

**MINUTES OF THE BOARD OF DIRECTORS OF JERSEY BUSINESS LIMITED ("JBL" / "the Company")**

**(63<sup>rd</sup> Meeting)**

**18<sup>th</sup> January 2023 at 9.30am at Jersey Business, The Parade, St Helier**

**Present:** Mrs J Carnegie (JC) (Chair)  
Mr J Day (JD)  
Mrs K Le Feuvre (KLF)  
Mr G Smith (GS)  
(the "Board" or the "Directors")

**In Attendance:** Mrs A McClure (AM)  
Aimee Maskell, AM to PM Secretarial Services (Minutes) (AMa)

1. **Welcome and Apologies** – JC welcomed everyone to the meeting and no apologies were noted. **IT WAS NOTED** that AM was "in attendance" following her resignation from the Board with effect from 31<sup>st</sup> December 2022 and the Board thanked her for her contribution during her term as a Director.
2. **Declarations of Interest** – No additional declarations of interests were declared.
3. **Minutes of previous meeting - IT WAS RESOLVED** to approve the minutes from the previous meetings held on 19<sup>th</sup> October and 22<sup>nd</sup> November 2022 for signature by JC.
4. **Matters Arising** – The Board reviewed the action log, a copy of which had been circulated with the agenda and the updates on the outstanding actions were provided as follows:
  - (A) **Board Apprentice -IT WAS NOTED** that Ben Banim (BB) had been appointed as Board Apprentice and was due to attend the next meeting scheduled for 26<sup>th</sup> April 2023. **IT WAS RESOLVED** that AM would add BB to future Board distribution lists and provide him with access to the Board Teams folder. **Action: AM**
  - (B) **Board Skills Review** – The Board agreed to discuss this action at agenda item 7, below.
  - (C) **JBL Organisational/Pay Structure Review** – The Board agreed to discuss this action at agenda item 7, below.
  - (D) **Pay Slips** – **IT WAS NOTED** that the JC and KLF now had access to their payslips via Payroll.je.
  - (E) **JBL Operational Performance** – GS reported that although he started to prepare a CEO/JBL Operational Performance Report, this only provided a summary of information which was already available in other paperwork circulated with the agenda. He therefore questioned what value it would add. **IT WAS THEREFORE RESOLVED** that the Directors would discuss the best way to approach this going forward with Paul Murphy (PM), the new CEO.
  - (F) **Macro External Risk Register** – The Board acknowledged that the Macro External Risk Register needed populating. **IT WAS THEREFORE RESOLVED** that GS would ask PM to include this as an agenda item at the next meeting with a view to the Board asking any questions which arise from their discussion with the JBL team thereafter. **Action: GS/PM**
  - (G) **JBL Team/Board leaving do** – **IT WAS NOTED** that a leaving celebration had been scheduled for Thursday 9<sup>th</sup> February 2023. GS confirmed that guest invites had been sent and that 62 acceptances had been received to date.
5. **Q4 Report and Latest Management Information** – The Board noted the Q4 Report

and latest management information, a copy of which had been submitted to the Government of Jersey and circulated with the agenda.

GS welcomed the positive management information now being collated by JBL and the good relationship JBL has with its GOJ Officers. He recognised the assistance provided by Kate Le Blond (KleB) at the GOJ in the development of JBL's management information and AM agreed to pass on the Board's thanks to her in this regard.

GS advised that other than the change in budget relating to premises (due to less expenditure than anticipated being spent on the new site) there was nothing significant to highlight from the Q4 Report or management information, and the Board confirmed that they had no questions on the same.

The Board noted the Governance Checklist and Grant Application and Grant Assurance Statement, dated 16<sup>th</sup> December 2022 and 10<sup>th</sup> January 2023 respectively, copies of which were circulated with the agenda.

6. **JBL Board Admin/Timeline re change of CEO** – The Board reviewed the "Management of Board Changes" paper dated January 2023, a copy of which had been circulated with the agenda.

**IT WAS NOTED** that KLF and JD's terms as Board Directors had been extended and JC proposed identifying an appropriate rotation plan for the Directors going forward.

