

**Manchester City Council
Report for Information**

Report to: Audit Committee – 14 June 2022

Subject: Register of Significant Partnerships 2021

Report of: Deputy Chief Executive and City Treasurer

Summary

This report provides an overview of the Register of Significant Partnerships 2021, outlining the review and assurance process which has taken place as part of the annual review.

The detail contained in the report focuses on a number of key areas:

- Any new partnerships which have been added to the Register
- entries recommended to be removed
- where the governance strength rating has changed following the introduction of the new four level ratings system
- any partnerships now classed as 'Reasonable' or 'Limited' strength following completion of the latest self-assessment.

The complete Register of Significant Partnership is attached at Appendix 1.

Recommendations

Audit Committee is requested to note and comment on the latest update of the Council's Register of Significant Partnerships.

Wards Affected: All

Environmental Impact Assessment - the impact of the issues addressed in this report on achieving the zero-carbon target for the city

This report is for information in relation to the governance strength ratings of partnerships and does not directly propose decisions affecting the achievement of the zero-carbon target.
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Contact Officers:

Name: Carol Culley
Position: Deputy Chief Executive and City Treasurer
Telephone: 0161 234 3435
E-mail: carol.culley@manchester.gov.uk

Name: Sarah Narici
Position: Head of PMO: Commercial Governance & Directorate Support

Telephone: 07971 384491
E-mail: sarah.narici@manchester.gov.uk

Background documents (available for public inspection):

The following documents disclose important facts on which the report is based and have been relied upon in preparing the report. Copies of the background documents are available up to 4 years after the date of the meeting. If you would like a copy please contact one of the contact officers above:

- Report to Audit Committee 23 November 2021: Register of Significant Partnerships 2019.
- Report to Audit Committee 15 June 2021: Register of Significant Partnerships 2019.
- Report to Audit Committee 10 March 2020: Register of Significant Partnerships 2019.
- Report to Audit Committee 26 November 2020: Register of Significant Partnerships - Governance Improvement Progress for Partnerships with Low or Medium Strength ratings.

1. Introduction

- 1.1 On an annual basis, the Council undertakes a comprehensive assurance process on a range of entities through the review of the Register of Significant Partnerships (RSP). The Council has maintained a register since 2008 as part of its approach to good governance.
- 1.2 The RSP outlines key partnership arrangements that are considered to be of the highest significance to the financial position or reputation of the Council or to the delivery of key corporate and Our Manchester objectives. These arrangements are diverse; Joint Ventures, wholly owned companies, statutory groups, Private Finance Initiatives (PFIs) as well as a variety of other types of arrangements. The partnerships have varied governance structures which are appropriate to their scale, legal status and delivery objectives.
- 1.3 The principles of ensuring the lawful conduct of its business, and that public money is safeguarded, accounted for and spent economically, efficiently and effectively apply equally to the Council's work with its partners. Therefore, it is vital that the Council gains assurance that there are clearly defined and effective governance arrangements in place for all partnership arrangements.
- 1.4 A partnership is defined as a formal agreement between the Council and one or more other organisations to work collectively to achieve an objective. Partnerships may:
 - Agree to cooperate to achieve a common goal or shared objectives
 - Create a new organisational structure or process to achieve goals or objectives.
 - Plan and implement a jointly agreed programme (often with jointly provided staff or resources).
 - Provide joint investment and share the risks and rewards.
- 1.5 The RSP forms part of the Council's 'Partnership Governance Framework' which was introduced in 2013 and is included in the Annual Governance Statement. The purpose of the Framework is to ensure that the Council's partnerships perform well, deliver value for money, and support the delivery of the Council's strategic objectives. This defines and standardises the Council's approach to managing its partnerships, in order to help strengthen accountability, manage risk and ensure consistent working arrangements. Furthermore, the approach to tracking external partnership activity in this way has been highlighted as an example of good practice in the recently published CIPFA Local Authority Owned Companies guide.
- 1.6 To be included on the Council's Register of Significant Partnerships, the partnership relationship should meet one or more of the following criteria:
 - Of strategic importance to the Council, critical to the delivery of the Council's key objectives or statutory obligations, and/or to the delivery of the Our Manchester Strategy.
 - Critical to the reputation of the Council – failure of the partnership to deliver could damage the reputation of the Council.
 - Responsible for spending significant public investment.

