement with and Support to Audit & Governance Sub-Committee

- The Group provides advice and guidance to members on the role of the Audit & Governance Sub-Committee, its place in the YPO Governance framework, and what support is available to help it to fulfil its role
- Development of a joint officer / member report on governance work to the YPO Management Committee

Other Areas of Oversight

- Anti-Bribery and Corruption Framework
- Counter Fraud Framework
- Business Continuity Management Arrangements
- Delivery of the Annual Internal Audit Plan

Activity & Decision Making

- The group meets monthly. Meetings will usually be held over Teams.
- Meeting agendas, papers etc are circulated over Teams and saved on a dedicated SharePoint site. The agenda includes standing items, cyclical and ad hoc reports.
- Authority for decision making, in particular with regard to policy review, and the role of the Group in relation to the YPO Board and Management Committee, is set out in a separate policy review protocol.
- Group members are expected to respect personal and commercial confidentiality of any information shared.

Review

- YPO Management Committee or Audit & Governance Sub-Committee may request a review of the group, their activity, impact and communications.
- The Group submits an annual report on its work the Audit & Governance Sub-Committee and via the sub-committee to the YPO Management Committee
- The group's contribution to effective governance is reviewed as part of YPO's annual governance review.
- The group may carry out its own review of its work programme, activity and impact.

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	<p style="text-align: center;">YPO</p> <p style="text-align: center;">MANAGEMENT COMMITTEE</p> <p style="text-align: center;">TO BE HELD ON</p> <p style="text-align: center;">21ST NOVEMBER 2025</p>
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SUBJECT: MANAGEMENT AGREEMENT

REPORT OF: HEAD OF FINANCE

1. PURPOSE OF REPORT

- 1.1 To provide the Committee with an update on the completion of the new Management Agreement, dated August 2025.

2. BACKGROUND INFORMATION

- 2.1 At the Management Committee held in July 2022, revisions to the existing YPO Management Agreement were proposed by the Board. These changes included the reduction in the number of formal Management Committees annually, the removal of the Executive Sub-Committee and the renaming of the Audit & Governance Sub-Committee. The proposal also included the establishment of a broad range of forums to interact with senior officers in the Founder member Authorities, including Chief Executive, Finance Director, Legal Director and Head of Procurement forums.
- 2.2 All of the proposed revisions were agreed by members. It was acknowledged that it was likely to take some time to achieve formal signing of the Management Agreement Document due to the varying approval processes in each authority. As a result, members also resolved that YPO should commence operating under the new arrangements in advance of completion of the formal signing process. From a governance perspective, YPO has therefore been operating under the auspices of this resolution ever since.
- 2.3 The prediction turned out to be accurate as the final signature on the document was only obtained in September 2025. The primary purpose of this paper is therefore to notify members of this completion and to inform them that the

previous operating resolution has been superseded by the completed formal Management Agreement.

3. DIGITAL CONSTITUTION

- 3.1 In line with best practice currently being followed by many local authorities, YPO is currently compiling a Digital Constitution (perhaps better described as a digitally accessible constitution). This is a digital document which will be available on the Members website and the YPO website, which gives access to all governance and constitutional documents in one place for anyone wishing to obtain full information on the governance and oversight arrangements for YPO.
- 3.2 Now that the new Management Agreement is complete, it will be included as part of the Digital Constitution documents. A link to the digital constitution will be provided to members once the exercise is complete.

4. RECOMMENDATION

- 4.1 That members should note the completion of the Management Agreement and that the temporary resolution agreed has now been superseded.
- 4.2 That members should note the creation of a Digital Constitution for YPO.

5. FINANCIAL IMPLICATIONS

- 5.1 There are no financial implications arising from this report.

6. LEGAL IMPLICATIONS

- 6.1 This report confirms that the temporary legal cover previously provided has now been superseded by the new Management Agreement.

7. EQUALITY IMPLICATIONS

- 7.1 There are no Equality implications.

8. RISK IMPLICATIONS

- 8.1 No risk assessment was needed for this report.

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APPENDIX:

Appendix 1: Fully Signed YPO Management Agreement.

