

## **Statement of Executive Shareholder and Trustee Committee Decisions**

Wednesday, 28th February, 2024

The decisions summarised below were taken by the Executive Shareholder and Trustee Committee at the above-mentioned meeting and, subject to the call-in procedure referred to in Overview and Scrutiny Procedure Rule 17 and to Note (a) at the end of this document, shall have effect five working days after the meeting. Details of any recommendations to Council are also included for completeness.

### Members of the Executive Shareholder and Trustee Committee

Chairman:

Councillor Julia McShane (Leader of the Council) \*

Vice-Chairman:

Councillor Tom Hunt (Deputy Leader of the Council)

Committee Members:

Councillor Angela Goodwin

Councillor Catherine Houston \*

Councillor Carla Morson

Replacement Members:

Councillor Richard Lucas \*

Councillor George Potter \*

Councillor Merel Rehorst-Smith \*

Councillor Fiona White \*

\*Present

**Agenda  
Item  
No.**

**Officer(s)  
to action  
Item**

**1. Apologies for Absence and Notification Of Replacements**

Councillors Tom Hunt, Carla Morson and Angela Goodwin sent apologies for absence. They were replaced by Councillors Richard Lucas, Fiona White and Merel Rehorst-Smith respectively.

**2. Disclosure of Interests**

There were no declarations of interest.

**3. Minutes**

The minutes of the meeting held on 20 March 2023 were confirmed as correct. The Chairman signed the minutes.

**4. Appointment of Directors to Guildford Borough Council Holdings**

Decision:

Claire  
Beesly

1. Jo Knight be appointed as a director of Guildford Borough Council Holdings to take effect on the Company receiving notice from the Council for a term of 4 years.
2. Tom Hunt be appointed as a director of Guildford Borough Council holdings to take effect on the Company receiving notice from the Council for a term ending on 7 January 2028.
3. the Executive Head of Service for Legal & Democratic Services to make a further appointment, if possible, of a director to Guildford Borough Council Holdings to take effect on the Company receiving notice from the Council for a term of 4 years.

Reason(s):

1. To ensure that the Company has sufficient directors to enable decisions to be made, in particular to allow for the approval of the accounts which are due to be submitted in March 2024.
2. The appointment of directors to the Company can be undertaken by the Board but at present the Board is not quorate and therefore the only decisions which can be made is a request to the Council for the appointment of additional directors. It is also advisable to have sufficient directors to ensure that the Board remains quorate and provide some flexibility. In accordance with Article 21.2.1 of the Articles of Association that Council is able to appoint directors to the Board. This will ensure resilience

and that the Board are able to fulfil their statutory duties in a timely manner.

Other options considered and rejected by the Committee:

None.

Details of any conflict of interest declared by the Leader or lead councillors and any dispensation granted:

None.

NOTES:

- (a) Any decision marked “#” means that the item was deemed by the Managing Director and agreed by the Executive Shareholder and Trustee Committee and Chairman of the Overview and Scrutiny Committee to be a matter of urgency for the reason indicated and, in accordance with Overview and Scrutiny Procedure Rule 17 (h), such decision takes effect immediately and is therefore *not* subject to the call-in procedure.
- (b) The call-in procedure is as follows:
  - (i) the Chairman of the Overview and Scrutiny Committee; or
  - (ii) a minimum of five members of the Councilmay require that a decision be referred to the Overview and Scrutiny Committee for review.
- (c) Councillors wishing to exercise their right to call-in a decision taken by the Executive Shareholder and Trustee Committee must give notice in writing to the Democratic Services & Elections Manager. The reason for a councillor calling-in a decision shall accompany any such request and must meet one of the following criteria:
  - (a) that there was insufficient, misleading or inaccurate information available to the decision-maker;
  - (b) that all the relevant facts had not been taken into account and/or properly assessed;
  - (c) that the decision is contrary to the budget and policy framework and is not covered by urgency provisions; or
  - (d) that the decision is not in accordance with the decision-making principles set out in the Constitution.

Such notice should be marked for the attention of John Armstrong who can be contacted by e-mail on [john.armstrong@guildford.gov.uk](mailto:john.armstrong@guildford.gov.uk)

- (d) On receipt of a call-in request, the Monitoring Officer will decide, in consultation with the chairman of the Overview and Scrutiny Committee, whether it is valid and will notify the councillors concerned accordingly.
- (e) In the case of a valid call-in, the decision shall be referred to a special Call-in meeting of the Overview and Scrutiny Committee, which shall be held within 21 days of the decision on validity referred to in paragraph (d) above.
- (f) A decision marked with an asterisk denotes that the matter is a “Key Decision” which is defined in the Council’s Constitution as an executive decision:
  - (i) which is likely to result in significant expenditure or savings (of at least £200,000) having regard to the budget for the service or function to which the decision relates; or
  - (ii) which is likely to have a significant impact on two or more wards within the Borough.