AM suggested that the Board may wish to consider launching a recruitment process for new Directors as soon as possible, particularly if the Appointments Commission need to be involved. However, JC confirmed that whilst JBL are obliged to follow Appointments Commission's process when recruiting new Directors, a Commissioner only needs to be involved in the appointment process for the positions of Chair or CEO.

Following the recent review of the Board skills matrix, GS proposed that consideration is given to increasing the size of the Board by one additional Director, with a view to appointing someone with a skill set that the current Directors do not currently have, or the Board is light on. He noted that the areas where skill set on the Board was light include legal, investment management, chartered secretarial and local property and suggested that whilst a lawyer, investment manager or chartered secretary was not required on the Board, someone with local property expertise may be required going forward. He therefore suggested that the Board may want to consider appointing an additional director with property/construction expertise in future.

JC proposed that rather than considering sector specific expertise, consideration should be given to appointing someone with supply chain/logistics expertise. However, the Board noted that PM had significant skill set in these areas.

**IT WAS NOTED** that JD and KLF were appointed to the Board on 4<sup>th</sup> May 2016 and as mentioned above, their terms had been extended to 31<sup>st</sup> May 2023, and JC was appointed to the Board on 23<sup>rd</sup> May 2018 (and to the position of Chair on 12<sup>th</sup> May 2021) and her term would expire on 11<sup>th</sup> May 2024. **IT WAS THEREFORE RESOLVED** that JC, KLF and JD would meet at JBL on 1<sup>st</sup> February 2023 at 930am to (1) agree a suitable rotation plan between them; and (2) consider the appropriate Board composition going forward. Thereafter, they would agree upon the timeline for the recruitment of additional Director(s) and what Director expertise was required. **Action: JD/JC/KLF**

GS tabled a letter to the meeting for signature by JC to be sent to PM confirming his appointment to the Board with effect from 13<sup>th</sup> February 2023 and this was approved by the Board. GS submitted a letter to the Board confirming his resignation from the Board with effect from 13<sup>th</sup> February 2023 and the Board approved their acceptance of the same.

AM tabled the following HSBC documentation to the meeting:

- 1) A form to change the primary user on the internet banking platform from GS to AM and thereafter from AM to PM;
- 2) A universal bank mandate to change the signatories on the bank account to JD, JC, KLF and PM; and
- 3) An application form applying for a debit card for PM.

Referring to item three, AM noted that she, GS and JD also have debit cards and that she would cancel hers and GS's when they leave.

There being no comments or questions on the above documentation, the Board approved the same for signature and **IT WAS RESOLVED** that AM would submit them to HSBC once PM had signed the mandate. **Action: AM**

AM tabled the Directors' up to date utility bills to the meeting for certification by JD (and GS in respect of JD's utility bill).

GS referred to the updated Delegation of Authority Document, a copy of which was circulated with the agenda, and advised that although the role of Chief Operations Officer will no longer exist following AM's departure, it is still referred to in the Document should the Board decide to appoint someone at this level again in the future. AM explained that she has updated the Delegation of Authority Document to include "manager" and "Head of" level sign off for ad hoc expenditure to reflect the new organisational framework. She added that she has agreed to act as Head of Operations remotely from the UK until PM has decided how he wants to manage this role going forward.

**IT WAS RESOLVED** that GS would set a diary note to ensure that JD is provided with a list of all transactions and contracts over £25k entered into in each financial year to review on behalf of the Board (as set out in Section 7 of the Delegation of Authority Document).

**Action: GS/JD**

7. **JBL Property** – GS provided an update on the new potential premises which JBL would share with Jersey Sport. He welcomed the fact that the building had a ground floor presence. However, he acknowledged that it was not as close to Digital Jersey and Skills Jersey as the previous premises that were being considered. He stressed that whilst GOJ officers were aware of the reasons for the change in premises, JBL had been asked to prepare a new business case. He confirmed that he had therefore asked the Quantity Surveyor and Architects to revise the plans and costings for the new premises for inclusion in this.