DATED 12th August

2024/5

BETWEEN

BARNSELY METROPOLITAN BOROUGH COUNCIL

&

THE BOROUGH COUNCIL OF BOLTON

&

THE CITY OF BRADFORD METROPOLITAN DISTRICT COUNCIL

&

THE BOROUGH COUNCIL OF CALDERDALE

&

CITY OF DONCASTER COUNCIL

&

THE COUNCIL OF THE BOROUGH OF KIRKLEES

&

KNOWSLEY METROPOLITAN BOROUGH COUNCIL

&

② THE NORTH YORKSHIRE COUNCIL

&

ROTHERHAM BOROUGH COUNCIL

&

ST HELENS BOROUGH COUNCIL

&

THE COUNCIL OF THE CITY OF WAKEFIELD

&

WIGAN BOROUGH COUNCIL

&

THE COUNCIL OF THE CITY OF YORK

MANAGEMENT AGREEMENT –
YORKSHIRE PURCHASING ORGANISATION

THIS AGREEMENT is made on

12th August

2024/5

BETWEEN:

BARNSELY METROPOLITAN BOROUGH COUNCIL of the first part; **THE BOROUGH COUNCIL OF BOLTON** of the second part; **THE CITY OF BRADFORD METROPOLITAN DISTRICT COUNCIL** of the third part; **THE BOROUGH COUNCIL OF CALDERDALE** of the fourth part; **CITY OF DONCASTER COUNCIL** of the fifth part; **THE COUNCIL OF THE BOROUGH OF KIRKLEES** of the sixth part; **KNOWSLEY METROPOLITAN BOROUGH COUNCIL** of the seventh part; **NORTH YORKSHIRE COUNCIL** of the eighth part; **ROTHERHAM BOROUGH COUNCIL** of the ninth part; **ST HELENS BOROUGH COUNCIL** of the tenth part; **THE COUNCIL OF THE CITY OF WAKEFIELD** of the eleventh part; **WIGAN BOROUGH COUNCIL** of the twelfth part; and **THE COUNCIL OF THE CITY OF YORK** of the thirteenth part.

WHEREAS:

- (1) The above parties are referred to in this Agreement as 'the Founder Member Authorities' collectively and as 'Founder Member Authority' individually, irrespective of whether they were founding members on formation of the Yorkshire Purchasing Organisation in 1974 or became members thereafter.
- (2) The Yorkshire Purchasing Organisation (referred to in this Agreement as YPO) was established in 1974 to maintain effective, efficient, and economical arrangements for the supply of goods, materials, and services.
- (3) This Agreement replaces an earlier agreement agreed in 2011, relating to the governance of YPO, and will govern the operation of YPO from 2024.

IT IS HEREBY AGREED AS FOLLOWS:

1. OBJECTIVES AND PURPOSE OF YPO

- (1) YPO shall be a procurement organisation, maintaining effective, efficient, and economical arrangements for the supply of goods, materials, works and services, by providing excellent quality, service, and competitive prices, whilst optimising the profits available for distribution to its members and customers.

- (2) YPO shall (unless agreed otherwise by at least two-thirds of the Founder Member Authorities) be a public sector organisation committed to professional, open, sustainable, caring relationships with its members, customers, staff and suppliers, and in doing so shall help the UK public sector by delivering a high quality service which saves them time and money.
- (3) In conducting its business, YPO shall:
- (i) provide all the general supplies and services required by local government and other public/third sector bodies, as permitted under legislation;
 - (ii) optimise profitability by delivering cost effective services that contribute to customers' efficiency;
 - (iii) ensure through periodic reviews that the effectiveness, efficiency, and profitability of YPO is at least comparable with that of other similar organisations;
 - (iv) utilise profits to support business investment, to reward membership and to incentivise usage;
 - (v) be informed by, and be consistent with, the innovation and efficiency plans of the Founder Member Authorities and those of regional bodies; and
 - (vi) play a constructive role in helping to shape, and benefit from, developments in the national procurement agenda.

2. POWERS OF YPO

In conducting its business as defined in paragraph 1 above, YPO shall at all times:

- (i) act within the powers conferred to it by law including but not limited to the Local Authorities (Goods and Services) Act 1970, Sections 101 and 102 of the Local Government Act 1972 and The Local Authorities (Arrangements for the Discharge of Functions)(England) Regulations 2000 (in relation to to the joint discharge of functions) together with Section 111 of the Local Government Act 1972 and to the extent it confers specific power to enter into Contracts Section 1 of the Local Government (Contracts) Act 1997, and Regulation 22

of the Public Contract Regulations 2006 (all as amended from time to time); and

(ii) comply with all other relevant law.

