

FORM 2**NOTICE OF DECISION OF CABINET MEMBER**

Pursuant to Section 15(4) of the Local Government Act 2000, as amended by section 63 of the Local Government and Public Involvement in Health Act 2007, the senior executive member may discharge any of the functions that are the responsibility of the Cabinet or may arrange for them to be discharged by another member of the Cabinet or Officer. On 1st December 2010, the Council adopted the Strong Leader Model for Corporate Governance 2011 as required under Part 3 of The Local Government and Public Involvement in Health Act 2007 (The 2007 Act).

In accordance with the authority delegated to me, I have made the following decision:

Subject	Decision	Reason for decision	Date for Decision to be taken
Appointments	<p>To appoint Councillors Vicky Caulfield and Shazu Miah to serve as directors of Wyre Forest (Holdings) Limited, in place of the Councillors previously appointed.</p> <p>To appoint Councillor Graham Ballinger and Councillor Fran Oborski to serve as the Corporate Representatives in respect of PSP Wyre Forest LLP, in place of the Councillors previously appointed.</p>	<p>To fill one vacancy and to replace the other previously appointed Councillor.</p> <p>To appoint the relevant Cabinet members to serve as the Corporate Representatives in place of the previously appointed Councillors.</p>	30 July 2019

I confirm that the appropriate statutory officer consultation has taken place with regard to this decision.

Dated:

30/7/2019

Signed:



Councillor: Graham Ballinger
Leader of the Council

To: Councillor Graham Ballinger, Leader of the Council

From: Ian Miller, Chief Executive

Ext. 2700

ian.miller@wyreforestdc.gov.uk

Date: 29 July 2019

APPOINTMENTS

1. PURPOSE OF REPORT

- 1.1 To appoint Councillors as directors of Wyre Forest (Holdings) Limited and to serve as the Corporate Representatives in respect of PSP Wyre Forest LLP.

2. RECOMMENDATIONS

- 2.1 That the Leader **AGREES** to appoint:

- a) Councillors Vicky Caulfield and Shazu Miah to serve as directors of Wyre Forest (Holdings) Limited in place of the Councillors previously appointed;
- b) himself and Councillor Fran Oborski to serve as the Corporate Representatives in respect of PSP Wyre Forest LLP in place of the Councillors previously appointed.

3. BACKGROUND

- 3.1 The Council has a currently dormant trading company, Wyre Forest (Holdings) Limited, which was incorporated on 5 July 2018. There is provision in the articles of the company for directors to be appointed and removed, and this is an executive function as they are not appointments to external bodies which are generally made by Council at its annual meeting.
- 3.2 Councillor Howard Williams resigned with effect from 7 May 2019, having ceased to be a member of Wyre Forest District Council. The other Councillor who has been appointed as a director is Councillor Chambers. Three officers of the Council serve as directors and the secretary is a fourth officer. Details of the relevant provisions on appointment and dismissal of directors are in the appendix.
- 3.3 In respect of PSP Wyre Forest LLP, which is a joint venture with Public Sector plc, the three corporate representatives at present are Councillor Desmond, Councillor Hardiman and the Chief Executive.

4. KEY ISSUES

- 4.1 For good governance, it is necessary that appointments to Wyre Forest (Holdings) plc are not from the Cabinet because the Cabinet has to set various policy and operating parameters etc for the company. There is already one vacancy and it is possible for the Cabinet to decide to replace the other existing director who is a Councillor. This report recommends that Councillors Vicky Caulfield and Shazu Miah are appointed to serve as directors of Wyre Forest (Holdings) Limited, in place of the Councillors previously appointed.
- 4.2 In respect of PSP Wyre Forest LLP , the same consideration about appointing Cabinet members does not apply. In line with the arrangements originally made by the previous administration, it would be appropriate to appoint the Cabinet members with capital portfolio and finance responsibilities. Thus the recommendation is that you appoint yourself and Councillor Fran Oborski to serve as the Corporate Representatives in respect of PSP Wyre Forest LLP, in place of the Councillors previously appointed.

5. FINANCIAL IMPLICATIONS

- 5.1 There are no direct financial implications.

6. LEGAL AND POLICY IMPLICATIONS

- 6.1 The recommendations are about companies in which the Council has a direct or sole interest. The appointments are to be made in accordance with the articles of each company. Directors of companies are subject to a specific legal regime set out in company law. The roles are unpaid and therefore no disclosable pecuniary interest arises for you in appointing yourself to one of these roles.

7. EQUALITY IMPACT NEEDS ASSESSMENT

- 7.1 The recommendations in this report have been screened for their impact on the various equality strands. There is none.

8. RISK MANAGEMENT

- 8.1 No relevant issues identified.

9. CONSULTEES

- 9.1 Corporate Leadership Team.

10. BACKGROUND PAPERS

- 10.1 Wyre Forest (Holdings) Limited
<https://beta.companieshouse.gov.uk/company/11451232>
- 10.2 PSP Wyre Forest LLP
<https://beta.companieshouse.gov.uk/company/OC416505>

Appendix – provisions relating to appointments

Wyre Forest (Holdings) Limited

Appointment and removal of directors

- 22.1 Unless otherwise determined by ordinary resolution, the maximum number of directors is nine and the minimum number is three.
- 22.2 Notwithstanding any other provision of these articles, the holder or holders of a majority in nominal value of the issued ordinary shares in the capital of the company may at any time and from time to time:
- 22.2.1 appoint any person to be a director (provided that any such appointment does not cause the number of directors to exceed a number fixed by or in accordance with these articles as the maximum number of directors provided that the number of directors who can be Councillors shall not exceed two); or
- 22.2.2 remove any director from office.

Every such appointment or removal shall be effected by notice in writing to the company and shall take effect immediately (or on such later date, if any, specified in the notice). Any such notice of appointment or removal may consist of several documents in similar form, each signed by or on behalf of one or more holders.

- 22.3 All Councillors appointed as directors shall be non executive directors

Methods of appointing directors and Chairman of the Board

- 23.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director or Chairman:
- 23.1.1 by ordinary resolution; or
- 23.1.2 in any other way permitted by these articles.

Termination of director's appointment

A person ceases to be a director as soon as:

- 24.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- 24.2 that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that person's office be vacated;

- 24.3 a bankruptcy order is made against that person;
- 24.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 24.5 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- 24.6 is an employee of any shareholder in the company and ceases to be employed as such for any reason.
- 24.7 is a Councillor and ceases to be a Councillor for any reason.
- 24.8 pursuant to clause 22.2.2

PSP Wyre Forest LLP

Corporate Representatives

Each Partner shall be entitled to appoint up to three (3) Corporate Representatives, who shall be members, officers, employees, consultants or agents of that Partner, to attend and vote on its behalf at meetings of the Corporate Representatives of the Partners ("Partnership Meetings") or to sign on its behalf resolutions in writing ("Partnership Written Resolutions").

A Partner shall be entitled to appoint a Corporate Representative by an instrument in writing identifying the relevant Corporate Representative signed by or on behalf of that Partner and served on each of the other Partners, and a Partner shall be entitled to remove and replace Corporate Representatives in the like manner.

Each Partner shall procure that each of the Corporate Representatives appointed by it shall devote such of their working time and attention to the Partnership Business as shall be necessary to properly conduct the Partnership Business.