

## Group Company Directors and Nominees - Guidelines

No	Risk	Risk Owner	Current Level of Risk	Comments and Current Action	Long Term Aim
<b>Governance Risks</b>					
G-01	Nominated Directors do not have sufficient skills to fulfil their roles within a third party whilst also representing the Council's interests.	Chief Finance Officer	Significant/ High	<p>The role as a director of a company carries certain onerous obligations and there may be consequences to an individual if they do not fulfil their role appropriately. This may also have implications for the Council, both reputationally and financially.</p> <p>It is important that Directors demonstrate specific skills and knowledge and there should therefore be specific criteria for the selection of appropriate candidates and they should receive the necessary information to enable them to fulfil their duties in their role as Director.</p> <p><b>Action:</b> Procedure to be agreed for the selection of Directors to be appointed by the Council.</p> <p>Directors to receive training on their personal responsibilities in their role within a company. Training has been provided for members of the Group Company Governance Committee and a</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Criteria to be considered by Group Company Governance Committee for the selection of appropriate individuals to act as Directors annually by January.</p> <p>Training to be cascaded to current and potential directors at the earliest opportunity with regular refresher sessions for existing and new directors. Ongoing</p> <p><b>Source of Assurance:</b> Directors should be required to record meetings invited to and those that they attend. This should be provided on a regular basis to the Council.</p>

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				session was provided for current Directors, potential Directors and officers who may support Directors on 24 January 2019. Further training sessions will be provided for those who were unable to attend on 24 January and as part of continuous training for all.	
G-02	Council nominated Directors fail to attend meetings	Contact Officer	Low/ Significant	<p>Directors have specific responsibilities in the management and operation of a company to ensure that it operates in accordance with its Articles of Association and that it trades solvently. If a Director does not attend appropriate meetings then they may be considered to have acted negligently in the exercise of their duties.</p> <p><b>Action:</b> It is essential that Directors receive training on their personal responsibilities in their role within a company. Training has been provided for members of the Group Company Governance Committee and a session was provided for current Directors, potential Directors and</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Training to be cascaded to current and potential directors at the earliest opportunity with regular refresher sessions for existing and new directors.</p> <p><b>Source of Assurance:</b> Directors should be required to record meetings invited to and those that they attend. This should be provided to the Council on a regular basis.</p>

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				<p>officers who may support Directors on 24 January 2019.</p> <p>Training will have to be provided on an ongoing basis to ensure new councillors, officers or other Council nominated individuals who are asked to take on the role of a director are adequately trained.</p> <p>A system of recording Director attendance should be created to monitor attendance at meetings.</p>	
G-03	A company fails to file appropriate returns with Companies House	<p>Company Directors</p> <p>Contact Officer</p>	Low/ Significant	<p>Failure to file accounts or annual returns is a criminal offence. The filing of late accounts automatically generates a late notice penalty, which rises from £150 if up to 1 months late to £1,500 if more than 6 months late. Repeat offences receive a higher fine. A Director can end up with a criminal record and a fine of up to £5,000 for each violation.</p> <p>It is recognised that there may be a higher level of competency in Directors with specific backgrounds, for example, those</p>	<p><b>Target Risk Rating:</b> Low/Medium</p> <p><b>Anticipated date of attainment:</b> Training to be cascaded to current and potential directors at the earliest opportunity with regular refresher sessions for existing and new directors.</p> <p>The recording database will be updated to provide details on forthcoming filings to ensure that there is a proactive rather than reactive review.</p>

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				<p>with legal or financial qualifications, and consequently their penalties/sanctions may be higher.</p> <p>The failure to provide returns on a timely basis may be indicative of performance issues which may not have been detected.</p> <p><b>Action:</b> It is essential that Directors receive training on their personal responsibilities in their role within a company. Training has been provided for members of the Group Company Governance Committee and a session was provided for current Directors, potential Directors and officers who may support Directors on 24 January 2019.</p> <p>Training will be provided on an ongoing basis to include new councillors, officers or other nominated representatives who are asked to take on the role of a director.</p> <p>The Council will also monitor each of its companies so that confirmation can be sought from</p>	<p><b>Source of Assurance:</b> Responses from company secretaries Review of information held on Companies House</p>