1.7 With the exclusion of Private Finance Initiatives (PFIs) it should be noted that arrangements where the Council agrees a contract with another organisation to deliver services on its behalf will not be considered as a partnership and instead will be subject to appropriate procurement monitoring and review processes in accordance with the Council's Constitution.

2. The process of producing the Register of Significant Partnerships

2.1 The Register is reviewed annually as part of the Council's processes for obtaining assurance over the robustness of its governance arrangements and ensuring that any challenges that may need to be addressed are highlighted so that improvements can be made, where required.

2.2 The process starts with the completion of a self-assessment form being completed by an appointed partnership link officer. The form asks a number of questions about the partnership, including: aims and objectives, membership, decision making, finance, audit and risk management (including understanding obligations under applicable GDPR legislation), conduct and behaviour, liability and performance. This leads to an overall self-assessment assurance rating based on the robustness of the arrangements that the partnership has in place.

2.3 The four levels of ratings used during the self-assessment are:

- **Substantial:** Demonstrating consistent application of good governance practices, providing a high level of assurance and delivering both the partnership and Council objectives. Any matters noted do not put the overall objectives at risk.
- **Reasonable:** An overall sound system of governance has been established but there are some areas for improvement to ensure the delivery of both the objectives of the Council and the partnership. Recommendations will be moderate or a small number of key priorities.
- **Limited:** A governance system has been established but there are a number of significant areas highlighted for improvement, which if not implemented, could result in the non-delivery of partnership and Council objectives. Recommendations will be significant and relate to key risks.
- **Weak:** Controls are generally weak leaving the partnership's system open to the potential of significant error, resulting in a high probability that partnerships and the Council's objectives will not be met unless action is taken. Critical priority or a number of significant priority actions required.

2.4 Following the self-assessment, the proposed ratings are moderated by an officer working group made up of a range of service areas from across the Council: Audit, Commercial Governance, Finance and Legal. The officer working group's role is to check and challenge the content of the submission and agree the proposed ratings to be included within the RSP. This process provides an opportunity for any improvements to be suggested based on the information that has been provided. These improvement ideas are then fed back to the relevant link officer for consideration and implementation.

- 2.5 Following the completion of the 2021 review process, of the 48 partnerships on the Register, the ratings are as follows:
- 37 (77.1%) are rated as having a 'Substantial' assurance rating
 - 4 (8.3%) rated as 'Reasonable'
 - 1 (2.1%) rated as 'Limited'
 - 0 rated as weak,
 - 5 (10.5%) proposed to be removed from the register.

3. Entries added to the Register in 2021

- 3.1 For this update, there were no new entries proposed to be added onto the register.
- 3.2 It is to be noted that gap analysis against the recently established Company Database, managed by the Commercial Governance service area, to verify all partnerships currently on the register will be completed and a transparent process for adding any new entries that fall within the criteria outlined above developed and implemented.

4. Entries proposed to be removed from the Register

- 4.1 Following the annual review of the RSP, there are five entries proposed for removal. The rationale for this is that the entities are no longer active, are in the process of being closed or no longer have a significant working relationship with the City Council.

4.2 National Car Parks Manchester Limited (entry 5)

- 4.2.1 In 1999, the JV contract with NCP created a wholly owned company, NCP Manchester Ltd, with a 55%/45% shareholding to NCP/MCC respectively, to manage and maintain those car parks listed in the JV Agreement. The JV agreement was for 20 years and was due to end in June 2019. A decision was made on 1st April 2019 that saw the arrangement extended for an 18-month period, and the arrangement finally ended on 31st December 2020.
- 4.2.2 NCP indicated that the company was insolvent and Quantuma Advisory Limited were appointed as the liquidators for the company and a report to all creditors was issued.
- 4.2.3 As the liquidation process of the company has commenced all information including the settlement of the creditors' claims sits entirely with the liquidators. A formal request has been sent to the liquidators to try to ascertain a timeline for completion. Once the liquidation process has been completed the company will cease to exist.
- 4.2.4 As a consequence of the entity being in liquidation and the City Council no longer holding any control or influence over the company it is recommended that it be removed from the Register.

