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JNCC SUPPORT CO.
BOARD OF DIRECTORS

ACTIONS REQUIRED AT THE FIRST BOARD MEETING OF JNCC SUPPORT CO.

Paper by David Burton

1. This paper provides the Board of Directors with a summary of the actions that will need to be taken at the first board meeting of the JNCC Support Co. on March 23 2005 and the information necessary for the Directors to perform the tasks required in accordance with the contents of the Company's Articles of Association.

Annex A concerns the appointment of additional directors and members

Annex B concerns the confirmation of the accounting reference date

Annex C concerns the appointment of external auditors

Annex D concerns confirmation of the Company bankers

2. **The board is invited to:**
 - i. **accept Committee members listed in Annex A, para. 2 as members of JNCC Support Co. and instruct the Company Secretary to add their names to the Register of Members and submit form 353 to Companies House;**
 - ii. **appoint the Committee members and senior staff listed in Annex A, para. 3 as Directors of JNCC Support Co. and instruct the Company Secretary to submit forms 288a to Companies House;**
 - iii. **confirm the accounting reference date as described in Annex B;**
 - iv. **appoint external auditors as described in Annex C;**
 - v. **confirm the appointment of Lloyds TSB plc as bankers as set out in Annex D.**

**JNCC SUPPORT CO.
BOARD OF DIRECTORS**

APPOINTMENT OF ADDITIONAL DIRECTORS AND MEMBERS

1. Original Directors and Members

- 1.1 The following is a list of the individuals who subscribed to the Company's Memorandum and Articles of Association and were appointed as Directors on the incorporation of JNCC Support Co. (hereinafter referred to as "the original Directors").

Mr. Adrian Darby
Professor Peter Doyle
Professor David Ingram
Mr. John Lloyd Jones
Dr. John Markland
Dr. Michael Moser

2. Additional Members

- 2.1 It falls to the original Directors to accept the following individuals as Members of JNCC Support Co., following their signing of a consent form to indicate their willingness to become members. Their names will then be added to the Register of Members by the Company Secretary.

Dr. Elizabeth Andrews
Dr. Lucinda Blakiston-Houston
Sir Martin Doughty
Professor Jan Pentreath
Professor Janet Sprent

3. Additional Directors

- 3.1 It falls to the original Directors to appoint the following individuals as Directors of JNCC Support Co. following their completion of form 288a, and its counter-signature by one of the original Directors. Via the subsequent submission of this form, their details will be lodged with Companies House by the Company Secretary.

Dr. Elizabeth Andrews
Dr. Lucinda Blakiston-Houston
Sir Martin Doughty
Professor Jan Pentreath
Professor Janet Sprent
Mr. Deryck Steer
Dr. Malcolm Vincent
Mr. Marcus Yeo

4. Changes to Particulars

- 4.1 Should there be any changes to the particulars of any of the original Directors (e.g. changes of name or of address), then these must be recorded on a form 288c and counter-signed by another director for submission to Companies House by the Company Secretary.

ANNEX B

**JNCC SUPPORT CO.
BOARD OF DIRECTORS**

ADOPTION OF THE ACCOUNTING REFERENCE DATE

1. The board will need to confirm the Accounting Reference Date for JNCC Support Co. This is the date of the financial year-end and determines when accounts will be due for delivery to Companies House.
2. It is necessary that this should be 31 March, in order to coincide with the timetable set for the JNCC's accounts, thereby enabling the consolidation of the JNCC results into English Nature's accounts. In practical terms this date also coincides with the end of the tax year and provides continuity with previous years for the purposes of reporting and analysis.
3. By virtue of the fact that JNCC Support Co. was incorporated in the month of March, the Accounting Reference Date is automatically set at 31 March, therefore no action will be required in terms of informing Companies House.

**JNCC SUPPORT CO.
BOARD OF DIRECTORS**

APPOINTMENT OF EXTERNAL AUDITORS

- 1 In order to comply with the requirements of the Companies Act 1985 it is necessary to have the financial statements of JNCC audited by an independent person, who is responsible for reporting to the members of the company as to whether the statements have been prepared in accordance with the Companies Act. In addition they must also declare if the accounts represent a true and fair view of its affairs.
- 2 To date the JNCC's accounts have been audited by the National Audit Office (NAO), in line with public sector policy. However, under current legislation the NAO are precluded from conducting audits of companies incorporated in the private sector. This position is under review and is expected to change. Because of the possibility that in future we may have to use the NAO for audit purposes, we are contracting for audit services on a year by year basis.
- 3 At the time of writing the selection process is still underway, but will be completed prior to the board meeting. Based on the outcome, the board will be advised to appoint one of the following companies as auditors for 2005/06:

Grant Thornton
KPMG
PricewaterhouseCoopers
- 4 The recommended firm will have been selected following a mini-competition evaluation process which effectively requests tenders from the service providers under the terms and conditions of the S-Cat service provided by OGCbuying.solutions.

ANNEX D

**JNCC SUPPORT CO.
BOARD OF DIRECTORS**

APPOINTMENT OF BANKERS

- 1 Arrangements have been made to allow JNCC to continue to bank with Lloyds TSB plc, under the terms of the contract that currently exists between Lloyds TSB and English Nature. English Nature have very recently re-tendered their banking services and were satisfied that the best service and value for money option was to remain with Lloyds. This option also provides the JNCC with continuity of service from both Lloyds TSB and English Nature, thus contributing towards a smooth transition to CLG status.