



Committee: SHAREHOLDERS COMMITTEE

Date: TUESDAY, 20 FEBRUARY 2024

Venue: LANCASTER TOWN HALL

Time: 5.30 P.M.

A G E N D A

1. **Apologies for Absence**
2. **Declarations of Interest**
3. **Minutes of last meeting**

To receive as a correct record the minutes of the Shareholders Committee meeting held on 7 February 2023.

4. **Nomination of Directors report (report published on 14.2.24)** (Pages 2 - 5)
5. **Board Update report (report published on 14.2.24)** (Pages 6 - 8)
6. **AOB**
7. **Date of next Shareholder Committee meeting**

ADMINISTRATIVE ARRANGEMENTS

(i) **Membership**

Councillors Phillip Black (Chair), Joanne Ainscough, Gina Dowding, Tim Hamilton-Cox, Caroline Jackson, Peter Jackson, Jean Parr, Catherine Potter, Nick Wilkinson & Jason Wood

(ii) **Queries regarding this Agenda**

Please contact Liz Bateson, Democratic Services - email ebateson@lancaster.gov.uk.

(iii) **Changes to Membership, substitutions or apologies**

Please contact Democratic Support email democraticsupport@lancaster.gov.uk.

MARK DAVIES,
CHIEF EXECUTIVE,
TOWN HALL,
DALTON SQUARE,
LANCASTER, LA1 1PJ

Published on 12 FEBRUARY, 2024.

Shareholders Committee

Nomination of Director for the Board for Morehomes for the Bay (Investments) Limited and Morehomes for the Bay (Developments) Limited

20th February 2024

Report of Mark Davies

PURPOSE OF REPORT			
The report seeks to appoint two Directors to the Board as nominated by the Board of Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited.			
Key Decision	<input type="checkbox"/>	Non-Key Decision	<input checked="" type="checkbox"/> Referral from Cabinet Member
Date of notice of forthcoming key decision	N/A		
This report is public			

RECOMMENDATIONS:

- (1) That Alex Kinch in his capacity of Chief Officer – People and Policy, be appointed to the Board of Directors of Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited.
- (2) That Will Griffith in his capacity of Chief Officer – Environment and Place be appointed to the Board of Directors of Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited.

1.0 Introduction

1.1 Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited were incorporated on 21st June 2021.

1.2 To provide Morehomes for the Bay (Investments) Limited more resilience through periods of absence / leave of Directors, the Companies seek to appoint two new Directors to the Board of Directors in line with Shareholders Agreement Part 2 Section 7 in order for its operational management of the Companies to be undertaken.

1.3 Due to a current period of absence, without appointing at least one new

Director to each Board, the Boards do not remain quorate and the Companies will therefore be unable to undertake its day-to-day functions. Importantly this includes the approval of Company Accounts which require approval in March 2024.

1.4 Following the Board Meetings of 2nd February 2024, the Chair of the Board of Directors for the Companies wishes to nominate both Alex Kinch in his role as Chief Officer – People and Policy, and Will Griffith in his role as Chief Officer – Environment and Place to the Board of Directors for Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd.

2.0 Details of Consultation

2.1 Consultation has not been required – as per the Shareholders Committee Terms of Reference the Council should appoint Directors.

3.0 Options and Options Analysis (including risk assessment)

	Option 1: Appoint both nominees to the Board of Directors for Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd.	Option 2: Appoint only one nominee to the Board of Directors for Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd.	Option 3: Do not appoint either Alex Kinch or Will Griffith to the Board of Directors for Morehomes for the Bay (Investments) Ltd or Morehomes for the Bay (Developments) Ltd.
Advantages	Morehomes for the Bay will be able to proceed in bringing forward future related items of business to the Shareholders Committee and Cabinet.	Morehomes for the Bay will be able to proceed in bringing forward future related items of business to the Shareholders Committee and Cabinet.	None known.
Disadvantages	None known.	Morehomes for the Bay will be able to proceed in bringing forward future related items of business to	Not appointing a new Director will result in business of the Companies not being able to be progressed, or significantly delayed whilst an alternative

		the Shareholders, Committee and Cabinet, however resilience will be limited.	Director is sought.
Risks	No specific risks known.	Limited resilience would be had within the Companies should a Director be on leave / have a period of absence.	Not appointing a new Director to the Boards will result in business of the Companies not being able to be progressed, this will effectively result in the Companies being unable to perform its required functions including approval of accounts.

4.0 Officer Preferred Option (and comments)

4.1 The officer preferred option is Option 1. In appointing both Alex Kinch and Will Griffith to the Board of Directors will result in day-to-day operational matters for the Companies being able to be progressed, whilst providing a degree of resilience for periods of leave / absence.

5.0 Conclusion

5.1 The report outlines the need to appoint a Director(s) to the Companies to assist with the Companies being able to progress programmes of work and undertaken it's legal requirements including approval of accounts.

RELATIONSHIP TO POLICY FRAMEWORK

Whilst the decision contained within this report has limited scope / links to Policy Framework the establishment of Morehomes for the Bay can be seen to directly link with the following:

Council Priorities – Happy and Healthy Communities, a Sustainable District, an Inclusive and Prosperous Local Economy Local Plan – contributes towards the provision of housing to meet a locally identified need and opportunities to increase the choice and supply of good quality housing. Housing Strategy – directly aligns to the key actions identified in the Homes Strategy for Lancaster district 2020-2025.