4.3 Spinningfields (entry 6)

- 4.3.1 Manchester City Council and Allied London entered into a Development Agreement (DA) in May 2002, covering the redevelopment of the area known as Spinningfields, between Deansgate and the River Irwell. The DA set out the parties' obligations relating to the development activity that would see the delivery of the regeneration of this area.
- 4.3.2 The primary purpose of the DA was to facilitate the delivery of a new major mixed-use neighbourhood within the City Centre, including delivery of new court buildings, city centre residential development and significant commercial space in addition to an entirely new office market for the city.
- 4.3.3 There was new public realm, squares and routes through this part of the city, including a new bridge connecting the site with Salford and the adjacent Salford Central Rail Station. This is governed under the Public Realm lease and managed in line with the Public Use and Access Deeds.
- 4.3.4 The development activity across the Spinningfields Estate has now concluded. The delivery of No.1 Spinningfields and the XYZ Building were the final two major office buildings within the DA scope.

4.4 First Street (entry 14)

- 4.4.1 The First Street Development Agreement between the Council and Ask Developments for the First Street area dates back to December 2009 with the aim to deliver the comprehensive regeneration of the area in phases.
- 4.4.2 The first phases have completed with land drawdown, land payments and development delivery completed in accordance with the provisions of the Development Agreement. The Council maintained an influence through the retention of the freehold but Ask led on the delivery and marketing of the development.
- 4.4.3 All obligations under the Development Agreement have been fulfilled with all the plots drawn down and payments made to the Council.
- 4.4.4 The outcome of the development is a number of landmark buildings and the creation of a destination that has a variety of uses including HOME, several food and beverage establishments, and a new grade A office accommodation in an area on the periphery of the city centre.

4.5 Northwards Housing (entry 29)

- 4.5.1 The Council established the Arm's Length Management Organisation (ALMO) Northwards Housing Limited (NHL) in 2005 with the primary objective of securing government funding to deliver the Decent Homes standard. Northwards Housing managed and maintained c13,500 Council properties across estates in North Manchester.
- 4.5.2 A decision was taken by the Council to insource the ALMO in January 2021. The decision was made following lengthy consultations with residents,

stakeholders, and staff. A test of opinion was carried out and residents who voted chose for the ALMO to be insourced to the council. An insourcing project was developed in February 2021 and led by the ALMO project board and supported joint workstreams jointly led by colleagues from MCC and Northwards. Similar governance arrangements were set up by Northwards. The transfer was completed on time and the City Council took back direct control of the management of the housing stock and all employees on 5th July 2021.

4.5.3 There is still a Board in place to manage Northwards Housing Ltd the legal entity and this is made up of three Council nominated representatives. The Board approved the annual financial accounts for 2020/21 and these were submitted to Companies House at the start of April 2022.

4.5.4 It is now planned to commence work on the application to strike off the company. Audit Committee should be assured that striking off the company will have no effect on the service, tenants or stakeholders, as the delivery of the housing services is now fully embedded within the Neighbourhoods Directorate of the City Council and as such falls within the governance arrangements of the Council.

4.6 Manchester Health and Care Commissioning (entry 39)

4.6.1 Manchester Health and Care Commissioning (MHCC) was established as a partnership between the City Council and NHS Manchester Clinical Commissioning Group (MCCG) in 2017 in relation to the commissioning of health, public health and social care services and activity.

4.6.2 The Government announced NHS reforms that are to abolish Clinical Commissioning Groups (CCGs) and create Integrated Care Systems (ICS), to drive the next phase of health and social care integration. This will lead to the abolition of MHCC.

4.6.3 On 28 April 2022 the Health and Care Bill received Royal Assent. MCCG will cease to exist and on 1st July 2022 the NHS Integrated Care Boards (ICB) will be created as the statutory bodies for commissioning NHS health services. Manchester will become part of the Greater Manchester Integrated Care System, and the Section 75 agreement in place will novate to the ICB. In preparation of its cessation MCCGs focus of its governance arrangements will be to ensure a safe and legal closedown of the organisation and transition into the new arrangements. However, the governance structure remains robust and the achievement and continuation of MHCC's objectives remains a key focus as part of the transition. MHCC are preparing detailed legacy documents for transfer to the ICB with the aim of ensuring the continuation of its work into the new system.

4.6.6. Given the imminent changes it is recommended that this partnership be removed from the register.

5. Partnerships where assurance rating has improved

5.1 On completion of the latest review, there are four entries on the register whose level of assurance rating has improved since the 2020 assessment update, all of which are proposed to move from 'Reasonable' to 'Substantial'.