KLF queried the timeline for moving into the new premises and GS noted that Jersey Sport need to move before the summer (due to unfavourable conditions at FB Fields during hot weather). However, whilst he would welcome JBL moving in by the end of the Summer, he would be comfortable with a deadline of the year end and therefore suggested that Jersey Sport could move into the ground floor prior to JBL moving in, if required.

AM reported that limited work was required on the office space at the premises for JBL and Jersey Sport to move in. However, she accepted that more significant work was required on the top floor to create meeting rooms. That said, she noted that it was proposed to have as much open space as possible. She added that as soon as the final negotiations have been completed with the Landlord, it will be possible to commence the internal works. However, the Board noted that these might require approval by Building Control which can take up to three months.

8. **Risk Register** – An updated copy of the Risk Register had been circulated with the agenda and the following was noted:

(A) **Facilities Management** – GS advised that this risk was rated "red" due to the status

of JBL's premises, discussed in item 8 above.

**(B) HR and Training** – GS proposed reducing the risk rating for this risk from “red” to “amber” to reflect the marketplace and skills shortages generally and this was approved by the Board. **Action: GS**

**(C) People** – GS reported that this risk had been amended to reflect the appointment of PM and the fact that AM would continue to support the organisation remotely from the UK.

**(D) Stakeholder Relations** – GS recommended reducing the risk rating for this risk from “amber” to “green” given that JBL currently has sufficient stakeholder support and this was approved by the Board. **Action: GS**

JC queried whether there was likely to be any increased risk to JBL's stakeholder relations following AM and GS' departure, AM suggested that her most important relationship was with KleB at the GOJ. She therefore proposed shadowing whoever takes over responsibility for completing JBL's operational/financial reporting and submitting it to the GOJ until they are comfortable. She noted that PM had already contacted KleB and proposed scheduling a meeting between the three of them to discuss the current position and how they wish to manage it going forward. **Action: AM**

GS reassured the Board that plans/mitigation are in place to manage any risks associated with his/AM's departure. However, he accepted that there may be value in changing the risk rating from “green” to “amber” when he leaves / AM is working from the UK, and this was welcomed by the Board. **Action: GS/AM**

**(E) Technology / Data Management** – JC queried whether all technology/data issues had now been resolved and GS reported that although the office still sometimes loses connection to the WIFI, this was manageable.

**(F) Governance** – JC noted that this risk refers to the 2021 Annual Review and proposed updating it to 2022. **IT WAS THEREFORE RESOLVED** that AM would update the wording to reflect the Comptroller and Auditor General's review which took place in 2022, noting that the feedback from this was very positive and highlighted that improvements were made from the previous year.

9. **Government Plan / 2023 Budget** – GS sought the Board's views on whether there were any actions from the Government Plan that JBL could present via its annual review. He suggested that the Government Plan confirmed the positive light within which JBL is seen and he welcomed Kirsten Morel's speech in the States on JBL's behalf. As such, he did not propose engaging with the three politicians who voted against JBL receiving its budget and were looking for it to be cut. However, he did propose working with PM on how he should continue to provide education around JBL to States of Jersey members.

GS acknowledged that whilst JBL has moved on from activity-based reporting and now provides more detailed management information to the GOJ, it was still difficult to show how all our work cumulatively impacts Jersey's productivity and business tax take. He therefore proposed periodically (c every 3 years) undertaking an external review of JBL to re-verify the information it collates and recommended that the Board consider how this review is done and who could be appointed to undertake it. He acknowledged that this type of review has been undertaken internally historically with it indicating a Return On Investment (ROI) of 10x and above. However, he stressed this was based on a wide range of assumptions hence the benefit of in future having some independent verification.

10. **4 Insight Feedback** – The Board reviewed 4 Insight's feedback on the survey undertaken between 22<sup>nd</sup> November and 14<sup>th</sup> December 2022, a slide presentation on which

was circulated with the agenda and summarised by GS and AM.

**IT WAS NOTED** that more people responded to the Survey in 2022 compared to the previous year (271 vs 241) and the respondents also included more senior personnel from larger businesses than previous years.