CONCLUSION OF IMPACT ASSESSMENT

(including Health & Safety, Equality & Diversity, Human Rights, Community Safety,

HR, Sustainability and Rural Proofing)

The specific decision within this report has limited scope in terms of impact, the establishment of the Morehomes for the Bay companies has previously been noted as not having any adverse impacts and should have some positive impacts particularly on climate change, equality and wellbeing / social value once operational.

LEGAL IMPLICATIONS

The Articles of Association in respect of both companies require a minimum of three directors to form a quorate. If a quorum is unable to be formed due to the absence of one or more directors, decisions and actions would have to be delayed until a full quorum can be formed. Any decisions made without a quorum would not be compliant with the Articles and would therefore be invalid. Whilst the Articles state there has to be a minimum of three directors for a Board to be quorate, there are no maximum limits on the number of directors either company can have.

FINANCIAL IMPLICATIONS

There are no direct financial implications arising from this report.

OTHER RESOURCE IMPLICATIONS

Human Resources:

There is limited Human Resource implications arising from this report. A letter from HR should be sent confirming appointment to the Board.

Information Services:

There are no Information Services implications arising from this report.

Property:

There are no Property implications arising from this report.

Open Spaces:

There are no Open Spaces implications arising from this report.

SECTION 151 OFFICER'S COMMENTS

The s151 Officer has been consulted and has no comments to add.

MONITORING OFFICER'S COMMENTS

The Deputy Monitoring Officer has no comments to add.

BACKGROUND PAPERS

None

Contact Officer: Mark Davies

Telephone: 01524 582401

E-mail: mdavies@lancaster.gov.uk

Ref: N/A

Shareholders Committee

Board Update Report for Shareholders Committee
20th February 2024

Report of Mark Davies

PURPOSE OF REPORT				
The report seeks to provide an update to the Shareholders Committee in relation to Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd.				
Key Decision	<input type="checkbox"/>	Non-Key Decision	<input checked="" type="checkbox"/>	Referral from Cabinet Member
Date of notice of forthcoming key decision	N/A			
This report is public				

RECOMMENDATIONS:

- (1) That the contents of the report be noted.

1.0 Board of Directors

- 1.1. The Board of Directors for both Companies currently consists of Mark Davies (Chair), Suzanne Lodge and Jonathan Noad.
- 1.2. Due to a period of absence, as part of the meeting the Shareholders Committee are requested to consider the nominations of both Alex Kinch and Will Griffith to positions on the Board of Directors for both Companies. Should the nominations be approved registration with Companies House will be undertaken.
- 1.3. As the report highlights, appointing two new Directors will provide resilience within the Companies particularly at this important time of year when the Board of Directors is required to be quorate to approve the annual accounts of the Companies.

2.0 Business Plan

- 2.1 The Shareholders Committee and Cabinet are required to review the Business Plan on an annual basis. The Business Plan will be reviewed and presented at the next Shareholders Meeting.

3.0 Terms of Reference

3.1 The Shareholders Committee and Cabinet are required to review and confirm the Terms of Reference of the Companies on an annual basis. The Terms of Reference will be presented at the next meeting.

4.0 Conclusion.

4.1 The report outlines a brief overview of key updates for the Companies. Further updates on progress will be presented at future meetings.

RELATIONSHIP TO POLICY FRAMEWORK

The decision contained within this report has limited scope / links to Policy Framework although there are clear links to rules set out in the Shareholders Agreement, and will be aligned to the Councils Treasury Management processes moving forward.

The work contained within this report can also be seen to directly link with the following:

Council Priorities – Happy and Healthy Communities, a Sustainable District, an Inclusive and Prosperous Local Economy Local Plan – contributes towards the provision of housing to meet a locally identified need and opportunities to increase the choice and supply of good quality housing. Housing Strategy – directly aligns to the key actions identified in the Homes Strategy for Lancaster district 2020-2025.

CONCLUSION OF IMPACT ASSESSMENT

(including Health & Safety, Equality & Diversity, Human Rights, Community Safety, HR, Sustainability and Rural Proofing)

There are no implications relating to the above stemming from this report.

LEGAL IMPLICATIONS

There are no legal implications stemming from this report.

FINANCIAL IMPLICATIONS

There are no direct financial implications arising from this report.

OTHER RESOURCE IMPLICATIONS

Human Resources:

There are no Human Resource implications arising from this report.

Information Services:

There are no Information Services implications arising from this report.

Property:

There are no Property implications arising from this report.

Open Spaces:

There are no Open Spaces implications arising from this report.

SECTION 151 OFFICER'S COMMENTS

The Section 151 Officer has been consulted and has no comments to add.

MONITORING OFFICER'S COMMENTS

The Deputy Monitoring Officer has been consulted and has nothing further to be added.

BACKGROUND PAPERS

Contact Officer: Mark Davies

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E-mail: mdavies@lancaster.gov.uk

Ref: N/A