5.2 Manchester International Festival (entry 25)

5.2.1 Manchester International Festival (MIF) is a biennial festival, with the City Council having a grant agreement in place with the festival with the aim to build on MIF's position as the leading festival of original work created by a wide range of international artists.

5.2.2 To secure Manchester's reputation as a leading cultural city and showcase its ability to deliver large scale events whilst ensuring the event is sustainable both financially and environmentally, MIF will operate the city's new arts venue The Factory.

5.2.3 MIF has started the process to move from the delivery of a biennial festival to managing an arts venue day to day maintaining a constant level of innovative work and an ambitious engagement programme which focuses on skills and talent development. From Spring 2023 the funding agreement will focus on the running of the Factory venue.

5.2.4 As part of the process to ensure MIF are ready to open the Factory and ensure that income and expenditure are effectively managed an external advisor was appointed to assist with the development of a robust Business Plan.

5.2.5 The Business Plan has been developed and has been shared with the Arts Council England for approval. The Business Plan will enable both the City Council and Arts Council England to monitor performance when the Factory opens.

5.3 AVRO Hollows (entry 33)

5.3.1 The AVRO Hollows Tenant Management Organisation (TMO) was set up in 2008 and manage 312 properties in Newton Heath under the right to manage regulations. This includes four tower blocks and 28 low-rise flats. AVRO Hollows manage allocations and lettings along with incidents of lower-level antisocial behaviour. They also procure their own repairs and maintenance contractor to manage repairs and relets work. The TMO employs a full time Housing Manager and administrative support along with caretakers and a handyman. The current Housing Manager has taken up the position in the last 12 months.

5.3.2 A management agreement is in place, which sets out the standard terms and conditions and defines the relationship between the TMO and the Council. The TMO is monitored by Housing and Residential Growth.

5.3.3 The Council's Internal Audit function undertook a review of operational arrangements in place at the TMO, including repairs, anti-social behaviour,

fire risk assessments and disrepair claims. All recommendations will be monitored and progressed and a follow up is included on the annual internal audit plan for 2022/23. Despite the audit plan being in place, it is felt, from the information provided at the point of assessment, that governance assurance and controls have improved, therefore moving the entity onto the substantial category.

5.4 SHOUT (entry 34)

- 5.4.1 Shout Tenant Management Organisation (TMO) manage 103 low-rise properties in Harpurhey on behalf of the City Council through the Right to manage regulations. Shout employs a part-time officer who manages allocations and lettings along with lower-level antisocial behaviour. The Council's Housing Delivery service (previously Northwards Housing) review all serious antisocial behaviour cases and consider whether any further action, including legal action, is required and procure this on behalf of the TMO. The Housing Delivery Service also manage the repairs and maintenance service, re-let works, rent collection, and arrears recovery, all "major" works including servicing.
- 5.4.2 Due to the small number of properties managed by the TMO, it has historically been difficult to recruit and retain Board members and this was further impacted due to COVID. To address this challenge the TMO is using multiple recruitment methods and undertaking a review of their board arrangements to improve retention of Board Members and further strengthen their governance.
- 5.4.3 There is a clear risk management process embedded within the TMO. Any risks are recorded on a risk log which is reviewed at Board meetings. Actions to mitigate risk are put in place, providing risk assurance. There is a clear process if the TMO requires additional support and strong links with Council officers to provide advice, thus strengthening their governance.
- 5.4.4 The TMO produces an annual budget which is devolved into a number of categories. To achieve financial assurance the TMO undertakes monthly monitoring reports. Any major variances to budget are reported on and appropriate action is taken to address the variance.

5.6 Brunswick PFI (entry 48)

- 5.6.1 This partnership is a contractual agreement between Manchester City Council and S4B, which is a consortium made up of four organisations: Equitix, VistryPartnerships, Mears and Onward Homes. Signed in 2013, the PFI contract involves the remodelling of the Brunswick neighbourhood. This will see over 650 homes refurbished; 296 properties demolished; 124 homes to have their orientation reversed to align with the new street layout; 302 new build homes for sale; 200 new build Housing Revenue Account homes (including a 60-apartment extra care scheme) and the creation of new parks, a retail hub and neighbourhood office. A significant amount of this work has now been completed but Covid did have some impact on the newbuild homes construction programme. These contractual changes have been agreed with

the consortium through a number of Contractual Change Notice's and the situation remains under constant review.