3. MEMBERSHIP OF YPO

- (1) There shall be two types of YPO membership – a Founder Member Authority and an Associate Member Authority.
- (2) Founder Member Authorities shall participate in YPO under a joint committee arrangement established in exercise of the Founder Member Authorities powers under Sections 101 and 102 of the Local Government Act 1972 and The Local Authorities (Arrangements for the Discharge of Functions) (England) Regulations 2000.
- (3) No further 'Founder Member Authorities' shall be permitted under this Agreement or otherwise.
- (4) Each Founder Member Authority shall appoint annually one of its elected members as a member of the YPO Joint Committee and each Founder Member Authority shall also be entitled to appoint one additional substitute member. A substitute Member may attend meetings (including sub-committee meetings) of YPO in place of an appointed member who is unable to attend. It shall be the responsibility of each Founder Member Authority to arrange such a substitution on their own behalf.
- (5) Each Founder Member Authority shall have one vote at Management Committee meetings of YPO, and these votes shall be of equal standing.
- (6) The Founder Member Authorities shall select by majority vote in the Management Committee one of their number to act as Lead Authority, with the role and functions specified in clause 4 of this Agreement.
- (7) A vote to replace the Lead Authority shall take place at the written request of the Lead Authority or at the written request of at least one third of the Founder Member Authorities, setting out their reasons for requesting a vote to take place.
- (8) With the agreement of two-thirds of the Founder Member Authorities, via a resolution of the Management Committee, YPO may grant Associate Membership, in accordance with clause 8 of this Agreement.

- (9) All individual customer account holders shall be Ordinary Members of YPO, in accordance with clause 9 of this Agreement.

4. ROLE OF THE LEAD AUTHORITY

The Lead Authority for the time being is The Council of the City of Wakefield, which shall perform the following functions on behalf of the Founder Member Authorities:

- (1) provide the Management Committee with appropriately qualified staff to carry out the roles of Section 151 Officer and Monitoring Officer in relation to YPO;
- (2) act as employer for all staff of the Management Committee, including the Board of Directors, and to provide such Human Resources input as the Lead Authority considers necessary for the effective discharge of this responsibility;
- (3) provide an effective internal audit service at a level agreed between the Section 151 Officer and the Audit and Governance Sub-Committee of the Management Committee, including such attendance by Auditors at the Audit and Governance Sub-Committee as is necessary to properly discharge this responsibility;
- (4) provide effective banking and resource management services on behalf of YPO;
- (5) shall operate the goods vehicles required for the business of YPO under the Lead Authority's own Operator's Licence and shall control and authorise decision making about the use of such goods vehicles¹.
- (6) consult Founder Member Authorities on changes to Financial Procedure Rules, Standing Orders, Delegation Schemes, and this Agreement, and make recommendations to the Management Committee;
- (7) chair the Strategic Officers Advisory Group (SOAG);
- (8) ensure appropriate arrangements are made to brief relevant officers in each Founder member authority;
- (9) assist the Chair to monitor the performance of the Managing Director;

¹ Inserted by Management Committee on 29th November 2013

(10) have the authority to defer any proposal to incur expenditure or let any contract by the Board of Directors, pending the outcome of a report to the Management Committee of YPO as appropriate, and shall charge the cost of such services to the Management Committee. The performance of the Lead Authority will be considered by the SOAG annually and formally reviewed at least every five years.

5. PROCEDURE RULES AND SCHEMES OF DELEGATION

- (1) The Management Committee and Board of Directors shall operate at all times in accordance with approved:
- (i) Financial Procedure Rules;
 - (ii) Standing Orders;
 - (iii) Contract Standing Orders; and
 - (iv) Officer Delegation Scheme.
- (2) Any proposed amendments to the documents in clause 5(1) shall be subject to:
- (i) a period of at least 8 weeks prior consultation with Founder Member Authorities by the Monitoring Officer;
 - (ii) a report to the Management Committee by the Monitoring Officer setting out the results of the consultation, and making recommendations; and
 - (iii) the agreement of at least two-thirds of the total membership of the Management Committee.

6. JOINT COMMITTEE ARRANGEMENTS

- (1) The democratic management of YPO shall be vested in the Joint Committee, which shall be known as the Management Committee of YPO.
- (2) The Management Committee shall meet at least twice per year and at such other times as agreed from time to time by the Chair of the Committee.
- (3) Quorum and substitution arrangements for the Management Committee shall be as set out in this document and the approved Standing Orders of YPO.