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				<p>companies that they have met the relevant filing date.</p> <p>A monitoring database has been implemented to record information from Companies House as returns are made.</p>	
G-04	Observers at meetings act inappropriately	Meeting Observers	Low/ Significant	<p>There is a difference in the roles of Director and Observer. Whilst a Director's role is defined, an Observer should not be part of the running of a company. They should attend meetings to view the activity of the Board and ask/answer questions for information if invited to do so.</p> <p>There is the potential for an Observer to comment at Board meetings which may be seen as issuing guidance. Where an Observer influences a company to take actions then they may be seen as acting as a Shadow Director and bear the same consequences as though they were a Director of a company.</p> <p><b>Action:</b> Observers at meetings should receive training on the</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Training to be cascaded to current and potential directors at the earliest opportunity with regular refresher sessions for existing and new directors.</p> <p><b>Source of Assurance:</b> Record of those undertaking training. Attendance at Board meetings as an Observer should be formally fed back to appropriate management within the Council.</p>

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				<p>same basis as Directors so that they understand the difference between the two roles.</p> <p>Training will have to be provided on an ongoing basis to include new councillors, officers or Council nominated individuals who are asked to take on the role of observer.</p>	
G-05	A company fails to operate within the terms of its Articles of Association	Contact Officer	Low/ Medium	<p>The Articles of Association (AoA) regulates the way that a company is administered. If actions are taken that are outside of the AoA then they may be declared illegal by the courts.</p> <p><b>Action:</b> As part of the training provided to Directors it should include the powers that a company has to undertake certain activities and any constraints on those activities.</p> <p>Training will have to be provided on an ongoing basis to include new councillors, officers or Council nominated individuals who are asked to take on the role of Director.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Training to be cascaded to current and potential directors at the earliest opportunity with regular refresher sessions for existing and new directors.</p> <p><b>Source of Assurance:</b> Record maintained of those undertaking training.</p>

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G-06	The potential of a fraud taking place within a company	Chief Finance Officer	Low/ High	<p>Inherent within any organisation is the risk of fraud taking place. Within organisations it is usual for a series of checks and balances to be put in place to ensure that the opportunities for fraud are minimised.</p> <p>Directors carry out two main roles to deter fraud in that they should ensure that management has put in place appropriate controls that minimise the opportunity for fraud and that any frauds that are perpetrated are reported to the Board for consideration, which would include identification of additional controls to stop such episodes recurring.</p> <p><b>Action:</b> For the larger companies that are to be consolidated within the Council's Group Accounts a questionnaire is sent out annually seeking assurance on the systems for minimising fraud within a company and that frauds that are identified are reported to the Board appropriately and then to the Council where appropriate. This document means that each</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Annually by 31 March</p> <p><b>Source of Assurance:</b> Returns from companies on their approach to risk management and fraud.</p>

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				<p>major company has to consider its approach to risk management appropriately.</p> <p>Risk assurance statements from the Council's larger companies were considered by CC-GCG on 16 January and by Audit Committee on 29 January.</p>	
G-07	Failure to comply with the requirements of GDPR	Contact Officer	Low/ Significant	<p>The Council has to recognise that wholly owned companies are separate entities and that there are limits on what information can be shared. It is also important to recognise that there are constraints on companies releasing information accidentally. The consequences of a breach of GDPR can be significant.</p> <p><b>Action:</b> The Council must follow its own GDPR practices and assess whether it is appropriate to share information with its companies.</p> <p>The request for information in respect of deterring fraud also asks for information on the company's approach to manage the requirements of GDPR.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Annually by 31 March</p> <p><b>Source of Assurance:</b> Returns from companies on their approach to the management of GDPR.</p>



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				Responses from the Council's larger companies were considered by CC-GCG on 16 January and by Audit Committee on 29 January.	
G-08	Failure to provide information for consolidation in Group Accounts	Chief Finance Officer	Medium/ Significant	<p>The Council has to produce its draft financial statements by 31 May and its audited financial statements by 31 July of each year. This reporting timetable is in advance of that for companies that generally have nine months in which to produce their audited financial statements.</p> <p>The Council has to produce financial statements that show a "true and fair view" and are materially correct. The level of materiality for the Council is significant and therefore estimates of a company's position are usually sufficient to satisfy external audit requirements as long as they are reasonably assured that there can be no material errors in the company accounts.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Annually by 30 April</p> <p><b>Source of Assurance:</b> Return of draft and final questionnaires, management accounts during the year and companies' draft accounts by 30 April.</p> <p>Y/end 2019 – all data required was received in time for the preparation of the council's financial statements. Where there were issues, both within or without the control of the company (eg pensions information) liaison with that company and feedback were given.</p>

