



Report of: Corporate Director of Resources

Meeting of: Pensions Committee

Date: 24<sup>th</sup> July 2024

Ward(s): n/a

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**Appendix 1 and 2** are exempt and not for publication as it contains the following category of exempt information as specified in Paragraph 3, Schedule 12A of the Local Government Act 1972, namely: Information relating to the financial or business affairs of any particular person (including the authority holding that information).

## **Subject: The London CIV Update**

### **1. Synopsis**

- 1.1 This is a report informing the committee of the progress made at the London CIV in launching funds, running of portfolios, reviewing governance and investment structure, over the period February to June 2024

### **2. Recommendations**

- 2.1 To note (Exempt Appendix1) June business update session and further updates on fund launches
- 2.2 To note (Exempt Appendix2) notes from the Shareholders meeting held in June.

### **3. Background**

#### **3.1 Setting up of the London CIV Fund**

Islington is one of 33 London local authorities who have become active participants in the London CIV programme. The London CIV has been constructed as a FCA regulated UK Authorised Contractual Scheme (ACS). The ACS is composed of two parts: the Operator and the Fund.

3.2 A limited liability company (London LGPS CIV Ltd) has been established, with each participating borough holding a nominal £1 share. The company registered address is 4th Floor, 22 Lavington Street, London, SE1 0NZ. A branding exercise has taken place and the decision was taken to brand the company as 'London CIV.' The London CIV received its ACS authorisation in November 2015.

#### **3.3 Launching of the CIV**

It was noted that a pragmatic starting point was to analyse which Investment Managers (IM) boroughs were currently invested through, to look for commonality (i.e. more than one borough invested with the same IM in a largely similar mandate), and to discuss with boroughs and IMs which of these 'common' mandates would be most appropriate to transition to the ACS fund for launch. Each mandate would become a separate, ring-fenced, sub-fund within the overall ACS fund. Boroughs would be able to move from one sub-fund to another relatively easily, but ring-fencing would prevent cross contamination between sub-funds.

3.3.1 Further discussions were held with managers, focussing specifically on what would be achievable for launch, taking into account timing and transition complexities. Four managers were identified as offering potential opportunities for the launch of the London CIV. These managers would provide the London CIV with 9 sub-funds, covering just over £6bn of Borough assets and providing early opportunity to 20 boroughs. The sub-funds consisted of 6 'passive' equity sub-funds covering £4.2bn of assets, 2 Active Global Equity mandates covering £1.6bn and 1 Diversified Growth (or multi-asset) Fund covering just over £300m. Those boroughs that did not have an exact match across for launch were able to invest in these sub-funds from the outset at the reduced AMC rate that the London CIV has negotiated with managers.

3.4 The Phase 1 launch was with Allianz our then global equity manager and Ealing and Wandsworth are the 2 other boroughs who held a similar mandate. The benefits of transfer included a reduction in basic fees and possible tax benefits because of the vehicle used. Members agreed to transfer our Allianz portfolio in Phase 1 launch that went ahead on 2 December. This manager was terminated in July 2019.

#### **3.5 Update to June 2024**

##### **3.5.1 The Business Update**

The full presentation on 27<sup>th</sup> June is attached as exempt appendix 1 and some of the highlights are listed below:

(i) Andrien Meyers has been appointed as the new chief proposition officer to commence in September. He is currently Head of Pensions Investments at both the London Borough of Sutton and Royal Borough of Kingston upon Thames. He will look to work closely with Partner Funds on proposition development, whilst enhancing the client experience and furthering a collaborative approach in London

- (ii) **The Annual LCIV conference will be held at** The Fireworks Factory, London SE18 6HD on the 5<sup>th</sup> to 6<sup>th</sup> September. Please register your interest as it is free to attend. Also, the hybrid annual general meeting is scheduled for 18 July 2024.

### 3.5.2 **Fund monitoring and performance**

There are currently zero funds on watchlist, six funds on enhanced monitoring and all other funds are on normal monitoring. Both our global managers are on the enhanced monitoring list and the next review is planned for July and September.

### 3.5.3 **Fund Launches and Pipeline**

- (i) The private debt II fund is now due for launch over the summer. The proposed fund structure will be closed ended multi manager structure. Four managers have been selected for approval. The first close is scheduled for September.

- (ii) Nature-based Solutions  
Investment due diligence is in the final stages with Redington as advisors, and LCIV are in the process of finalising the process before Exco approval and confirmation. The plan is for the fund to be launched with a first close for September.

- (iii) Indirect property pooling  
The LCIV is aiming to deliver a solution for partner funds who have indirect property exposure to create cost savings and enhance performance now due for December 2024.

### 3.5.4 **Operational activities**

Fee modifications have been completed on the following LCIV funds: sustainable equity fund, sustainable equity exclusions fund and diversified growth fund. The LCIV now retain a portion of all fee savings reduction.

### 3.6 **Shareholder annual meeting**

An agenda presentation of the most recent shareholders annual meeting held in June is attached as exempt appendix 2 for information.