- (4) The remit of the Management Committee shall be that agreed by the Management Committee held on 25th September 2009 (minute 23(4) (attached at Schedule 1 to this Agreement) and be subject to a review at each Annual General Meeting of the Management Committee.
- (5) The Management Committee shall appoint annually from its membership those sub-committees that it considers necessary to discharge its duties and responsibilities under this Agreement and shall include at least an Audit and Governance Sub-Committee.
- (6) Prior to each Management Committee meeting, the Lead Authority shall convene a meeting of officers, drawn from the Founder Member Authorities, with a remit to examine draft reports to the Management Committee, raise issues of concern relating to YPO business and to facilitate the pre-briefing of members. It shall be the responsibility of each Founder Member Authority to make available, wherever possible, an officer of appropriate status to attend such meetings.

7. CODE OF CORPORATE GOVERNANCE

- (1) The Management Committee shall keep under review its code of corporate governance and associated documents, including the register of corporate risk, following recommendations by the Audit and Governance Sub-Committee.
- (2) YPO managers and such other officers as may be required shall agree to attend on request the scrutiny committees of the Founder Member Authorities to assist in their assessment of the effectiveness of YPO operations and assurance procedures.

8. ASSOCIATE MEMBERSHIP

- (1) Associate Members will be entitled to a share of dividend payments under clause 10(3)(ii) of this Agreement for annual levels of usage in excess of the usage level in the full calendar year immediately prior to Associate Membership being granted, in accordance with a scheme to be drawn up annually by the Management Committee.
- (2) Associate Members shall not receive a vote or be entitled to attend 'in confidence' parts of meetings of the Management Committee.

9. PAYMENT OF DIVIDENDS

- (1) Each year, upon receipt of the pre-audit accounts for the previous year the Management Committee shall determine the level of dividend to be paid (if any) but any dividend so determined will not be paid until the accounts have been completed and approved by the s151 Officer.
- (2) The overall dividend sum to be distributed (if any) shall be drawn from accumulated reserves, after deducting a sum which takes account of known risks, to ensure that YPO has adequate cashflow provision and remains a going concern during the forthcoming year, and after deducting the cost of any business development proposals required in consideration of the agreed strategic objectives of the business agreed by the Management Committee.
- (3) The distribution formula shall contain the following elements:
 - (i) a cash sum to be divided equally between the Founder Member Authorities to reflect their risk of ownership; and
 - (ii) a cash sum to reward usage of YPO products and services in all modes of supply (including framework contracts) by the Founder Member Authorities and Associate Members with the weightings between types of membership and modes of supply being determined by the Management Committee.

The weightings attached to clauses 9(3)(i) and 9(3)(ii) above shall be agreed annually by the Management Committee.

10. APPOINTMENT OF STAFF

- (1) The Management Committee shall determine the size, scope, and conditions of service of the Board of Directors of YPO, after receiving appropriate professional advice from the Lead Authority.
- (2) The Management Committee shall appoint annually an 'Appointments Committee' with responsibility for the appointment and disciplinary procedures of the Board of Directors.
- (3) The Board of Directors shall make arrangements to establish and appoint all other staff in accordance with the approved budget and officer delegation scheme, and to ensure that its HR policies and procedures are in accordance with best practice.

- (4) All staff shall be employed by the Lead Authority on behalf of YPO on terms and conditions agreed by the Lead Authority, subject to clause 11(1) of this Agreement.
- (5) The Board of Directors shall make such arrangements with Trades Unions to facilitate effective employee relations, through the periodic Joint Consultative Committee, and the Lead Authority shall be entitled to attend meetings of the Committee as it sees fit.

11. ASSETS

All existing and future assets shall vest in the Lead Authority in trust for the Founder Member Authorities on terms to be agreed by the Management Committee.

12. WITHDRAWAL OF MEMBERS

- (1) A Founder Member Authority wishing to withdraw from membership of YPO shall give to the Lead Authority at least 12 months' written notice expiring on the 31 December. A Founder Member Authority withdrawing shall be responsible for an equal share of any deficit that is held in the accounts in the financial year of withdrawal, but shall not be entitled to any dividend payment under clause 9(3)(i) of this Agreement, or a share of any assets held in trust by the Lead Authority under clause 11 of this Agreement.
- (2) Associate Members under clause 8 of this Agreement can do so in writing without a notice period but will not be entitled to any dividend payment under clause 9(3)(ii) of this Agreement for the financial year in which the withdrawal takes place.