- 5.6.2 The decision making, and scrutiny process is set out in the PFI contract and Council officers ensure the partner is complying. It is felt the governance arrangements of the PFI are robust and allow for early warning signs around any potential risks with the project.
- 5.6.3 The City Council's Internal Audit function have previously considered the contract management and performance monitoring aspects of all the PFI contracts currently in place and awarded a Substantial Assurance Rating, which aligns with their governance practices.

6. Partnerships where governance strength rating remains 'Reasonable' or 'Limited' following latest assessment

- 6.1 The section below provides an overview of the Partnerships that have been rated as either 'Limited' or 'Reasonable' through the compilation of the latest register based on the new ratings system.

Reasonable Rated Partnerships

6.2 Manchester Safeguarding Partnership (entry 16)

- 6.2.1 The Manchester Safeguarding Partnership (MSP) replaced the Manchester Safeguarding Children Board and Manchester Safeguarding Adults Board. The MSP was established in response to legislative guidance (Working Together 2018) which required all local areas to publish their new multiagency safeguarding arrangements for children by 29 June 2019. The legislation and guidance abolished the need for local areas to establish Local Children's Safeguarding Boards (LSCB) where local authorities had lead responsibility to having partnership arrangements led by three strategic partners, who all have equal responsibility for safeguarding arrangements in their local area. The three strategic partners are the Chief Officers of the Local Authority, the Clinical Commissioning Group (CCG) and Greater Manchester Police.
- 6.2.2 Manchester responded to the requirement to change our partnership approach to safeguarding children as an opportunity to align our partnership arrangements for safeguarding children and adults. The published arrangements are therefore also in line with the Care Act 2014 requirements for Safeguarding Adults Board (SAB). In the new MSP arrangements, the Adult Safeguarding Executive Group fulfils the function of Safeguarding Adult Board detailed in the Care Act 2014.
- 6.2.3 Manchester's Multi-Agency Safeguarding arrangements document was published in June 2019. A Project Implementation Group was established, consisting of senior officers from the key partner agencies to progress the arrangements and implementation. This included an amended governance structure to support the safeguarding partnership arrangements in

Manchester.

6.2.4 In 2021 MSP commissioned an independent effectiveness review of the partnership. A report on the findings and recommendations were presented to Accountability and Leadership in January 2022. All the recommendations from the review were accepted in full and a development plan is currently being created. Key areas for development that will be timetabled into the plan include improving decision making and scrutiny in 2022/23, developing a scheme of delegation, revise and refine risk identification, plan a schedule of scrutiny for 2022/23 and develop an engagement strategy in consultation with stakeholders/customers.

6.3 Greater Manchester Mental Health NHS Foundation Trust (GMMH) (entry 26)

6.3.1 The partnership is based on a legal contract with GMMH for the delivery of the Council's statutory duties under a Section 75 partnership agreement. The purpose is to deliver Social Worker Assessment and care management, approved mental health provision, community inclusion services and resettlement functions within an integrated health and social care organisation. The Section 75 Agreement forms part of a wider single integrated health and social care (NHS standard) contract held by GMMH and commissioned by the Council and Clinical Commissioning Group (CCG).

6.3.2 The NHS long term plan confirmed that all parts of England would be served by an integrated care system from April 2021, this has been delayed in Greater Manchester till July 2022. The adult's directorate is currently working with colleagues from legal services to develop and implement new contracting options given that the CCG will cease to exist in its current form and will be absorbed within a new GM Integrated Care System.

6.3.3 Over the last year, work has been undertaken with the Council's Performance, Research and Intelligence colleagues and the equivalent Business Intelligence Team within GMMH to improve data capture and collection around performance reporting and statutory data returns. The IT system used by GMMH is primarily a clinical management system and development changes are subject to a scheduled programme of releases which are prioritised within a broader GMMH corporate agenda. Further improvements required to data fields within GMMH's IT system need to be progressed.

6.3.4 Discussions on risk around service delivery take place within the GMMH partnership monthly meetings and risk around the delivery of the partnership is captured within the ASC Directorate risk register. There is currently no risk register distinct to the partnership in place however risks are captured in organisational registers, but it is planned to investigate this and develop a dedicated risk register if appropriate.