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				<p><b>Action:</b> Companies that are considered necessary for consolidation, including those that are not consolidated but near the level for consideration, are contacted during the year so that they are made aware of the proposed timetable and of the information requirements that will be necessary.</p> <p>A questionnaire is sent out for return by 18 January for draft information on a financial position with the final return due by 29 April.</p> <p>Companies are also asked to provide management accounts so that a profile can be built up of the information that will be used for the final consolidation.</p>	
G-09	The Council is considered to have significant influence over a company through its nomination rights	Chief Finance Officer	Medium/ Medium	The test of control for accounting purposes is different to that for legal purposes. The Council is considered to have control over an entity if it controls 50% or more of the day to day activities of the company or has significant influence if it has more than 20%	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> July 2019</p> <p><b>Source of Assurance:</b></p>

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				<p>control. Control may be measured through the representation on company or charity boards where directors are considered to control the activities of a company. With the Council having nomination rights to a wide range of entities, there may be occasions where the number of Council nominees is such that they represent 20% or more of the board. In such cases, the entity would have to be considered for consolidation into the Council's group accounts. Failure to consolidate would lead to adverse audit reports or ultimately, qualification of the Council's accounts.</p> <p><b>Action:</b> in the consideration of Council nominations to external bodies, a review should be undertaken of the level of control that may be exercised by the Council.</p>	<p>Information is sought on the overall structure of entity boards when the Council considers nominating individuals to external bodies.</p> <p>Sept 2019 Update – review of all bodies for accounts consolidation achieved.</p>
G-10	A company does not have appropriate insurance covers in place	Company Directors	Low/ Significant	Companies must have statutory insurance covers in place and should properly assess their financial tolerance to insurable risks. Financial risks which the	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Annually by 31 March</p>

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<b>Governance Risks</b>					
				<p>company is unable to absorb should be transferred to the insurance market where insurance protection may be purchased.</p> <p><b>Action:</b> In the creation of companies, the Council will need to ensure that consideration is given to the procurement of appropriate insurance cover.</p> <p>The Council will monitor companies' approach to ensure they have appropriate insurance arrangements in place through the risk assurance questionnaire.</p>	<p><b>Source of Assurance:</b> Information is sought through the return of the risk assurance questionnaire considered by Audit Committee.</p>
G-11	Risks faced by the Council in respect of its associated companies are not given due consideration	Chair – Group Company Governance	Low/Medium	<p>As more information is provided in respect of Council companies and as people become more familiar with the issues faced, there is the potential for a more relaxed approach to be taken in critically analysing the position of a company. This may lead to issues slipping through and only being challenged when they become critical.</p> <p><b>Action:</b> That individual risks and the associated mitigating actions</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> February 2019 and ongoing</p> <p><b>Source of Assurance:</b> Risks are considered in detail on a regular basis and the information provided.</p>

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				are challenged on a regular basis and additional information sought where appropriate.	
G12	The Council is not aware of all of the relationships entered into, which may fall within its overall remit.	Chief Finance Officer	Medium/Significant	<p>There may be arrangements put in place, either through nomination rights on to external bodies or the creation of external bodies of which the Council is not aware but which may have implications for it, for example, a number of charities have been created where governors and/or school staff from maintained schools have been nominated to act as trustees. The Council will need to consider whether the arrangements place it at risk.</p> <p><b>Action:</b> The Council continue to identify all potential relationships with external bodies.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> October 2019 and ongoing</p> <p><b>Source of Assurance:</b> Information gathered from Companies House and the Charity Commission to determine potential relationships.</p>
G13	Senior Managers within a company leave	Company Directors	Low/Significant	It is expected that there will be movement of senior managers within companies. However, the loss of a number of senior managers within one company in a short space of time may lead to operational difficulties and delays in making appropriate decisions in respect of staffing, resources, contracts etc..	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> Ongoing</p> <p><b>Source of Assurance:</b></p>

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<b>Governance Risks</b>					
				<b>Action:</b> The responsibility for the appointment of senior managers would lie with the Company Directors. However, the Council should be informed of any senior manager changes so that any potential implications can be assessed. It is also important to ensure that there are appropriate succession plans in place to mitigate any adverse impacts.	Information to be sought through the gathering of information from companies.
No	Risk	Risk Owner	Current Level of Risk	Current Action	Long Term Aim
<b>Financial Risks</b>					
F-01	A company requires support from the Council to remain a going concern		Significant/ High	<p>A company is a separate legal entity and if it were to get into financial difficulties then the company could become insolvent. The Council may determine, as shareholder, that this is the most appropriate way forward to minimise financial losses. However, there are a number of significant implications that may arise from this course of action in that:</p> <ul style="list-style-type: none"> <li>The reputational impact on the Council may be significant</li> </ul>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> The provision of training to Directors will provide a base of knowledge to enable appropriate levels of challenge to be put in place.</p> <p><b>Source of Assurance:</b> The oversight of regular monitoring reports and the review of business plans and</p>