GS advised that 4 Insight have confirmed that the number of well-established businesses to complete JBL surveys has doubled in the last five years and explained that they were likely to be more challenging in their scores, thereby resulting in more credible results. He has therefore asked them to include a narrative to this effect in their final presentation.

In answer to a question from KLF, GS suggested that JBL's score for integrity may have dropped due to more sophisticated respondents answering the questions. He acknowledged that JBL is perceived as supportive of the GOJ and accepted that there may be concerns as to whether JBL is more influential of GOJ or a mouthpiece for the GOJ following its involvement with GOJ initiatives such as the Covid and Productivity funding schemes. GS recognised the importance of managing this carefully and suggested that whilst there were benefits to JBL influencing the GOJ, the risks need to be balanced. He therefore suggested that the Board may want to consider referring to this on the Risk Register.

AM reported that, through no fault of its own, JBL has dealt with various disgruntled individuals regarding the GOJ's Covid and Productivity Support Schemes and she suggested that this could be part of the reason for the reduction in JBL's integrity score.

JC queried how the survey results have influenced what JBL is doing and GS advised that he always compares the survey results to JBL's business plan and confirmed that they look similar which provides him with comfort that JBL should carry on with what it is doing and is not missing anything material. AM added that she has a revised version of the Business Plan in which reference is made to the fact that client feedback has been received and been used to validate what JBL is looking to do going forward. She therefore proposed referring to specific slides from the 4 Insight presentation in the Business Plan and uploading a copy of the Business Plan in Board Teams folder. **Action: AM**

AM stressed that whilst JBL has never received any feedback from the surveys which has led it to change what it is doing, it does validate what it is doing and enables focus to be placed on specific areas where additional work may be required (e.g. marketing).

The Board thanked GS and AM for their summary and confirmed that they had no further questions or comments on 4 Insight's slide presentation of the survey results.

11. **Any Other Business** –JC sought the Board's view on whether there was scope for JBL to promote the principles of good governance of boards in Jersey. She accepted that whilst this may be more of a role for the IOD, the Jersey branch of the IOD was limited by the IOD in London. GS recognised that whilst it was important to ensure Jersey boards include directors with the required practical experience on them, he suggested that providing education in this regard was not JBL's role. However, AM proposed discussing the matter with JBL's "Leading Growth Group" to establish how they run their boards to ensure they are effective with a view to holding a future event on the subject.

GS reported that Richard Corrigan (RC) previously asked him to prepare a paper on the "Ease of Doing Business in Jersey" (and if JBL would take the lead on a project on this subject) but that he had not heard anything further on this since. However, Dan Housego (DH) reminded him of it the previous day and advised him that Kirsten Morel would want JBL to lead it. GS therefore stressed to DH that given the importance of the project, JBL would require support and that information gathering would need to be undertaken on certain areas.

KLF requested that any papers such as this which are prepared for the GOJ by JBL are shared with the Board and **IT WAS RESOLVED** that AM would rename the "consultation papers" folder in the Board Teams site for this purpose. **Action: AM**

JC provided the Board with a summary of her recent meetings with Frank Walker from Digital Jersey; the arms' length organisations; the economy arms' length organisations; and various GOJ officers and States members (including Suzanne Wylie, Seb Perez and Kirsten Morel). She reported that a further meeting of the arms' length organisations took place yesterday and advised that this was a constructive meeting at which various positive actions were agreed.

JC, on behalf of the Board, thanked GS and AM for their significant contribution to the organisation (and the Board) during their tenure at JBL and wished them the very best in the future. She noted with appreciation that neither GS nor AM had lost their commitment to JBL during their notice periods for which she was very grateful, and she thanked AM for agreeing to provide ongoing support remotely for the time PM needs it.

12. **Date of Next Meeting – IT WAS NOTED** that the next meeting was scheduled for 26<sup>th</sup> April 2023 at 930am.

There being no further business to discuss, the meeting was closed at 11.40am.

  
.....  
Chairperson

  
.....  
Date Signed