The main take aways in addition to para 3.5 include:

- (i) CEO's Update and Corporate Performance including briefing on
  - forward strategy in the lgps pooling ecosystem and
  - stewardship & engagement
- (ii) Financial performance
- (iii) Governance update and funding model

### 3.7 **CIV Financial Implications- Implementation and running cost**

A total of £75,000 was contributed by each London Borough, including Islington, towards the setting up and receiving FCA authorisation to operate between 2013 to 2015. All participating boroughs also agreed to pay £150,000 to London CIV to subscribe for 150,000 non-voting redeemable shares of £1 each as the capital of the Company. After the legal formation of the London CIV in October 2015, there is an agreed annual £25,000 running cost charge for each financial year

The transfer of our Allianz managed equities to the CIV in December 2015 was achieved at a transfer cost of £7,241.

All sub-funds investors pay a management fee of 0.050% of AUM to the London CIV in addition to a managers' fees.

In April 2017 a service charge of £50k (+VAT) development funding was invoiced and a balance of £25k will be raised in December once the Joint Committee has reviewed the in-year budget.

Members agreed to the 0.005% of AUM option for charging fees on the LGIM passive funds that are held outside of the CIV and agreed that (depending on the outcome of discussions) the same will be applied to BlackRock passive funds.

The Newton transition cost the council £32k.

In April 2018 an annual service charge of £25k (+VAT) and £65k (split £43.3k and £21.6k) development fund was invoiced to all members.

In April 2019 an annual service charge of £25k (+VAT) and £65k (split £43.3k and £21.6k) was invoiced.

In April 2020 an annual service charge of £25k (+ VAT) and £8.6k for LGIM recharge was invoiced and a final installment development charge of £84k (+VAT) was received in January 2021.

The April 2021 invoices received totalled annual service charge of £25k (+ VAT) and DFC charge of £57k(+VAT).

The April 2022 invoices received totalled annual service charge of £25k (+ VAT) and DFC charge of £57k(+VAT).

In January the balance of DFC charge of 28k(+VAT) invoice was received.

In April 2023 invoices received covered DFC(57k+VAT) , annual service charges (25k+VAT) and LGIM recharge 11.4k+VAT.

In April 2024 we received an LGIM recharge £21.4k+VAT and residual DFC of £18.6k.

## **4. Implications**

### **4.1 Financial implications:**

4.1.1 Fund management and administration fees are charged directly to the pension fund. This paper discusses specific financial implications which are relevant.

### **4.2 Legal Implications:**

4.2.1 The Council, as the administering authority for the pension fund may appoint investment managers to manage and invest an equity portfolio on its behalf (Regulation 8(1) of the Local Government Pension Scheme (Management and Investment of Funds) Regulations 2009 (as amended)).

4.2.2 The Council is able to invest fund money in a London CIV fund asset without undertaking a competitive procurement exercise because of the exemption for public contracts between entities in the public sector (regulation 12 of the Public Contracts Regulations 2015). The conditions for the application of this exemption are satisfied as the London authorities exercise control over the CIV similar to that exercised over their own departments and CIV carries out the essential part of its activities (over 80%) with the controlling London boroughs.

### **4.3 Environmental Implications and contribution to achieving a net zero carbon Islington by 2030:**

4.3.1 None applicable to this report. Environmental implications will be included in each report to the Pension Committee as necessary. The current agreed investment strategy statement for pensions outlines the policies and targets set to April 2022 to reduce the

current and future carbon exposure by 50% and 75% respectively compared to when it was measured in 2016 and invest 15% of the fund in green opportunities. The link to the full document is:

<https://www.islington.gov.uk/~media/sharepoint-lists/public-records/finance/financialmanagement/adviceandinformation/20192020/20190910londonboroughofislingtonpensionfundinvestmentstrategystatement.pdf>

#### 4.4 **Equality Impact Assessment:**

4.4.1 The Council must, in carrying out its functions, have due regard to the need to eliminate unlawful discrimination and harassment and to promote equality of opportunity in relation to disability, race and gender and the need to take steps to take account of disabilities, even where that involves treating the disabled more favourably than others (section 49A Disability Discrimination Act 1995; section 71 Race Relations Act 1976; section 76A Sex Discrimination Act 1975."

An equalities impact assessment has not been conducted because this report is updating members on the implementation of a fund structure by external managers. There are therefore no specific equality implications arising from this report.

### 5. **Conclusion and reasons for recommendations**

5.1 The Council is a shareholder of the London CIV and has agreed in principle to pool assets when it is in line with its Fund strategy and will be beneficial to fund members and council tax payers. This is a report to allow Members to review progress at the London CIV and note the progress to date. Exempt Appendix 1 and 2 are attached for information.

**Appendices:** Exempt Appendix 1- Business update-June 2024,  
Exempt Appendix 2- 21<sup>st</sup> June Shareholder's meeting agenda

### **Background papers: none**

Final report clearance:

Authorised by:

Corporate Director of Resources

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