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				<ul style="list-style-type: none"> <li>• The impact on local businesses may be significant if the company were to be unable to pay its creditors impacting directly on the local community</li> <li>• The Council may have given guarantees to the company to enable it to continue trading which it will have to honour</li> <li>• The Council may face a loss of critical services that it will have to replace at a higher cost</li> <li>• The Council may have to meet a pension guarantee if staff were originally TUPE'd from the Council</li> </ul> <p>The appropriate course of action to minimise the impact of any company falling into financial difficulties is to identify any fall off in trading performance at the earliest opportunity so that corrective action may be taken. This will be reliant on having the appropriate management team in place and Directors providing challenge at the appropriate level. The provision of appropriate</p>	final accounts will give added oversight of performance so that downward trends can be identified at the earliest opportunity.

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<b>Governance Risks</b>					
				<p>performance reporting to the Council on a regular basis will also provide some assurance to the Council that performance is within acceptable bounds.</p> <p><b>Action:</b> The training of Directors will give them knowledge of their responsibilities and the actions that they can take to gain assurance that performance is being delivered to the necessary level to remain solvent or the recognition that mitigating actions should be put in place where there is a drop in performance.</p> <p>The provision of regular monitoring reports to the Council will provide an added oversight so that any downward trends can be identified at the earliest opportunity.</p>	
F-02	The council does not arrange its tax affairs to minimise its level of corporation tax.	Chief Finance Officer	Medium/ Medium	Companies that operate on a trading basis may be liable for Corporation Tax. As the Council has a number of entities under its control there is an opportunity to look at the companies on a group basis to determine whether there is any opportunity for Group	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> July 2019 and ongoing</p> <p><b>Source of Assurance:</b></p>



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<b>Governance Risks</b>					
				<p>Relief. At present each company operates on a silo basis with limited consideration of any opportunities for tax minimisation across the group.</p> <p><b>Action:</b> Review the tax position across the Council's group and seek advice from external tax advisers.</p>	Advice received from external tax advisers
F-03	A company provides guarantees/indemnities to a third party	Chief Finance Officer	Low/ Medium	<p>Where an entity gives guarantees/indemnities to third parties, an assessment needs to be undertaken each year to determine any likelihood of that guarantee being called. Guarantees need not be explicit but may be as part of general contracts.</p> <p><b>Action:</b> Information will be sought from the companies consolidated into the Council's Group Accounts to assess whether any guarantees have been given.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> April 2019 and ongoing annually</p> <p><b>Source of Assurance:</b> Responses to questionnaires from group companies</p>
F-04	Movement away from the Council's terms and conditions of employment	Head of HR	Low/ Significant	When the Council TUPE's staff to third parties, the transfer is undertaken on the basis of current terms and conditions and access	<b>Target Risk Rating:</b> Low/Low

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				<p>to the local government pension scheme. Where a company is controlled by the Council, should it move away from the Council's terms and conditions there is a potential for an Equal Pay Claim.</p> <p><b>Action:</b> The Council monitors the terms and conditions of employment of Council companies.</p>	<p><b>Anticipated date of attainment:</b> 31 March 2019 and ongoing</p> <p><b>Source of Assurance:</b> Feedback from Companies.</p>
F-05	A company does not recognise that it is a controlled company for the determination of the Apprenticeship Levy	Head of HR	Medium/ Significant	<p>The introduction of the Apprenticeship Levy has meant that those companies with an employee budget of more than £3m were required to contribute to the scheme. However, where there is a group structure in place, the total group employee budget should be considered as a whole. This has meant that subsidiary companies with an employee budget of less than £3m, who may have considered that they did not have to contribute, may have been in breach of the levy requirements.</p> <p><b>Action:</b> Seek information from the Council's subsidiary companies to determine whether</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> April 2019 and ongoing</p> <p><b>Source of Assurance:</b> Information sought from subsidiary companies through the financial information questionnaire for consolidation purposes.</p>