6.3.5 The Partnership does not have a distinct Audit Assurance function, but MCC's internal audit have a robust role in the oversight of the partnership and make recommendations for improvement. As part of the new contracting

arrangements, it is planned to explore the options available to strengthen the audit of the partnership going forward

6.4 Manchester Local Care Organisation (MLCO) (entry 40)

- 6.4.1 The Our Healthier Manchester Locality Plan sets the ambitions for the city to significantly improve health outcomes and tackle health inequalities.
- 6.4.2 The partnerships aim and objectives are set out in the newly agreed section 75 agreement which has been created to govern the partnership arrangements and decision making between MCC and Manchester Foundation Trust (MFT). The agreement will enable MLCO to deliver an enhanced range of functions and include the transfer of commissioning functions for social care.
- 6.4.3 There is a MLCO Accountability Board in place and this was established with the purpose to provide a clear, single, simplified set of governance arrangements, to support a single health and social care delivery approach for MLCO. MCC is represented by the Executive Member for Health and Well Being the Chief Executive and the Deputy Chief Executive and City Treasurer. Board members are expected to report back into their organisations; escalating issues and cascading information as required.
- 6.4.4 It is felt that the governance arrangements for the partnership are complex and it is proposed that the arrangements are reviewed in 2022/23.
- 6.4.5 The MCLCO has an agreed risk management framework in place and operated a risk register that is reviewed on a quarterly basis. It is felt that risk arrangements are robust however they do cross organisational boundaries and multiple frameworks.

6.5 One Education (entry 43)

- 6.5.1 One Education provides a range of educational and Business Support services to Manchester schools and following a competitive tendering process, One Education was awarded the contract for the provision of Educational Psychologist services to Manchester City Council schools.
- 6.5.2 The One Education Board is made up of two Executive Directors and two Non-Executive Directors appointed by the City Council. Budget monitoring is reported at every Board Meeting and action taken to mitigate any underperformance on income generation.
- 6.5.3 It has been identified that both Risk Management and Performance Management could be improved and would benefit from an increase in visibility at Board level.
- 6.5.4 It has been recognised and discussed that there is a need to expand the capacity and expertise on the Board. The current articles of Association do

not clearly set out the functions and accountabilities.

- 6.5.5 A review of One Education has recently been commissioned and is currently being carried out by SOLACE. The findings from the review are expected in June 2022.

Limited Rated Partnerships

6.6 Manchester Working Ltd (entry 4)

- 6.6.1 Manchester Working Ltd (MWL) was established as a joint venture company in 2006 for the provision of building maintenance services for the Council and Northwards Housing. These arrangements have subsequently ceased as the contracts have been let to other companies.
- 6.6.2 MWL currently has one contract to deliver, and this is due to be completed by June 2022. No new work will be commenced as MWL are no longer bidding for new contracts.
- 6.6.3 There are two Council representatives on the MWL Board and Board meetings take place at regular intervals and appropriate financial and performances reports are presented.
- 6.6.4 Given that MWL are no longer bidding for new contracts, discussions have commenced around the future and the potential winding up of the company but timescales to complete this work have still to be agreed.

7. Partnerships where governance strength rating has reduced from 'Significant' to 'Reasonable', 'Limited' or 'Weak' since the last assessment

- 7.1 There are no partnerships where ratings have reduced from significant following the latest refresh of the Register.

8. Next Steps

- 8.1 The production of this year's Register of Significant Partnerships is the first time the Commercial Governance Team have been responsible for the completion of the report. Through the process, there have been some areas which have been highlighted to further strengthen the process to ensure continual improvement and a lessons learnt process will be undertaken.
- Link Officers: A comprehensive review of link officers is required to ensure that the appropriate Officer has the knowledge and ability to complete the self-assessment form effectively.
 - Self-Assessment Pro-Forma: Changes were made to the self-assessment forms, and these can now be completed on-line. However, further refinement of the forms will take place following feedback received through this process.
 - A gap analysis will be completed to verify that the current partnerships on the register are still relevant. A robust procedure will be implemented for adding

new entries on to the register. New entries will be proposed at the six-monthly update and reported on from the following annual cycle.

- Partnership Governance Framework: It is planned to review this document to ensure it is still relevant.