13. TERMINATION

- (1) Notwithstanding the provisions of clause 12(1) of this Agreement, if two-thirds of the Founder Member Authorities agree, following a resolution by the Management Committee, this Agreement may be terminated on the 31st of December in any year.
- (2) The terms of termination shall require:

- (i) the payment of any outstanding dividend to Associate Members under clause 9(3)(ii) of this Agreement which would have been paid out had the termination not taken place;
- (ii) any accumulated deficit to be borne by the Founder Member Authorities equally; and
- (iii) any accumulated surplus in the YPO accounts, and the realised value of any assets held in trust by the Lead Authority under clause 11 of this Agreement, to be shared equally between the Founder Member Authorities.

14. AMENDMENT

If two-thirds of the Founder Member Authorities agree, following a resolution by the Management Committee, this Agreement may be amended at any time upon terms agreed by the Founder Member Authorities.

15. LITIGATION

- (1) The institution and defence of necessary litigation by YPO arising out of the exercise of its responsibilities shall be undertaken in a representative capacity by the Lead Authority, or such other Founder Member Authority as appointed by the Lead Authority.
- (2) The Lead Authority, or such other Founder Member Authority undertaking the litigation, shall be indemnified by the Founder Member Authorities.

16. INTERPRETATION AND ARBITRATION

- (1) In applying the terms of this Agreement, all parties shall act reasonably.
- (2) Where a fraction of Membership is referred to in this Agreement, this should be rounded up to the nearest whole number.
- (3) If at any time any dispute or difference shall arise between the Founder Member Authorities or any of them respecting any matters arising out of this Agreement or the meaning or effect of this Agreement or anything herein contained or the rights or liabilities of any of the Founder Member Authorities the dispute or difference shall be referred to and settled by a single arbiter to be appointed by the

Founder Member Authorities but if they cannot agree to be nominated by the Local Government Association.

(4) This Agreement may be executed in any number of counterparts, each of which shall constitute a duplicate original of this Agreement, but all the counterparts shall together constitute the one Agreement.

The Common Seal of **BARNSELY**)
METROPOLITAN BOROUGH)
COUNCIL was hereunto affixed in the)
presence of:)

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AUTHORISED
SIGNATORY

No. 1097
IN REGISTER



The Common Seal of **THE BOROUGH**)
COUNCIL OF BOLTON was hereunto)
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The Common Seal of **THE CITY OF**)
BRADFORD METROPOLITAN)
DISTRICT COUNCIL was hereunto)
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COUNCIL OF CALDERDALE was)
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COUNCIL OF BOLTON was hereunto)
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FJ Chamberley
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*Authorised by the Interim
Director of Legal + Governance*

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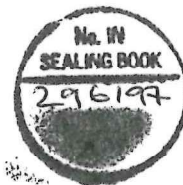
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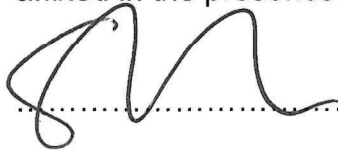
Zara Turner

Authorised Signatory 11



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DONCASTER COUNCIL was hereunto)
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JOHN CHADMAN



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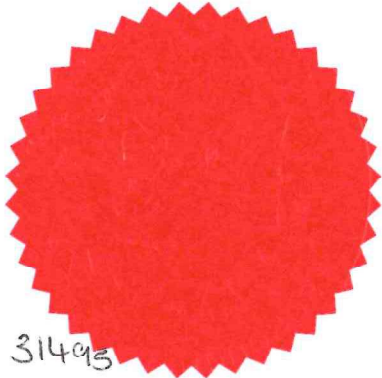
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Nigel Fagan

*N FAGAN
Authorised Signatory*

Seal no: 31493

Authority no: CS-126-2024

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..... ASSISTANT DIRECTOR
LEGAL, GOVERNANCE AND ELECTIONS



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OF THE CITY OF YORK was hereunto)
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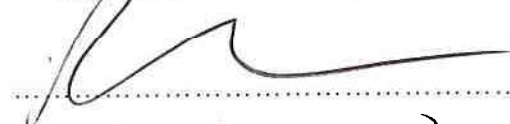
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DANIEL MOYNIHAN
SENIOR LAWYER



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