

Shareholders Committee

Shareholder Committee Terms of Reference in relation to Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd
25th October 2022

Report of Mark Davies

PURPOSE OF REPORT			
The report seeks to confirm the Shareholder Committee Terms of Reference prior to being passed for approval to Council Cabinet.			
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 Morehomes for the Bay Shareholder Committee Terms of Reference be considered and any suggested amendments be made and passed to Council Cabinet for final approval.

(1) Introduction

- 1.1. Morehomes for the Bay (Investments) Limited was incorporated on 21st June 2021.
- 1.2. The Shareholders Agreement for the Companies Morehomes for the Bay (Investments) Ltd and Morehomes for the Bay (Developments) Ltd was subsequently duly signed on 21st September 2021.
- 1.3. Schedule 4 of the Agreement details the Terms of Reference for the Shareholders Committee – section 9 states '*these Terms of Reference shall be reviewed at least annually, and any amendments shall be approved by the Council Cabinet.*'
- 1.4. Whilst there is no requirement for the Board of Directors of the Companies to be involved in the review process, they have had the opportunity to comment prior to Shareholders Committee, see 2.2. below.

(2) Terms of Reference

2.1. The Terms of Reference can be read at Appendix 1. The main themes covered include:

- Membership
- Meetings
- Sub-groups
- Relationship
- Minutes and Reporting
- Responsibilities
- Business Plan protocol
- Review

2.2. It is suggested that one change should be proposed by the Shareholders Committee for consideration prior to approval by Council Cabinet. This is that the Committee meetings should be conducted in accordance with the rules of Council Cabinet as modified by any rules of the Committee. This change is highlighted within the Appendix and is subject to agreement by Shareholders Committee and subsequently Councils Cabinet.

2.3. Through discussion the Shareholders Committee may wish to consider and propose alternative / additional amendments.

(3) Options and Options Analysis (including risk assessment)

	Option 1: Approved the Shareholder Committee Meeting rules	Option 2: Do not approve the Shareholder Committee Meeting rules
Advantages	The Council is adhering to the rules contained with the Shareholders Agreement in reviewing the Terms of Reference annually.	None known.
Disadvantages	None known.	No disadvantages known other than not working to the process as outlined in the formerly signed Shareholders Agreement.
Risks	None known.	Limited – as set out above in the Disadvantages.

(4) Officer Preferred Option (and comments)

4.1. The officer preferred option is Option 1. By approving the Terms of Reference this allows for appropriate amendments to be made aligned to agreed processes as set out in the Shareholders Agreement.

(5) Conclusion.

5.1. The report outlines the ability to review the Terms of Reference on an annual basis so as appropriate changes can be agreed.

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.

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

Legal Services have been consulted on this report and have no further comments to make.

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 Council's s151 Officer has been consulted and has no comments to make

MONITORING OFFICER'S COMMENTS

The Monitoring Officer has been consulted and has no further comments.

BACKGROUND PAPERS

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Ref: N/A