

Minute of last IDeA Company Board meeting

Title: IDeA Company Board
Date: Wednesday 27 November 2019
Venue: Beecham Room, 7th Floor, 18 Smith Square, London, SW1P 3HZ

Attendance

An attendance list is attached as **Appendix A** to this note

Item	Decisions and actions	Action
1	Welcome and Apologies for Absence Apologies were noted, which can be found at <u>Appendix A</u> . Directors agreed that adequate notice of the meeting was given. Officers advised the Chairman that the meeting was quorate.	
2	Declarations of Interest No declarations of interest were made by Directors.	
3	Duties of Directors Directors confirmed their duties under section 172 of the Companies Act 2006, as set out in the agenda.	
4	Minutes of the Previous Meeting held on 12 September 2019 Minutes of the previous meeting were agreed by Directors.	
5	GeoPlace (verbal update) Item five was introduced by Claire Holloway, Head of Corporate Services; and Juliet Whitworth, Research and Information Manager. Claire reminded Directors that this deal was for the Geospatial Commission's proposal to open up the Unique Property Reference Number (UPRN), and the Unique Streets Reference Number (USRN), as part of their open addressing programme. As the Intellectual Property of both sets of these data rests with GeoPlace, any change requires the consent of Ordnance Survey (OS) and the IDeA as joint owners of the company. Negotiations with the Geospatial Commission have been complex & lengthy, but this deal, if agreed, would continue to produce a	

significant income for the IDeA.

Claire then gave an overview on the deal, which was set out in the paper sent to members. However, headlines of the deal included:

- Agrees in principal for all Government departments to be mandated to use the UPRN & USRN's.
- OS have managed secure a ten year deal, which is based on a projected loss of income.
- A break clause comes into effect after four years, but includes a three year notice period, so in total, this is in effect a minimum seven year deal. However, Claire assured Directors that there is a complex legal process in order for the break clause to come into effect, with a mechanism to stop the clause (if continued loss of income can be demonstrated) if needed.
- A package of support for the local government sector to cover the potential additional burden that may fall to the sector, which will be funded by the Geospatial Commission and OS – a combined in total of £5.9 million. Further details of this funding and how it can be spent can be found at paragraphs 6.4 & 6.5 in the report.

Officers commented that they believed the deal was the best possible outcome of months of negotiations, especially as the Government could have forced our hand to open up these data sets. The Chairman commented he believed it was a better deal than we currently have.

In the discussion that then took place, the following points were raised:

Directors wanted a clearer idea of annual income for the IDeA; officers confirmed that currently, this is 25 per cent of GeoPlace profits, which have been in the region of £7 million recently – generating approximately £1.5-1.6 million of dividend annually. With this deal, an annual income of just over £1.5 million in dividends will be guaranteed and secured for the IDeA, with potential further financial upside from the described gain-share arrangements for new products.

The discussion then turned to the other product GeoPlace was currently developing, a cheaper version which is less bespoke and sold at lower cost, but will be more suited to the wider business community. The Chairman went on to say that is imperative that GeoPlace are the first to release this product, before the market is flooded with similar products. The chairman also raised the question of timing and when this product will be released. In response, officers confirmed:

- That product is completely separate to the core funding deal (other than via the associated gain-share arrangement).
- The product is still to be released, the date of which needs agreement from the IDeA Board.
- This deal will provide a cushion of recompense in order for the product to be developed further and marketed correctly.

Directors turned the discussion to the break clause detailed in paragraph 6.3 in the report; Directors commented that this may be implemented as soon as possible by the Geospatial Commission. Officers re-confirmed the complex legal mechanism in order for this to be achieved. Directors

also questioned ways the Geospatial Commission could get out of this, and discussed how to get better sight of the various available breach of contract arrangements. Directors also wanted further details if this was a back to back contract? In response to this, officers confirmed that this agreement is with OS, but forms a part of much larger contract still being negotiated between OS and the Geospatial Commission.

The next steps were discussed; the Geospatial Commission will need sign-off from their treasury committee tomorrow afternoon; due to purdah restrictions, the deal will be confirmed after the General Election.

Directors paid thanks to officers – Claire Holloway and Juliet Whitworth – and praised them for their hard work and dedication during these negotiations and the excellent outcome.

Decisions

Directors formally and unanimously agreed to the recommendations set out in the report; that the IDeA Board:

1. Agrees the package of recompense to GeoPlace and the package of support for local authorities, subject to final written agreement; and that the final decision on timing should be taken by the board of GeoPlace.
2. Authorises officers to finalise negotiations on opening up UPRNs and USRNs.

6 GeoPlace and Open Addressing Background Material (report from September Board meeting)

7 Close of Meeting

The Chairman closed the meeting; no other business was raised by Directors.

Appendix A -Attendance

Position/Role	Councillor	Authority
Chairman	Cllr Peter Fleming OBE	Sevenoaks District Council
Vice-Chairman		
Deputy-chairman		
Members	Cllr James Jamieson Cllr Michael Payne Mr Philip Sellwood	Central Bedfordshire Council Gedling Borough Council Energy Saving Trust (EST)
Apologies	Cllr Izzi Seccombe OBE Cllr Howard Sykes MBE Cllr Marianne Overton MBE	Warwickshire County Council Oldham Metropolitan Borough Council Lincolnshire County Council

Mr Richard Priestman

Local Government Improvement and
Development

In Attendance

LGA Officers