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<b>Governance Risks</b>					
				they have been contributing to the Apprenticeship Levy.	
F-06	A company does not have a viable business plan/budget	Company Director	Medium/ Significant	<p>The Company Business Plan sets the framework for the company's activities for both the short and medium term. The financial consequences of the plan set the budget, resource requirements and targets for service delivery. If a company does not have an agreed business plan, then it does not have clear direction and directors have no measures against which to assess management and company performance or to consider the impact of risks to the company.</p> <p><b>Action:</b> Companies to be required to share their business plans with the Council, both as part of their contractual commitment for service delivery and for receipt of grant support to ensure that the Council's resources are being used appropriately.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> September 2019. Ongoing by invitation to CGCG</p> <p><b>Source of Assurance:</b> Receipt of business plans from companies with oversight by the Group Company Governance committee for major entities.</p>
F-07	The Council, as accountable body, is deemed responsible for	Corporate Director, Finance & Governance	Medium/ Significant	The Council has an on-going accountable body role for a range of grant funding regimes, both historical and current, which	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b></p>

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	the liabilities of a third party			<p>include supporting programmes and projects under its direct control as well as managing programmes involving wider partnerships with external organisations.</p> <p>In accepting this role, the Council underwrites the financial performance and delivery of the activity along with compliance with the funding regulations. There may be a potential liability to the Council arising from its accountable body role due to the non-delivery of outputs, claiming of ineligible expenditure or from the disposal of assets prior to any clawback liability expiring.</p> <p>The Council may also act as the accountable body for external organisations where the Council transacts activities through its own accounts. In such cases, the Council is acting as an agent of the external organisation. However, the Council may be responsible for certain liabilities if it is considered that it has not acted appropriately in dealing with</p>	<p>September 2019 and ongoing</p> <p><b>Source of Assurance:</b> Appropriate mechanisms in place to cover or minimise the impact of clawback of grant. A review of the monitoring arrangements around activities where the Council transacts the activities of external organisations through its own financial systems.</p>

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				<p>the affairs of the external organisation.</p> <p><b>Action:</b> The Council has put in place various measures to minimise the impact of any grant clawback, which include putting legal agreements and charges over assets in place to ensure that any grant clawback can be covered by disposal of an asset and by the provision of detailed expenditure verification and monitoring procedures.</p>	

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<b>Reputational Risks</b>					
R-01	Company does not follow the principles of public service	Company Directors	Low/ Significant	<p>The 7 principles of public service were laid down in the report by Lord Nolan. Whilst Council staff are expected to adhere to this level of integrity, the same should be expected of those companies controlled by the Council as they are perceived as being directly linked.</p> <p><b>Action:</b> Company Directors should ensure that the ethos of the company includes the adherence to the 'Nolan' principles of public service.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> December 2019</p> <p><b>Source of Assurance:</b> Feedback from company contact officers.</p>

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<b>Contractual Risks</b>					
C-01	A company fails to provide appropriate levels of service	Client Function	Medium/ Significant	<p>Where companies fail to provide the level of service expected from customers then this may adversely affect their ability to generate new business. Whilst the Council has some companies that trade externally, the majority of service provision is to the Council itself. The Council, therefore, has a choice of penalising its own company for non-performance, with a potential for then having to deal with a company in financial difficulties, or accepting a lower level of service.</p> <p><b>Action:</b> the development of strong Client Functions that can monitor contract performance regularly and identify at the earliest possible stage any issues in delivery will ensure that service performance is of the required standard.</p>	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b> March 2019 Ongoing</p> <p><b>Source of Assurance:</b> Assessment of activity by Client Managers on a regular basis</p>
C-02	A company does not comply with public contract regulations	Head of Procurement	Medium/ Medium	If a Council owned company fails to comply with public contract regulations resulting in a legal challenge to a contract the company has awarded and consequential legal costs and reputational impact.	<p><b>Target Risk Rating:</b> Low/Low</p> <p><b>Anticipated date of attainment:</b></p>

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<b>Contractual Risks</b>					
				<b>Action:</b> To ensure that all Council companies where appropriate have either: <ul style="list-style-type: none"> <li>• appropriately skilled procurement and contracting staff who are experience in public contract regulations or;</li> <li>• have access to these skills, competence and experience.</li> </ul>	<b>Source of Assurance:</b>  Initial written confirmation from Companies' Chief Executive  Statement of compliance in annual returns from companies or the statement of assurance to the shareholder.