

Shareholder Committee:

Morehomes for the Bay (Investments)

Shareholder Committee Bundle

26th July 2022

**Morehomes for the Bay (Investments)
Limited - Company number: 13469098**

**Morehomes for the Bay (Developments)
Limited – Company number: 13469092**
Registered office address: Town Hall, Dalton
Square, Lancaster, LA1 1PJ

SHAREHOLDER COMMITTEE BUNDLE

1.. Agenda

- 1. Shareholder Comittee Meeting Agenda 12.07.2022 1. 1

2.. Nomination of Director Report

- 1. Nomination of Director report 2. 1 - 2. 4

3.. Nomination of Council Representative Report

- 1. Nomination of Council Representative report 3. 1 - 3. 4

1.. Agenda

Page 5
Shareholder Committee:

**Morehomes for the Bay (Investments)
Limited - Company number: 13469098**

**Morehomes for the Bay (Developments)
Limited – Company number: 13469092**
Registered office address: Town Hall, Dalton
Square, Lancaster, LA1 1PJ

AGENDA

Date:		26 th July 2022
Venue:		Lancaster Town Hall
Time:		Immediately after Cabinet meeting

1.	Apologies for Absence
2.	Declarations of Interest
3.	Board Member Recruitment – nomination of new Director to Morehomes for the Bay (Investments) Limited and Morehomes for the Bay (Developments) Limited (Attached)
4.	Nomination of Council Representative
5.	AOB
6.	Next Meeting (Shareholders) – TBC

2.. Nomination of Director Report

Shareholders Committee

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

26th July 2022

Report of Mark Davies

PURPOSE OF REPORT			
The report seeks 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.			
Key Decision		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 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.

1.0 Introduction

- 1.1 Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited were incorporated on 21st June 2021. Since that time Officers have been working on preparation of a Company Business Plan as well as exploring options for future business for the companies.
- 1.2 Due to changes in Exec Team membership at Lancaster City Council the Companies need to seek to appoint a new Director to the Board in line with Shareholders Agreement Part 2 Section 7 in order for its operational management of the Companies to be undertaken. Without appointing a new Director to the Board, the Board does not remain quorate and is therefore unable to undertake its day to day functions or progress programs of work.
- 1.3 Following the Board Meeting of 6th July 2022, the Chair of the Board of Directors wishes to nominate Suzanne Lodge in her capacity as Acting Director of Communities and the Environment to the Board of Directors for

Morehomes for the Bay.

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 Suzanne Lodge to the Board of Directors for Morehomes for the Bay.	Option 2: Do not appoint Suzanne Lodge to the Board of Directors for Morehomes for the Bay.
Advantages	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.	Not appointing Suzanne Lodge to the Board of Directors will result in business of the Companies not being able to be progressed, or significantly delayed whilst an alternative Director is sought.
Risks	No specific risks known.	Not appointing Suzanne Lodge to the Board of Directors 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 and being unable to progress any of its intended work.

4.0 Officer Preferred Option (and comments)

4.1 The officer preferred option is Option 1. In appointing Suzanne Lodge to the Board of Directors, this will result in day-to-day operational matters for the Companies being able to be progressed.

5.0 Conclusion

5.1 The report outlines the need to appoint a Director to the Companies to assist

with the Companies being able to progress programmes of work.

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

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 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 Monitoring Officer has no comments to add.	
BACKGROUND PAPERS Update on the Housing Latco – 2 nd March 2021 Cabinet.	Contact Officer: Mark Davies Telephone: 01524 582401 E-mail: mdavies@lancaster.gov.uk Ref: N/A

3.. Nomination of Council Representative Report

Shareholders Committee

Nomination of Council Representative
26th July 2022

Report of Mark Davies

PURPOSE OF REPORT				
The report seeks to appoint a 'Council Representative' on behalf of the Shareholders' Committee to notify the Companies of Council decisions on any Council Consent Matters.				
Key Decision		Non-Key Decision	X	Referral from Cabinet Member
Date of notice of forthcoming key decision		N/A		
This report is public				

RECOMMENDATIONS:

- (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.

1.0 Introduction

- 1.1 Morehomes for the Bay (Developments) Limited and Morehomes for the Bay (Investments) Limited were incorporated on 21st June 2021. Since that time Officers have been working on preparation of a Company Business Plan as well as exploring options for future business for the companies.
- 1.2 The terms of reference for the Shareholders Committee are contained at Schedule 4 of the Shareholders Agreement dated 23 September 2021. This sets out the means of communication between the Shareholder Committee, the Council (Cabinet) and the Company. This is achieved by the Shareholder Committee nominating a "Council Representative" who is tasked with the job of reporting back to the

companies and its boards on the decision(s) of the Committee. This is provided for by paragraph 3.4 of Schedule 4 of the Shareholders Agreement. This states:

“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”.

- 1.3 Paragraph 3.8 of the Shareholders Agreement provides some detail on the role of the ‘Council Representative’. This states:

*“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”.*

- 1.4 This report proposes 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.

- 1.5 By assigning a dedicated role to this position, clear lines of communication between the Shareholder Committee, Council and the Companies will be established.

2.0 Details of Consultation

- 2.1 Consultation has not been required – as per the Shareholders Agreement and Terms of Reference as outlined in the above report.

3.0 Options and Options Analysis (including risk assessment)

	<p>Option 1: Appoint the Head of Housing to act as the Council’s Representative on behalf of the Shareholders Committee in notifications of decisions to the Company.</p>	<p>Option 2: Do not appoint the Head of Housing to act as the Council’s Representative on behalf of the Shareholders Committee in notifications of decisions to the Company, and seek to appoint an alternative representative.</p>
--	--	--

Advantages	Named post where responsibility for the role remains with the 'post'. Role has knowledge and understanding of Shareholder requirements. Shareholders Committee is able to fulfil its duties in relation to the Shareholders Agreement.	None known.
Disadvantages	None known.	Potential for delays in smooth operational running of Shareholders Committee. Person appointed as representative may not have knowledge of Shareholder requirements.
Risks	Postholder could change.	Potential for delays in smooth operational running of Shareholders Committee. Person appointed as representative may not have knowledge of Shareholder requirements.

4.0 Officer Preferred Option (and comments)

The preferred option is Option 1. In appointing the Head of Housing to act as the Council's Representative on behalf of the Shareholders Committee in notifications of decisions to the Companies, this will fulfil the responsibilities of the Shareholders Committee as per the Shareholders Agreement and will ensure that there are clear lines of communication between the different bodies.

5.0 Conclusion

- 5.1 The report outlines the need to appoint a 'Council Representative' on behalf of the Shareholders Committee to fulfil requirements laid out in the Shareholders Agreement.

RELATIONSHIP TO POLICY FRAMEWORK

The decision within this report has limited scope / links to Policy Framework.

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.

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

MONITORING OFFICER'S COMMENTS

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

BACKGROUND PAPERS

Update on the Housing Latco – 2nd
March 2021 Cabinet.

Contact Officer: Mark Davies

Telephone: 01524 582401

E-mail: mdavies@lancaster.gov.uk

Ref: N/A