

## **NATIONAL PARKS UK LIMITED**

### **1. Purpose of the report**

To consider proposals that National Parks UK Limited, a company of which the Authority is a member and appoints a Director, be liquidated and wound up.

#### **Key Issues**

- **The Authority is a member of the company National Parks UK Limited.**
- **The Directors of the Company have proposed that the company should go into voluntary liquidation and wound-up. This decision must be ratified by 75% of the members of the Company.**
- **The Company's members must approve the liquidation within 5 weeks of the Director's decision.**

### **2. Recommendations(s)**

- 1. To authorise the Chief Executive to complete the relevant forms to confirm that the Authority supports the proposal to wind up National Parks UK Limited and appoint Francis Clark LLP as the liquidator.**
- 2. To authorise the Chief Executive, after consultation with the Chair of the Authority, to make any further decisions on behalf of the Authority as a member of the Company.**

#### **How does this contribute to our policies and legal obligations?**

3. The proposals in this report relate to the Authority's role as a member of a limited company and are therefore in accordance with provisions within the Companies Act 2006.

#### **Background Information**

4. In 2015 National Parks UK Limited was established by the 15 National Park Authorities as a private limited company limited by guarantee without share capital, "The Company". The purpose of the Company was for it to be used as a vehicle to pursue the collective interests of all National Parks in the UK. The organisation was structured so that every National Park Authority was, subject to the payment of a subscription fee, entitled to be a Member of the Company, with all the Chairs of National Park Authorities appointed as Directors of the Company.
5. At the February 2018 meeting of National Parks UK Directors of the company agreed to wind-up the company (i.e. National Parks UK [NPUK]) and pursue a model of 'internal commissioning' for services that the National Parks wished to share/collaborate on.
6. This internal commissioning model is in addition to:
  - The professional officer networks that have a UK remit/membership, these groups act as a vehicle for knowledge transfer, continuing professional development and, where relevant at a UK level, policy development/interaction (e.g. military training which remains a non-devolved matter).
  - National Parks Partnerships LLP (NPPL) – the limited liability partnership established by all 15 UK National Park Authorities to further the commercial sponsorship agenda. NPPL and some National Park Authorities have also

established the UK National Parks Foundation to act as a charitable body for donations linked to commercial sponsorship.

7. In the last twelve months we have run an internal procurement exercise to award a contract for new member development/induction training. Brecon Beacons National Park Authority were awarded the contract on behalf of all English and Welsh NPAs (the Scottish Parks have a different model for member training). Financial management of the National Parks Portal has been transferred to the Lake District until at least 31 March 2020. Further work is being done on the Portal (led by John Packman as the Lead NPO in this area) to identify a future operating model. A new Branding and Marketing Unit has been established (following an internal procurement exercise in 2018) with all 15 NPAs and NPPL as funding partners. The Unit is hosted by the Broads Authority and underpinned by a three year Service Level Agreement (SLA). The service level agreement for the Branding and Marketing Unit states that the 3 Year Strategy and Action will be approved by the Chairs and the Board of NPPL
8. When the Directors of NPUK decided to wind-up the Company (i.e. NPUK) they agreed to establish a Chairs/Conveners Leadership Forum (referred to as the Chairs Forum) as a mechanism for information exchange, networking and collective leadership. The terms of reference agreed at the Chairs Forum on 27 November 2019 are at Appendix 1. The process for appointing a Chair of the Forum is currently being finalised.
9. Since the Company was established National Park Authorities have also established the National Parks Partnerships Limited Liability Partnership in June 2016 and the UK National Parks Charity Foundation in March 2019.
10. At meeting of the Directors of National Parks UK Ltd held on 27 November 2019, the Directors formally resolved to wind up the Company through a members' voluntary liquidation. As this process requires that the Company must be able to pay off its debts the majority of those Directors present reviewed the Company's assets and liabilities and signed a declaration of solvency witnessed by a solicitor.
11. The next step to progress a voluntary liquidation is for at least 75% of the current members to approve a winding up resolution and appoint an authorised insolvency practitioner as a liquidator to take charge of the winding up of the Company. The proposal is that Francis Clark LLP be appointed as the liquidator with their fee taken from the assets of the Company before the remaining assets are distributed to the 15 members on completion of the liquidation

### **Proposals**

12. To authorise the Chief Executive to complete the relevant form to confirm that as a member of the Company the Authority agrees that the Company be wound up and placed into liquidation and to appoint Francis Clark LLP as the liquidator.
13. Although it is not anticipated that any further decisions will be required once the Company has gone into liquidation it is proposed that the Chief Executive be authorised to make any further decisions on behalf of the Authority as a member of the Company, following consultation with the Chair of the Authority.

### **Are there any corporate implications members should be concerned about?**

#### **Financial:**

14. None

#### **Risk Management:**

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15. None

16. **Sustainability:**  
None

17. **Equality:**  
None

18. **Background papers (not previously published)**  
None

19. **Appendices**

Appendix 1: Terms of Reference of the Chairs/Convenors Forum

**Report Author, Job Title and Publication Date**

Sarah Fowler, Chief Executive, 29 November 2019  
sarah.fowler@peakdistrict.gov.uk

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## **Appendix 1: TERMS OF REFERENCE FOR THE CHAIRS/CONVENERS FORUM**

### **Purpose**

To provide:

- a discussion forum for Chairs/Conveners of National Park Authorities with the aim of providing a mechanism to share learning and to discuss strategic issues facing the UK National Parks.
- an opportunity for Chairs/Conveners to discuss the three year strategy for the UK Branding and Marketing Unit and associated annual action plan. The process for formal agreement of the strategy is outlined in the service level agreement. The Forum will receive an annual review of the work of the Branding and Marketing Unit for comment.
- a vehicle for discussing collaboration across the UK National Parks and receive feedback on the performance of existing collaborative ventures (for example, the portal, member training and Branding and Marketing Unit).

### **Membership**

The Forum will be open to the Chairs and Conveners of all UK National Parks. If a Chair or Convenor is unable to attend they may send a representative.

The Lead National Park Officer will attend the meeting to note any action points and ensure an effective flow of information between Chairs and Chief Executives.

Where appropriate the Chairs and Conveners may decide to invite others such as NPA Chief Executives to attend Forum meetings.

### **Organisation**

Responsibility for organising the Forum will rest with the Lead National Park Officer who will liaise with the Chair of UK National Parks in determining venue, agenda etc.

Costs will be borne equally between the participating Authorities.

The Forum will meet at least once per annum ('the annual meeting' at which the Chair and Deputy Chair will be elected, their terms of office will start at the close of the annual meeting). The Chair of UK National Parks, in consultation with the Lead National park Officer will determine the necessity and frequency of any other meetings.