

**SHAREHOLDERS  
COMMITTEE**

**6.00 P.M.**

**26TH JULY 2022**

**PRESENT:-** Councillors Caroline Jackson, Kevin Frea, Dave Brookes, Gina Dowding, Tim Hamilton-Cox, Tricia Heath, Cary Matthews, Sandra Thornberry, Anne Whitehead and Jason Wood

Officers in attendance:

Mark Davies	Chief Executive
Luke Gorst	Head of Legal Services and Monitoring Officer
Joanne Wilkinson	Head of Housing
Rephael Walmsley	Solicitor
Liz Bateson	Principal Democratic Support Officer, Democratic Services

**1        DECLARATIONS OF INTEREST**

No declarations were made at this point.

**2        NOMINATION OF DIRECTOR FOR THE BOARD FOR MOREHOMES FOR THE BAY (INVESTMENTS) LIMITED AND MOREHOMES FOR THE BAY (DEVELOPMENTS) LIMITED**

The Chief Executive presented a report to the Shareholder Committee to appoint a Director to the Board as nominated by the Board of Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited. Due to changes in Executive Team membership at Lancaster City Council the Companies needed to seek to appoint a new Director to the Board in line with Shareholders Agreement in order for its operational management of the Companies to be undertaken.

At the Board Meeting on 6th July 2022, the Chair of the Board of Directors nominated Suzanne Lodge in her capacity as Acting Director of Communities and the Environment to the Board of Directors for Morehomes for the Bay.

It was noted that as the Companies progressed it was intended that other Directors would be sought based on their expertise via an expression of interest.

It was proposed by Councillor Wood and seconded by Councillor Matthews:

“That the recommendation, as set out in the report, be approved.”

Members then voted.

***Resolved unanimously:***

- (1) That Suzanne Lodge in her capacity of Acting Director of Communities and Environment be appointed to the Board of Directors of Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited.

***The Head of Housing left the meeting during consideration of the following item.***

### **3 NOMINATION OF COUNCIL REPRESENTATIVE**

The Chief Executive presented a report that sought to appoint a 'Council Representative' on behalf of the Shareholders' Committee to notify the Companies of Council decisions on any Council Consent Matters.

The terms of reference for the Shareholders Committee contained at Schedule 4 of the Shareholders Agreement dated 23 September 2021 set out the means of communication between the Shareholder Committee, the Council (Cabinet) and the Company. This would be achieved by the Shareholder Committee nominating a "Council Representative" who was tasked with the job of reporting back to the companies and its boards on the decision(s) of the Committee. This was provided for by paragraph 3.4 of Schedule 4 of the Shareholders Agreement: "*There shall be a representative of the Committee, who is nominated by the Committee to be responsible for notifying the Company of any decisions made by the Committee in relation to the Company. The Committee may nominate the "Council Representative" as such position is appointed under clause 3.8 of the Shareholder Agreement*". Paragraph 3.8 of the Shareholders Agreement provided some detail on the role of the 'Council Representative': "*The Council shall authorise a Council Officer (The Council Representative) to notify the Company of the Council's decision on any Council Consent Matter. Notification in writing by the Council Representative to the Company shall be conclusive of a decision of the Council on a Council Consent Matter*".

The report proposed that the Head of Housing be appointed the "Council Representative" for the Council and the Shareholders Committee for the purposes of paragraph 3.8, and Schedule 4, paragraph 3.4 of the Shareholders Agreement. By assigning a dedicated role to this position, clear lines of communication between the Shareholder Committee, Council and the Companies would be established.

It was proposed by Councillor Matthews and seconded by Councillor Wood:

"That the recommendation, as set out in the report, be approved."

Members then voted.

***Resolved unanimously:***

- (1) That the Head of Housing be appointed on behalf of the Shareholders' Committee to act as the 'Council Representative' in notifying the Companies of Council decisions on any Council Consent Matters.

***The Head of Housing returned to the meeting at this point.***

### **4 AOB**

Further to questions raised during the meeting with regard to publicity, expectations and progress it was agreed that a briefing would be held for the Shareholder Committee prior

to their next meeting. The briefing would focus on the companies' draft business plan/aspirations and provide a refresher on the role of the LATCO, priorities and its governance arrangements.

**5 DATE OF NEXT MEETING**

To be confirmed.

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Chair

(The meeting ended at 6.42 p.m.)

**Any queries regarding these Minutes, please contact  
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